

13 October 2017

ASX Market Announcements
Australian Securities Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

2017 Annual General Meeting

EML Payments Limited (**ASX: EML**) advises that the Notice of Annual General Meeting, Explanatory Memorandum and Proxy Form will be despatched to EML shareholders today in relation to its Annual General Meeting which will be held at 10.00 am (Sydney time) on Wednesday, 15 November 2017, at the offices of McCullough Robertson Lawyers, Level 32, 19 Martin Place, Sydney, New South Wales.

Copies of the above documents are attached to this announcement and are also available on the EML website at www.EMLpayments.com

EML's 2017 Annual Report is also being mailed to EML shareholders who have elected to receive a printed copy. The 2017 Annual Report was previously lodged with ASX and is available on the EML website.

For further information, please contact:

Louise Bolger, Company Secretary
T: (07) 3607 0100

About EML

EML Payments Limited, EML Payments Europe, EML Payments Canada and EML Payments USA have come together under one exciting new brand: EML. With payment solutions from EML, you will be empowered with more control, transparency and flexibility over your payment processes. Our combined portfolio offers innovative payment technology solutions for payouts, gifts, incentives and rewards, and supplier payments. Together, we issue mobile, virtual and physical card solutions to some of the largest corporate brands around the world, process billions of dollars in payments each year, and manage more than 800 programs across North America, Europe and Australia. Learn more at www.EMLpayments.com

Notice of Annual General Meeting



EML
empowering your payments

NOTICE IS GIVEN THAT THE ANNUAL GENERAL MEETING
OF EML PAYMENTS LIMITED (COMPANY) WILL BE HELD AT:

Date Wednesday 15 November 2017

Time 10.00am (Sydney time)

Place Offices of McCullough Robertson Lawyers
Level 32, 19 Martin Place, Sydney NSW 2000

Ordinary business

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Company's financial reports and the reports of the Directors and the Company's auditor for the financial year ended 30 June 2017.

DIRECTORS' REMUNERATION REPORT

To consider and, if in favour, to pass the following resolution under section 250R(2) of the *Corporations Act 2001* (Cth) (**Corporations Act**):

- 1 'That the Remuneration Report for the financial year ended 30 June 2017 be adopted.'

Note: *This resolution will be decided as if it were an ordinary (majority) resolution, but under section 250R(3) of the Corporations Act the vote is advisory only and does not bind the Company or the Directors. Key Management Personnel (KMP) whose remuneration details are contained in the Remuneration Report (and their closely related parties) are restricted from voting on this resolution under section 250R(4) of the Corporations Act.*

RE-ELECTION OF DIRECTOR

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 2 'That, Mr Peter Martin, who retires from office under rule 3.6(c) of the Constitution, and being eligible, be re-elected as a director of the Company.'

Note: *Information about the candidate appears in the Explanatory Memorandum.*

Special business

GRANT OF OPTIONS TO EXECUTIVE DIRECTOR

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 3 'That, for the purposes of Listing Rule 10.14, section 208(1)(a) Corporations Act and all other purposes, and in accordance with the Company's Employee Share Option Plan, Shareholders approve the grant of 376,712 Options and the issue of 376,712 Shares on exercise of those Options to Mr Tom Cregan, an Executive Director of EML, on the terms set out in the Explanatory Memorandum.'

Note: *Mr Cregan and his associates are restricted from voting on the above resolution.*

INCREASE IN NON-EXECUTIVE DIRECTOR FEE POOL

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 4 'That, for the purposes of Listing Rule 10.17 and rule 10.2 of the Constitution, the maximum aggregate annual directors' fees that may be paid by the Company to the Non-Executive Directors be increased from \$500,000 per annum to \$750,000 per annum.'

Note: *The Directors and their associates are restricted from voting on the above resolution.*

Dated 13 October 2017

By order of the Board



Louise Bolger

Company secretary

Notes

NOTES

- (a) A Shareholder who is entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy. If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached proxy form**.
- (b) The proxy need not be a Shareholder of the Company. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (c) If the proxy form specifies the way the proxy is to vote on a particular resolution the proxy need not vote on a show of hands but if the proxy does so, it must vote as specified in the proxy form.
- (d) If the proxy has two or more appointments that specify different ways to vote on the resolution the proxy must not vote on a show of hands.
- (e) If the proxy is the chair of the Meeting, the proxy must vote on a poll or must vote the way specified in the proxy form.
- (f) If the proxy is not the chair of the Meeting the proxy need not vote on the poll, but if the proxy does so, the proxy must vote as specified in the proxy form.
- (g) If the proxy form specifies the way the proxy is to vote on a particular resolution and the proxy is not the chair of the Meeting and a poll is demanded and either:
 - (i) the proxy is not recorded as attending; or
 - (ii) the proxy does not vote,
 the chair of the Meeting is deemed the proxy for that resolution.
- (h) A corporation may elect to appoint a representative, rather than appoint a proxy, under the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the Meeting.
- (i) The Company has determined under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that for the purpose of voting at the Meeting or an adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders as at 7.00 pm (Sydney time) on Monday, 13 November 2017.
- (j) If you have any queries on how to cast your votes, please call Louise Bolger on (07) 3607 0100 during business hours.

VOTING RESTRICTIONS

Resolution 1: Directors' Remuneration Report

For the purpose of the Corporations Act, the Company will disregard votes cast by or on behalf of a member of the Key Management Personnel or a closely related party of the Key Management Personnel. However, Key Management Personnel and their closely related parties may cast a vote on resolution 1 as a proxy if the vote is not cast on their behalf and either:

- (a) the proxy appointment is in writing that specifies the way the proxy is to vote (e.g. for, against, abstain) on the resolution; or
- (b) the vote is cast by the chairman of the Meeting and the appointment of the chairman as proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If you are a member of the Key Management Personnel or closely related relative of a member of Key Management Personnel (or acting on behalf of them) and purport to cast a vote that will be disregarded by the Company, you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

Notes (continued)

Resolution 3: Grant of Options to Mr Tom Cregan

For the purpose of Listing Rule 14.11, the Company will disregard any votes cast by or on behalf of Mr Cregan and any of his associates. However, the Company need not disregard a vote if it is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

For the purpose of the Corporations Act, a vote must not be cast on resolution 3:

- (a) as proxy by a member of the Key Management Personnel or a closely related party where the appointment of the chairman as proxy does not specify the way the proxy is to vote on the resolution (e.g. for, against, abstain) on the resolution; or
- (b) as proxy by the chair of the Meeting where the appointment of the chairman as proxy does not specify the way the proxy is to vote on the resolution (in accordance with section 224 Corporations Act, notwithstanding section 250BD(2)(b) Corporations Act); or
- (c) by or on behalf of Mr Cregan or an associate of Mr Cregan, unless:
 - (i) the vote is cast by that person as a proxy appointed in writing that specifies the way the proxy is to vote on the resolution; and
 - (ii) it is not cast on behalf of Mr Cregan or an associate of Mr Cregan.

Resolution 4: Increase in Non-Executive Director Fee Pool

For the purpose of Listing Rule 14.11, the Company will disregard any votes cast by or on behalf of a Director and any of their associates. However, the Company need not disregard a vote if it is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

For the purpose of the Corporations Act, the Company will disregard votes cast by or on behalf of a member of the Key Management Personnel or a closely related party of the Key Management Personnel. However, Key Management Personnel and their closely related parties may cast a vote on resolution 4 as a proxy if the vote is not cast on their behalf and either:

- (a) the proxy appointment is in writing that specifies the way the proxy is to vote (e.g. for, against, abstain) on the resolution; or
- (b) the vote is cast by the chairman of the Meeting and the appointment of the chairman as proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If you are a member of the Key Management Personnel or closely related relative of a member of Key Management Personnel (or acting on behalf of them) and purport to cast a vote that will be disregarded by the Company, you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

Explanatory Memorandum

This Explanatory Memorandum accompanies the notice of Annual General Meeting of the Company to be held at the offices of McCullough Robertson Lawyers, Level 32, 19 Martin Place, Sydney NSW 2000 at 10.00 am (Sydney time) on Wednesday, 15 November 2017.

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the resolutions set out in the Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

PART A – ORDINARY BUSINESS

FINANCIAL STATEMENTS AND REPORTS

- 1 The Corporations Act requires that the report of the Directors, the auditor's report and the financial report be laid before the Annual General Meeting. In addition, the Constitution provides for these reports to be received and considered at the Meeting.
- 2 Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Annual General Meeting on the financial statements and reports.
- 3 Shareholders will be given reasonable opportunity at the Meeting to raise questions and make comments on these reports.
- 4 In addition to asking questions at the Meeting, Shareholders may address written questions to the chairman about the management of the Company or to the Company's auditor Deloitte Touche Tohmatsu if the question is relevant to:
 - (a) the content of the auditor's report; or
 - (b) the conduct of its audit of the annual financial report to be considered at the Meeting.
- 5 Under section 250PA(1) of the Corporations Act a Shareholder must submit written questions for the auditor to the Company by 5.00 pm (Sydney time) on Wednesday, 8 November 2017 to the following address:

The Company Secretary
EML Payments Limited
Level 2, 26 Commercial Road
Newstead QLD 4006

Resolution 1: Directors' Remuneration Report

- 6 The Corporations Act requires that the section of the Directors' report dealing with the remuneration of each member of the KMP of the Company (**Remuneration Report**) be put to a vote of Shareholders for adoption.
- 7 The resolution of Shareholders is advisory only and is not binding on the Company.
- 8 The Remuneration Report is in the Annual Report. It is also available on the EML's website (<http://investor.emlpayments.com/investors/>). It:
 - (a) explains the Board's policies on the nature and level of remuneration paid to Directors, Company secretaries and senior executives within the EML group;
 - (b) discusses the link between the Board's policies and EML's performance;
 - (c) sets out the remuneration details for each Director and for each member of EML's senior executive management team; and
 - (d) makes clear that the basis for remunerating Non-executive Directors is distinct from the basis for remunerating executives, including executive directors.
- 9 The chairman will give Shareholders a reasonable opportunity to ask questions about, or to make comments on, the Remuneration Report.

Directors' recommendation

- 10 Each of the Directors decline to make any recommendation in relation to voting on this resolution as the resolution relates to the remuneration of members of the Company's Key Management Personnel.

Explanatory Memorandum

Resolution 2: Re-election of Mr Peter Martin, Non-Executive Director

- 11 Rule 3.6(c) of the Constitution requires that an election of Directors occur at each annual general meeting. Pursuant to Rule 3.7 of the Constitution the Directors have decided that Mr Martin will retire and stand for re-election as a non-executive director of the Company at the Annual General Meeting.
- 12 Mr Martin holds a MBA from Harvard Business School and a Bachelor of Civil Engineering from Monash University. He was formerly the chief executive officer of Rothschild Australia Asset Management (**Rothschild**) and was a director of a number of Rothschild boards in Australia and overseas. Mr Martin has 35 years international commercial experience in marine construction, finance and investment management.

Directors' recommendation

- 13 The Directors (with Mr Martin abstaining) recommend the re-election of Mr Peter Martin to the Board.

PART B - SPECIAL BUSINESS

Resolution 3: Grant of Options to Mr Tom Cregan

- 14 Resolution 3 seeks approval from Shareholders under Listing Rule 10.14 and section 208(1)(a) Corporations Act for the Board to grant 376,712 Options to Mr Tom Cregan, an Executive Director of EML, under and subject to the terms of EML's Employee Share Option Plan.
- 15 Mr Cregan is EML's Group Chief Executive Officer and Managing Director.
- 16 The key terms of the Options are as follows:
- (a) each Option will convert into one EML Share;
 - (b) the Options will be granted for no consideration;
 - (c) there is no exercise price for the Options;
 - (d) the Options will expire on 30 September 2020;
 - (e) the Options are not transferable;
 - (f) the following Vesting Conditions must be achieved in order for the Options to vest:
 - (i) Mr Cregan remains employed with EML as at the vesting date;
 - (ii) Mr Cregan achieves a minimum of 70% of key performance indicators each year during the three year vesting period;
 - (iii) EML achieves EBITDA per share target of \$0.141 at the vesting date;
 - (iv) EML achieves a return on equity target of 11.8% at the vesting date; and
 - (g) where the Vesting Conditions are achieved the Options will vest and are exercisable from the date EML releases its audited financial year 2020 results to the ASX (on or before 31 August 2020).

Listing Rule 10.14

- 17 The acquisition of securities by a Director under an employee incentive scheme (such as the Employee Share Option Plan) requires Shareholder approval under Listing Rule 10.14. Accordingly, Shareholder approval is sought for the grant of Options to Mr Cregan and to the extent those Options are exercised, the issue of the underlying Shares.
- 18 Once approval is obtained under Listing Rule 10.14, EML is entitled to rely on Listing Rule 10.12, Exception 4 as an exception to any requirement that may otherwise apply requiring Shareholder approval under Listing Rule 10.11. Similarly, approval will not be required under Listing Rule 7.1.

Explanatory Memorandum

19 Specific information which must be provided to Shareholders in accordance with Listing Rule 10.15 is set out below.

Maximum number of Options to be granted	Mr Cregan will be granted 376,712 Options. Each Option, once exercised, entitles Mr Cregan to one Share in EML.
Employee Share Option Plan	The Options will be granted under EML's Employee Share Option Plan, which was approved by Shareholders in November 2015.
Amount payable for each Option	The Options will be granted for no consideration. The exercise price for the Options is nil.
The date by which EML will grant the Options	If Shareholder approval is obtained, EML intends to grant the Options to Mr Cregan within five days after the General Meeting, but in any event no later than 12 months after the General Meeting.
Employee Share Option Plan and persons entitled to participate in the Plan	The Options will be granted under EML's Employee Share Option Plan, which was last approved by Shareholders at the general meeting held on 12 November 2015. All Directors, executives and employees of EML are eligible to participate in EML's Employee Share Option Plan.
Number of Options granted under the plan since the last approval	No Directors have been granted Options under EML's Employee Share Option Plan since the plan was last approved by Shareholders in November 2015.
Loan arrangements	There are no loan arrangements with Mr Cregan in relation to the acquisition of the Options.

Corporations Act

- 20 Section 208(1) of the Corporations Act provides that a public company must not, without the approval of the company's members, give a financial benefit to a related party. Mr Cregan is a related party of EML for the purposes of section 228(2) Corporations Act as he is a Director. The grant of Options will constitute the giving of a financial benefit to a related party for the purposes of section 229(3)(e) Corporations Act.
- 21 It is the view of the Board that the terms of the financial benefit, being the grant of Options, in conjunction with other components of Mr Cregan's remuneration as set out below, comprises reasonable remuneration having regard to EML's circumstances, and would therefore fall within an exception set out in sections 210 to 216 of the Corporations Act. However, as a matter of sound corporate governance, the Board felt it prudent to seek Shareholder approval under Chapter 2E of the Corporations Act for the issue of Options to Mr Cregan.
- 22 Specific information must also be provided to Shareholders in accordance with section 219 of the Corporations Act. The majority of this information is set out above in accordance with Listing Rule 10.15, with the balance of the information regarding the value of the financial benefit and the Directors' recommendations is set out below.

Explanatory Memorandum

Valuation of Financial Benefit

23 The Board has valued the Options at \$1.46 per Option using the Black-Scholes valuation methodology. The basic assumptions underlying the Option valuation are:

Underlying price per Share [#]	\$1.8235
Exercise price	Nil
Risk free rate	2.20%
Dividend yield (estimate)	-
Volatility	45.47%
Vesting date	31 August 2020
Expiry date	30 September 2020
Option value [*]	\$1.46 [^]
Total number of Options issued	376,712
Total employee benefit expense [*]	\$549,547 [^]

[#] Share price represents the 10 day VWAP prior to 19 September 2017, the day on which drafting of the Notice of Meeting was finalised.

^{*}No adjustment has been made to the value of the Options to account for the probability of the performance hurdles being met. The valuation assumes that all performance hurdles are met.

[^] A further 20% discount has been applied for lack of marketability of the Options.

Interest in EML and remuneration

24 Mr Cregan currently has an interest (either directly or indirectly) in 20,299,723 EML Shares. If resolution 3 is approved, the effect will be to dilute the holdings of existing Shareholders by an equivalent amount, as follows:

	Current share capital [#]		Share capital on issue of the Options [*]	
	Shares	%	Shares	%
Mr Cregan	20,299,723	8.22%	20,676,435	8.36%
Existing Shareholders	226,563,051	91.78%	226,563,051	91.64%
Total	246,862,774	100%	247,239,486	100%

[#] Based on the number of EML Shares on issue at the date of the Notice of Meeting.

^{*} Based on the number of EML Shares on issue at the date of the Notice of Meeting plus the EML Shares issued on exercise of the Options granted to Mr Cregan.

25 Mr Cregan's total remuneration as set out in an employment agreement is as follows:

Base salary	\$550,000 (including superannuation)
Options [*]	\$549,547

^{*}Subject to Shareholder approval of this resolution.

26 Mr Cregan is also entitled to participate in the EML short term incentive plan for the financial year ended 30 June 2018 which has a target award of 50% of his annual fixed remuneration, paid in cash. Performance metrics to achieve the award include meeting Group EBITDA target as well as specific key performance indicators.

27 Mr Cregan's employment agreement is ongoing and can be terminated by either party with three months' notice. EML also has the right to terminate Mr Cregan's employment immediately without notice for serious misconduct or other prescribed circumstances warranting summary dismissal.

28 Other than as set out in this Explanatory Memorandum, the Directors are not aware of any additional information that Shareholders should consider before making a decision to vote on this resolution.

Directors' recommendation

29 The Directors (with Mr Cregan abstaining) recommend that you vote in favour of resolution 3.

Explanatory Memorandum

Resolution 4: Increase in Non-Executive Director fee pool

- 30** Under rule 10.2 of the Constitution and in accordance with Listing Rule 10.17, the maximum aggregate amount payable as remuneration to Non-Executive Directors in any financial year may not exceed an amount determined by shareholders from time to time in general meeting (**Fee Pool**). The current Fee Pool of \$500,000 has not increased for seven years, having been approved by Shareholders at an extraordinary general meeting held on 22 July 2010.
- 31** Shareholder approval is being sought to increase the Fee Pool by \$250,000 from \$500,000 per annum to \$750,000 per annum.
- 32** The Board is seeking Shareholder approval to increase the Fee Pool for the following reasons:
- (a) to ensure that the Fee Pool can accommodate payment of fees to any additional non-executive directors appointed to the Board, if and when required;
 - (b) to enable the Company to maintain remuneration arrangements that are market-competitive, so it can attract and retain high calibre individuals as non-executive directors; and
 - (c) to provide for Non-Executive Directors' fees to grow in the future to reflect market trends.
- 33** The fees payable to Non-Executive Directors are reviewed from time to time by the Remuneration and Nomination Committee. Details of the remuneration of each Non-Executive Director are set out in the Remuneration Report. In respect of the financial year ended 30 June 2017, the total aggregate amount of remuneration paid to the Non-Executive Directors was \$464,554.
- 34** The Fee Pool comprises all remuneration payable to Non-Executive Directors, and is inclusive of all Board and Board Committee membership fees, any special responsibilities such as Chairmanship and membership of other Committees which may be required from time to time, and superannuation contributions. The Company does not pay retirement benefits to Non-Executive Directors, other than superannuation.
- 35** Although an increase in the Fee Pool is being sought, it does not imply that the full amount will be used. Also, it is emphasised that the Fee Pool is a maximum annual limit and does not indicate that fees will necessarily be increased accordingly to that limit. Full details of the remuneration arrangements applicable to Non-Executive Directors will be set out in EML's annual Remuneration Report, which must be submitted for adoption by resolution of Shareholders at every Annual General Meeting.
- 36** Details of securities EML has issued to Non-Executive Directors under Listing Rules 10.11 or 10.14 with Shareholder approval within the last three years is as follows:

Director	Details of securities	Issue date(s)
Mr David Liddy	450,310 EML Shares issued following exercise of options granted in lieu of directors' fees for the period 1 March 2013 to 30 June 2014 as approved by Shareholders on 13 November 2013	9 March 2016
Mr Robert Browning	635,156 EML Shares issued following exercise of options granted in lieu of directors' fees for the period 1 March 2013 to 30 June 2014 as approved by Shareholders on 13 November 2013	11 March 2016
Mr Tony Adcock	404,593 EML Shares issued following exercise of options granted in lieu of directors' fees for the period 1 March 2013 to 30 June 2014 as approved by Shareholders on 13 November 2013	15 March 2016
Mr Peter Martin	385,560 EML Shares issued following exercise of options granted in lieu of directors' fees for the period 1 March 2013 to 30 June 2014 as approved by Shareholders on 13 November 2013	17 March 2016
Mr John Toms	40,000 EML Shares and 397,948 EML Shares issued following exercise of options granted in lieu of directors' fees for the period 1 March 2013 to 30 June 2014 as approved by Shareholders on 13 November 2013	11 and 31 March 2016

Directors' recommendation

- 37** Each of the Directors decline to make any recommendation in relation to voting on this resolution as the resolution relates to the remuneration of members of the Company's Key Management Personnel. Other than as a Shareholder, Mr Cregan (as the only Executive Director of the Company) does not have any interest in the outcome of this resolution.

Definitions

Capitalised terms in this Notice of Meeting and Explanatory Memorandum have the meaning set out below:

Term	Definition
Annual General Meeting or Meeting	means the Company's annual general meeting the subject of this Notice of Meeting.
Annual Report	means the 2017 Annual Report of the Company.
ASX	means ASX Limited ACN 008 624 691.
Board	means the board of Directors of the Company.
Company or EML	means EML Payments Limited ACN 104 757 904.
Constitution	means the constitution of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Directors	means the directors of the Company.
EBITDA	means earnings before, income tax, depreciation and amortization.
Employee Share Option Plan	means EML's employee share option plan approved by Shareholders at the general meeting held on 12 November 2015.
EML Shares or Shares	means fully paid ordinary shares in the capital of the Company.
Explanatory Memorandum	means the explanatory statement accompanying the resolutions contained in this Notice of Meeting.
Key Management Personnel or KMP	means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
Listing Rules	means the listing rules of ASX.
Non-Executive Director	means the non-executive directors of the Company.
Notice of Meeting	means this notice of meeting and includes the Explanatory Memorandum.
Options	means the options proposed to be granted to Mr Cregan under resolution 3.
Remuneration Report	means the section of the Directors' report for the 2017 financial year that is included under section 300A(1) of the Corporations Act.
Shareholders	means a person who is a registered holder of EML Shares.
VWAP	means the volume weighted average price of trading in EML Shares on the ASX over the relevant period.



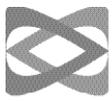
EML

empowering your payments

Level 2, 26 Commercial Road
Newstead QLD 4006

Telephone: (07) 3607 0100
Facsimile: (07) 3607 0111

www.emlpayments.com



LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
EML Payments Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

ALL ENQUIRIES TO
Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of EML Payments Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box) **OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (Sydney time) on Wednesday, 15 November 2017 at McCullough Robertson Lawyers, Level 32, 19 Martin Place, Sydney NSW 2000** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolutions 1, 3 and 4: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 3 and 4, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an .

STEP 2

Resolutions	For	Against	Abstain*
1 Adopt Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re election of Mr Peter Martin as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Grant of options to Executive Director Mr Tom Cregan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Increase in Non-Executive Director Fee Pool	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

STEP 3

Shareholder 1 (Individual) Joint Shareholder 2 (Individual) Joint Shareholder 3 (Individual)
Sole Director and Sole Company Secretary Director/Company Secretary (Delete one) Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (Sydney time) on Monday, 13 November 2017**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

Emerchants Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**