

**BMO**  **Global Asset Management**

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# FACSIMILE COVER SHEET

<b>To</b>	David Owyong	<b>Fax No.</b>	0061 2 8752 7899
<b>Company</b>	Mint Payments Ltd	<b>Pages</b>	
<b>From</b>	Michael Bassi F&C Management Limited, Edinburgh, Scotland, United Kingdom	<b>Tel. No.</b>	+44 131 718 1093
<b>Date</b>	08 July 2015	<b>Fax No.</b>	+44 131 225 2375
<b>CC</b>	ASX Limited, Exchange Centre 20 Bridge Street Sydney NSW 2000	<b>CC Fax No.</b>	0061 2 9778 0999

**Re: Notice of change of interests of substantial holder – Form 603:**

## Mint Payments Ltd

Dear Sirs,

Please find attached a Notice of change of interests of substantial holder – Form 603 for Mint Payments Ltd issued following a change in interests of our client Utilico Investments Limited.

Regards

Michael Bassi  
Manager, Regulatory Reporting  
F&C Management Limited

**Form 603**Corporations Act 2001  
Section 671B**Notice of initial substantial holder**To Company Name/Scheme Mint Payments Ltd

ACN/ARSN 122 043 029

**1. Details of substantial holder (1)**

Name Utilico Investments Limited

ACN/ARSN (if applicable) N/A

The holder became a substantial holder on 28/07/2015**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary	80,573,770	80,573,770	14.95%

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Utilico Investments Limited	Purchase of shares	65,573,770

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Utilico Investments Limited	JP Morgan Chase Bank, Sydney	JP Morgan Chase Bank, Sydney	65,573,770

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Utilico Investments Limited	23/07/2015	AUD 3,999,999. 97	N/A	65,573,770 ord
Utilico Investments Limited	16/06/2015	AUD 733,950	N/A	15,000,000 ord

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

**7. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
Michael Bassi	c/o F&C Management Limited, Exchange House, Primrose Street, London EC2A 2NY, UK, as Administrator to Utilico Investments Limited

**Signature**

print name      Michael Bassi      capacity      Manager, Regulatory Reporting,  
Compliance, F&C Management  
Limited

sign here      *MBassi*      date      28 / 07 / 2015

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.