



HERBERT
SMITH
FREEHILLS

The Manager, Companies
Australian Securities Exchange
Companies Announcement Centre
20 Bridge Street
Sydney NSW 2000

10 January 2022

Dear Sir / Madam

**Takeover bid by 1835i Ventures Trusco III Pty Ltd ACN 651 614 372
in its capacity as trustee of the 1835i Ventures Trust III for
Cashrewards Limited ABN 95 615 084 654 – compulsory acquisition**

We act for 1835i Ventures Trusco III Pty Ltd ACN 651 614 372 in its capacity as trustee of the 1835i Ventures Trust III (**1835i**) in relation to its off-market takeover bid under Chapter 6 of the *Corporations Act 2001* (Cth) (the **Corporations Act**) for all the ordinary shares in Cashrewards Limited ABN 95 615 084 654 (**Cashrewards**).

Compulsory acquisition notices and related correspondence will be dispatched to all Cashrewards shareholders who have not accepted 1835i's offer. A copy of that correspondence is attached to this announcement. A copy of the compulsory acquisition notice is included by way of service pursuant to s661B(1)(d) of the Corporations Act.

Yours sincerely

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MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

10 January 2022

Dear Cashrewards Shareholder

Compulsory acquisition of shares in Cashrewards

1835i Ventures Trusco III Pty Ltd ACN 651 614 372 in its capacity as trustee of the 1835i Ventures Trust III (**1835i**) has a relevant interest in more than 90% of the shares in Cashrewards Limited (**Cashrewards**).

Accordingly, 1835i will now exercise its right to acquire the remaining shares under the compulsory acquisition provisions of the Corporations Act. The compulsory acquisition will be on the same terms as the offer (that is, a consideration of \$1.135 per Cashrewards share).

If you have accepted 1835i's takeover offer, you can disregard this letter.

On completion of the compulsory acquisition process, 1835i will pay to Cashrewards the consideration for the shares it compulsorily acquires. Shareholders whose shares are compulsorily acquired will be sent a claim form by Cashrewards advising them how to claim their consideration.

Enclosed is an ASIC Form 6021 – Notice of compulsory acquisition following takeover bid, which sets out further information on the compulsory acquisition process.

Yours sincerely

Ron Spector
Managing Director

1835i Ventures Trusco III Pty Ltd ACN 651 614 372 in its capacity as trustee of the 1835i Ventures Trust III

Notice of compulsory acquisition following takeover bid

Notice

To each holder of:

Description of class of securities to which the bid relates

Ordinary shares
(‘Bid Class Securities’)

Name of target company or body

in
Name (‘the Company’)
Cashrewards Limited
ACN/ARBN/ARSN
95 615 084 654

Tick applicable box(es)

- and each holder of securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related.
- and each holder of non-transferable securities issued under an employee incentive scheme referred to in paragraph 2.

Name of bidder

1. Under a takeover bid offers were made by
1835i Ventures Trusco III Pty Ltd ACN 651 614 372

in respect of the acquisition of Bid Class Securities in the company.
The offers

Tick one box

- closed
 are scheduled to close

Date offers closed or are scheduled to close

on
Date
0 9 / 0 1 / 2 2
[D] [D] [M] [M] [Y] [Y]

Tick applicable box(es).
(see subsection 661A(4) and (4A))

2. You are, as at the date of this notice, the holder of one or more of the following
- securities in respect of which the takeover offer was made, but have not accepted the offer. (If you have accepted the offer but have received this notice you do not need to do anything in response to this notice—the bidder will acquire your securities under the offer.)
- securities to which the bid related issued after the end of the offer period and before the date of this notice
- securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related
- securities issued under an employee incentive scheme to which restrictions on transfer apply under the company’s constitution or the terms of issue, being
- the following securities in the bid class in which the bidder has a relevant interest

Description of securities

Description of securities

3. The bidder gives you notice under subsection 661B(1) of the Corporations Act 2001 (‘the Act’) that the bidder has become entitled pursuant to subsection

Tick one box

- 661A(1)
 661A(3)

of the Act to compulsorily acquire your securities and desires to acquire those securities.

Continued... Notice

4. Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.

Date of lodgement

This notice was lodged with ASIC on

Date

1	0	/	0	1	/	2	2
[D	D]	[M	M]	[Y	Y]		

Insert paragraph 4A only where alternative forms of consideration were offered under the bid.

- 4A. You are entitled, within one month after being given this notice (see paragraph 8), or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, by notice in writing to the bidder, to elect which of the following forms of consideration will apply to the acquisition of your securities:

Details of alternative terms

Not applicable

If you do not elect which of the alternative forms of consideration will apply to the acquisition of your securities, the form of consideration that will apply will be:

Set out the terms that will apply

Not applicable

5. Under section 661E of the Act, you have the right, within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is later, to apply to the Court for an order that the securities not be compulsorily acquired.

Tick one box

6. The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before

- this notice was given.
 the end of the offer period.

7. Unless the Court otherwise orders, on application made by you under section 661E of the Act within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement under section 661D (as referred to in paragraph 4 of this notice), whichever is the later, the bidder must comply with paragraph 6 of this notice.

8. A notice sent by post to you is taken to be given to you 3 days after it is posted.

Signature

Name of person signing

Ron Spector

Capacity

Managing Director

Signature



Date signed

1	0	/	0	1	/	2	2
[D	D]	[M	M]	[Y	Y]		