Form 605

Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme: AFTERPAY LIMITED

ACN/ARSN: 618 280 649

1. Details of substantial holder(1)

Name: BlackRock Group (BlackRock Inc. and subsidiaries named in Annexures to this form)

ACN/ARSN (if applicable):

The holder ceased to be a substantial holder on: 14 /01 /2021

The previous notice was given to the company on: 11 /01 / 2021

The previous notice was dated: 07 /01/ 2021

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change(5)	Class (6) and number of securities affected	Person's votes affected
	Annexure A & C				

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

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

4. Addresses

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

Name	Address
Annexure B	

Signature

print name: Bradley Taylor capacity: *Authorised Signatory

sign here date: 18 / 01 /2021

* At a meeting of the Board on 22 November 2013, the Directors resolved to approve the delegation of the preparation and lodgement of substantial shareholder notices on behalf of BlackRock Investment Management (Australia) Limited.

For personal use only

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 4 of the form.

(2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.

(3) See the definition of "associate" in section 9 of the Corporations Act 2001.

(4) Include details of:

(a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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.

(5) 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.

(6) The voting shares of a company constitute one class unless divided into separate classes.

(7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

For personal use only

For personal use only

Annexure A

This is Annexure A of 3 pages referred to in form 605 Notice of ceasing to be a substantial shareholder

18-Jan-21

Bradley Taylor,
Authorised Signatory

Date

2. Changes in relevant interests

AFTERPAY LIMITED (APT)

Date of Change	Person whose relevant interest changed	Nature of change (4) / Consideration given in relation to change (5)		CCY	Class (6) and number of securities affected		Person's votes affected
08-Jan-21	BlackRock Institutional Trust Company, National Association	on mkt sell	114.64	AUD	ORD	-1,070	-1,070
08-Jan-21	BlackRock Fund Advisors	in specie	n/a	AUD	ORD	612	612
08-Jan-21	BlackRock Investment Management (Australia) Limited	on mkt sell	114.86	AUD	ORD	-2,206	-2,206
08-Jan-21	BlackRock Investment Management (Australia) Limited	on mkt sell	114.85	AUD	ORD	-794	-794
08-Jan-21	BlackRock Investment Management (Australia) Limited	on mkt sell	114.88	AUD	ORD	-603	-603
08-Jan-21	BlackRock Investment Management (Australia) Limited	on mkt sell	114.92	AUD	ORD	-79	-79
08-Jan-21	BlackRock Investment Management (Australia) Limited	on mkt buy	116.00	AUD	ORD	6,939	6,939
08-Jan-21	BlackRock Investment Management (Australia) Limited	on mkt buy	116.00	AUD	ORD	514	514
08-Jan-21	BlackRock Advisors (UK) Limited	on mkt buy	116.00	AUD	ORD	847	847
08-Jan-21	BlackRock Advisors (UK) Limited	on mkt buy	116.00	AUD	ORD	950	950
08-Jan-21	BlackRock Advisors (UK) Limited	on mkt sell	116.00	AUD	ORD	-553	-553
08-Jan-21	BlackRock Advisors (UK) Limited	on mkt sell	116.00	AUD	ORD	-280	-280
08-Jan-21	BlackRock Institutional Trust Company, National Association	on mkt sell	116.00	AUD	ORD	-519	-519
08-Jan-21	BlackRock Asset Management Canada Limited	on mkt buy	116.00	AUD	ORD	1,493	1,493
08-Jan-21	BlackRock Japan Co., Ltd.	collateral transfer	n/a	AUD	ORD	187	187
08-Jan-21	BlackRock Advisors (UK) Limited	collateral transfer	n/a	AUD	ORD	2,263	2,263
08-Jan-21	BLACKROCK FINANCIAL MANAGEMENT, INC.	collateral transfer	n/a	AUD	ORD	-113	-113
08-Jan-21	BlackRock Investment Management, LLC	collateral transfer	n/a	AUD	ORD	-11,133	-11,133
08-Jan-21	BlackRock Investment Management (UK) Limited	collateral transfer	n/a	AUD	ORD	-5,662	-5,662
08-Jan-21	BlackRock Asset Management North Asia Limited	collateral transfer	n/a	AUD	ORD	-2,218	-2,218
11-Jan-21	BlackRock Advisors (UK) Limited	on mkt buy	113.99	AUD	ORD	1,928	1,928
11-Jan-21	BlackRock Advisors (UK) Limited	on mkt buy	113.99	AUD	ORD	1,120	1,120
11-Jan-21	BlackRock Institutional Trust Company, National Association	on mkt sell	113.99	AUD	ORD	-7,094	-7,094
11-Jan-21	BlackRock Institutional Trust Company, National Association	on mkt sell	113.99	AUD	ORD	-2,939	-2,939
11-Jan-21	BlackRock Japan Co., Ltd.	collateral transfer	n/a	AUD	ORD	-10,006	-10,006
11-Jan-21	BlackRock Advisors (UK) Limited	collateral transfer	n/a	AUD	ORD	45,922	45,922
11-Jan-21	BlackRock Investment Management, LLC	collateral transfer	n/a	AUD	ORD	-994	-994
11-Jan-21	BlackRock Investment Management (UK) Limited	collateral transfer	n/a	AUD	ORD	-1,700	-1,700
11-Jan-21	BlackRock Asset Management North Asia Limited	collateral transfer	n/a	AUD	ORD	928	928
12-Jan-21	BlackRock Institutional Trust Company, National Association	on mkt buy	112.89	AUD	ORD	38	38
12-Jan-21	BlackRock Fund Advisors	in specie	n/a	AUD	ORD	-591	-591
12-Jan-21	BlackRock Fund Advisors	in specie	n/a	AUD	ORD	424	424
12-Jan-21	BlackRock Fund Advisors	in specie	n/a	AUD	ORD	636	636
12-Jan-21	BLACKROCK ADVISORS LLC	on mkt sell	112.16	AUD	ORD	-801	-801
12-Jan-21	BlackRock Institutional Trust Company, National Association	on mkt sell	112.16	AUD	ORD	-1,244	-1,244
12-Jan-21	BlackRock Institutional Trust Company, National Association	on mkt sell	112.16	AUD	ORD	-1,115	-1,115
12-Jan-21	BlackRock Institutional Trust Company, National Association	on mkt sell	112.16	AUD	ORD	-754	-754
12-Jan-21	BLACKROCK ADVISORS LLC	on mkt sell	112.16	AUD	ORD	-130	-130
12-Jan-21	BlackRock Institutional Trust Company, National Association	on mkt sell	112.16	AUD	ORD	-453	-453
12-Jan-21	BlackRock Asset Management Canada Limited	on mkt sell	112.16	AUD	ORD	-340	-340
12-Jan-21	BlackRock Advisors (UK) Limited	on mkt buy	111.85	AUD	ORD	481	481
12-Jan-21	BlackRock Advisors (UK) Limited	on mkt buy	111.85	AUD	ORD	294	294
12-Jan-21	BlackRock Advisors (UK) Limited	on mkt buy	111.85	AUD	ORD	280	280
12-Jan-21	BlackRock Advisors (UK) Limited	on mkt buy	111.85	AUD	ORD	280	280

For personal use only

Date of Change	Person whose relevant interest changed	Nature of change (4) / Consideration given in relation to change (5)		CCY	Class (6) and number of securities affected		Person's votes affected
12-Jan-21	BlackRock Advisors (UK) Limited	on mkt buy	111.85	AUD	ORD	62	62
12-Jan-21	BlackRock Institutional Trust Company, National Association	on mkt buy	111.85	AUD	ORD	731	731
12-Jan-21	BlackRock Japan Co., Ltd.	collateral transfer	n/a	AUD	ORD	-31,512	-31,512
12-Jan-21	BlackRock Advisors (UK) Limited	collateral transfer	n/a	AUD	ORD	-223,998	-223,998
12-Jan-21	BlackRock Investment Management, LLC	collateral transfer	n/a	AUD	ORD	27,259	27,259
12-Jan-21	BlackRock Investment Management (UK) Limited	collateral transfer	n/a	AUD	ORD	227,574	227,574
12-Jan-21	BlackRock Asset Management North Asia Limited	collateral transfer	n/a	AUD	ORD	20,339	20,339
13-Jan-21	BlackRock Institutional Trust Company, National Association	on mkt sell	109.86	AUD	ORD	-203	-203
13-Jan-21	BlackRock Investment Management, LLC	on mkt sell	109.86	AUD	ORD	-451	-451
13-Jan-21	BLACKROCK ADVISORS LLC	on mkt sell	109.86	AUD	ORD	-51	-51
13-Jan-21	BlackRock Fund Advisors	in specie	n/a	AUD	ORD	-2,448	-2,448
13-Jan-21	BlackRock Fund Advisors	in specie	n/a	AUD	ORD	38	38
13-Jan-21	BlackRock Investment Management (Australia) Limited	on mkt sell	109.87	AUD	ORD	-379	-379
13-Jan-21	BlackRock Advisors (UK) Limited	on mkt buy	110.26	AUD	ORD	475	475
13-Jan-21	BlackRock Advisors (UK) Limited	on mkt sell	110.26	AUD	ORD	-102	-102
13-Jan-21	BlackRock Advisors (UK) Limited	on mkt sell	110.26	AUD	ORD	-102	-102
13-Jan-21	BlackRock Advisors (UK) Limited	on mkt buy	110.26	AUD	ORD	280	280
13-Jan-21	BlackRock Advisors (UK) Limited	on mkt buy	110.26	AUD	ORD	560	560
13-Jan-21	BlackRock Advisors (UK) Limited	on mkt buy	110.26	AUD	ORD	31	31
13-Jan-21	BlackRock Institutional Trust Company, National Association	on mkt sell	110.26	AUD	ORD	-2,648	-2,648
13-Jan-21	BlackRock Advisors (UK) Limited	on mkt buy	110.26	AUD	ORD	899	899
13-Jan-21	BlackRock Advisors (UK) Limited	on mkt sell	110.26	AUD	ORD	-3,040	-3,040
13-Jan-21	BLACKROCK FINANCIAL MANAGEMENT, INC.	on mkt sell	110.26	AUD	ORD	-4,702	-4,702
13-Jan-21	BLACKROCK ADVISORS LLC	on mkt sell	110.26	AUD	ORD	-2,698	-2,698
13-Jan-21	BlackRock Fund Advisors	in specie	n/a	AUD	ORD	-4,540	-4,540
13-Jan-21	BlackRock Advisors (UK) Limited	on mkt sell	108.90	AUD	ORD	-4,750	-4,750
13-Jan-21	BlackRock Japan Co., Ltd.	collateral transfer	n/a	AUD	ORD	-3,166	-3,166
13-Jan-21	BlackRock Advisors (UK) Limited	collateral transfer	n/a	AUD	ORD	4,210	4,210
13-Jan-21	BlackRock Investment Management, LLC	collateral transfer	n/a	AUD	ORD	-1,807	-1,807
13-Jan-21	BlackRock Investment Management (UK) Limited	collateral transfer	n/a	AUD	ORD	-226,438	-226,438
13-Jan-21	BlackRock Asset Management North Asia Limited	collateral transfer	n/a	AUD	ORD	474	474
14-Jan-21	BlackRock Investment Management (UK) Limited	on mkt buy	116.32	AUD	ORD	1,411	1,411
14-Jan-21	BlackRock Institutional Trust Company, National Association	on mkt sell	118.52	AUD	ORD	-1,105	-1,105
14-Jan-21	BLACKROCK ADVISORS LLC	on mkt sell	118.52	AUD	ORD	-2,674	-2,674
14-Jan-21	BLACKROCK ADVISORS LLC	on mkt sell	118.52	AUD	ORD	-574	-574
14-Jan-21	BlackRock Institutional Trust Company, National Association	on mkt sell	118.52	AUD	ORD	-7,485	-7,485
14-Jan-21	BlackRock Institutional Trust Company, National Association	on mkt sell	118.52	AUD	ORD	-1,456	-1,456
14-Jan-21	BLACKROCK FINANCIAL MANAGEMENT, INC.	on mkt sell	118.52	AUD	ORD	-707	-707
14-Jan-21	BlackRock Asset Management Canada Limited	on mkt sell	118.52	AUD	ORD	-469	-469
14-Jan-21	BlackRock Asset Management Canada Limited	on mkt sell	118.52	AUD	ORD	-1,931	-1,931
14-Jan-21	BlackRock Institutional Trust Company, National Association	on mkt sell	118.52	AUD	ORD	-5,238	-5,238
14-Jan-21	BlackRock Institutional Trust Company, National Association	on mkt sell	118.52	AUD	ORD	-4,470	-4,470
14-Jan-21	BlackRock Institutional Trust Company, National Association	on mkt sell	118.52	AUD	ORD	-45	-45
14-Jan-21	BlackRock Advisors (UK) Limited	on mkt buy	121.00	AUD	ORD	482	482
14-Jan-21	BlackRock Advisors (UK) Limited	on mkt buy	121.00	AUD	ORD	848	848
14-Jan-21	BlackRock Advisors (UK) Limited	on mkt buy	121.00	AUD	ORD	950	950
14-Jan-21	BlackRock Advisors (UK) Limited	on mkt sell	121.00	AUD	ORD	-153	-153
14-Jan-21	BlackRock Advisors (UK) Limited	on mkt sell	121.00	AUD	ORD	-306	-306
14-Jan-21	BlackRock Institutional Trust Company, National Association	on mkt sell	121.00	AUD	ORD	-24	-24
14-Jan-21	BlackRock Institutional Trust Company, National Association	on mkt sell	121.00	AUD	ORD	-79	-79

Date of Change	Person whose relevant interest changed	Nature of change (4) / Consideration given in relation to change (5)		CCY	Class (6) and number of securities affected		Person's votes affected
14-Jan-21	BlackRock Asset Management Canada Limited	on mkt buy	121.00	AUD	ORD	49	49
14-Jan-21	BlackRock Investment Management (Australia) Limited	on mkt buy	121.00	AUD	ORD	1,295	1,295
14-Jan-21	BlackRock Japan Co., Ltd.	collateral transfer	n/a	AUD	ORD	-335	-335
14-Jan-21	BlackRock (Singapore) Limited	collateral transfer	n/a	AUD	ORD	2,781	2,781
14-Jan-21	BlackRock Advisors (UK) Limited	collateral transfer	n/a	AUD	ORD	-14,958	-14,958
14-Jan-21	BLACKROCK FINANCIAL MANAGEMENT, INC.	collateral transfer	n/a	AUD	ORD	2,322	2,322
14-Jan-21	BlackRock Investment Management, LLC	collateral transfer	n/a	AUD	ORD	1,890	1,890
14-Jan-21	BlackRock Investment Management (UK) Limited	collateral transfer	n/a	AUD	ORD	9,521	9,521
14-Jan-21	BlackRock Asset Management North Asia Limited	collateral transfer	n/a	AUD	ORD	-766	-766

For personal use only

For personal use only

Annexure B

This is Annexure B of 1 pages referred to in form 605 Notice of ceasing to be a substantial shareholder

	18-Jan-21
Bradley Taylor, **Authorised Signatory**	**Date**

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

Name	Address
BlackRock Group	
BlackRock Inc.	55 East 52nd Street New York NY 10055 USA
BlackRock (Singapore) Limited	20 Anson Road #18-01 079912 Singapore
BlackRock Advisors (UK) Limited	12 Throgmorton Avenue. London, EC2N 2DL, United Kingdom
BlackRock Asset Management Canada Limited	161 Bay Street, Suite 2500 Toronto, Ontario M5J 2S1 Canada
BlackRock Asset Management North Asia Limited	15/F, 16/F, 17/F Citibank Tower & 17/F ICBC Tower, 3 Garden Road, Central, Hong Kong
BlackRock Financial Management, Inc.	1209 Orange Street, Wilmington, New Castle County, Delaware 19801, United States
BlackRock Fund Advisors	400 Howard Street San Francisco, CA, 94105 United States
BlackRock Institutional Trust Company, National Association	1225 17th Street, Suite 300, Denver, CO 80202 (Colorado, USA)
BlackRock Investment Management (Australia) Limited	Level 37 Chifley Tower, 2 Chifley Square, Sydney NSW 2000 Australia
BlackRock Investment Management (UK) Limited	12 Throgmorton Avenue London EC2N 2DL United Kingdom
BlackRock Investment Management, LLC	1209 Orange Street, Wilmington, New Castle County, Delaware 19801, United States
BlackRock Japan Co., Ltd.	Marunouchi Trust Tower Main, 1-8-3 Marunouchi, Chiyoda-ku, Tokyo 100-8217 (Japan)
BLACKROCK ADVISORS LLC	1209 Orange Street, Wilmington, New Castle County, Delaware 19801, United States

Annexure C

This is Annexure C of 3 pages referred to in form 605 Notice of ceasing to be a substantial shareholder

18-Jan-2021

Bradley Taylor, Authorised Signatory — Date

Type of agreement:	Global Master Securities Lending Agreement, Overseas Securities Lending Agreement or Master Securities Lending Agreement.
Parties to agreement:	The relevant counterparty as described in the lists of Securities Lending Agreements entered into by BlackRock Advisors Limited and BlackRock Institutional Trust Corporation, N.A., respectively, on the following page.
Transfer date:	The date of the relevant transaction identified as a collateral transfer referred to in Annexure A
Holder of voting rights:	The Borrower.
Are there any restrictions on voting rights? If yes, detail	Yes. Collateral is held through a tripartite structure under which the triparty collateral manager will not act in respect of voting rights unless it receives instructions to do so from the Borrower.
Scheduled return date (if any):	The date of the relevant transaction referred to in Annexure A
Does the borrower have the right to return early? If yes, detail	Yes. The Borrower is entitled to substitute existing collateral with other equities at any time.
Does the lender have the right to recall early? If yes, detail	Yes, at notice.
Will the securities be returned on settlement? If yes, detail any exceptions	Yes.

A copy of the relevant agreement will be provided to Afterpay Limited or the Australian Securities and Investments Commission upon request.

For personal use only

For personal use only

Securities Lending Agreements

Agreements entered into between BlackRock Advisors Limited and each of the following counterparties:

(a) Bank of Nova Scotia, London Branch **GMSLA, 25 August 2011**
(b) Barclays Bank plc **GMSLA, 9 April 2104**
(c) Barclays Capital Securities Limited **GMSLA, 2 December 2012**
(d) BNP Paribas Arbitrage **GMSLA, 30 May 2013**
(e) BNP Paribas **GMSLA, 8 May 2007**
(f) Citigroup Global Markets Limited **GMSLA, 18 January 2007**
(g) Commerzbank AG **OSLA, 17 July 2002**
(h) Credit Suisse AG, Dublin Branch **GMSLA, 28 September 2015**
(i) Credit Suisse International **GMSLA, 10 March 2014**
(j) Credit Suisse Securities (Europe) Limited **GMSLA, 26 August 2015**
(k) Deutsche Bank AG, London Branch **GMSLA, 25 August 2017**
(l) Goldman Sachs International **OSLA, 3 July 2001**
(m) HSBC Bank plc GMSLA **GMSLA, 27 October 2016**
(n) ING Bank N.V. **GMSLA, 12 November 2018** (not yet operationally active)
(o) J.P. Morgan Securities plc **GMSLA, 12 July 2011**
(p) Macquarie Bank Limited **GMSLA, 18 August 2014**
(q) Merrill Lynch International **OSLA, 13 July 1999**
(r) Morgan Stanley & Co International plc **OSLA, 8 September 1999**
(s) Natixis SA **GMSLA, 29 January 2018**
(t) Nomura International plc **GMSLA, 2 November 2011**
(u) Royal Bank of Canada Europe Limited **GMSLA, 3 February 2017**
(v) Royal Bank of Scotland plc (renamed to Natwest Markets Plc) **GMSLA, 1 April 2011**
(w) Santander UK Plc **GMSLA, 25 January 2019** (not yet operationally active)
(x) Skandinaviska Enskilda Banken AB **GMSLA, 4 February 2013**
(y) Societe Generale **GMSLA, 27 January 2012**
(z) UBS AG **GMSLA, 28 April 2016**
(aa) UBS Europe SE **GMSLA, 1 February 2019**
(bb) BAL/Banco Santander, S.A. **GMSLA, 30 April 2019**
(cc) Canadian Imperial Bank of Commerce, London Branch **GMSLA, 21 June 2019**
(dd) Zürcher Kantonalbank **GMSLA, 30 October 2019**

Agreements entered into by BlackRock Institutional Trust Corporation, N.A. and each of the following counterparties:

(a) Bank of Nova Scotia **GMSLA, December 6, 2016**
(b) Barclays Bank plc **GMSLA, April 24, 2017**
(c) Barclays Capital Securities Limited **GMSLA, March 15, 2017**
(d) BNP Paribas Arbitrage **GMSLA, June 5, 2017**
(e) Citigroup Global Markets Limited **GMSLA, June 3, 2015**
(f) Credit Suisse AG, Dublin Branch **GMSLA, October 14, 2015**
(g) Credit Suisse Securities (Europe) Limited **GMSLA, October 2, 2015**
(h) Deutsche Bank AG, London Branch **GMSLA, June 7, 2017**
(i) Goldman Sachs International **OSLA April 1, 2004**
(j) HSBC Bank plc **GMSLA, February 12, 2013**
(k) J.P. Morgan Securities plc **GMSLA, October 4, 2016**
(l) Macquarie Bank Limited **GMSLA, October 3, 2016**
(m) Merrill Lynch International **GMSLA, February 19, 2014**
(n) Morgan Stanley & Co International plc **OSLA, February 7, 2007**
(o) Nomura International plc **GMSLA 03 August 2018 – not yet operational**
(p) Societe Generale **GMSLA, September 28, 2016**
(q) UBS AG **GMSLA, May 26, 2016**
(r) UBS Europe SE **GMSLA, 1 February 2019**
(s) The Hongkong and Shanghai Banking Corporation Limited **GMSLA, 22 February 2019**
(t) RBC Europe Limited **GMSLA, 4 February 2019**
(u) ING BANK N.V. **GMSLA, 27 February, 2019**

These counterparties do not pledge Australian equities:
(a) Lloyds Bank plc
(b) Merrill Lynch, Pierce, Fenner Smith Incorporated
(c) Unicredit

These counterparties do not have any business with us anymore although may have done previously:
(a) Morgan Stanley Securities Limited (No Business) OSLA 15 March 1999
Royal Bank of Scotland N.V. **GMSLA, 12 October 2011 – No Business, superseded by Royal Bank of Scotland PLC**

For personal use only