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ASX ANNOUNCEMENT

14 April 2026

Cuscal announces acquisition of Paymark and associated equity raising; FY26 guidance reaffirmed

Cuscal Limited (ASX: CCL) (**Cuscal** or the **Company**), has entered into an exclusive arrangement with Retail International Holding S.A.S. (**Worldline**) to acquire 100% of the issued share capital and associated equity interests in Paymark Limited (trading as Worldline New Zealand), (**Paymark**), (the **Acquisition**) for total cash consideration of A$27 million.[1]

The Acquisition will be subject to a mandatory French Works Council consultation process customary for a transaction of this nature.[2] Subject to the completion of the French Works Council process and Worldline exercising the put option under the Put Option Agreement, completion of the Acquisition is expected to occur by 30 June 2026.[3]

Key highlights

- Unique acquisition of a high-quality, established New Zealand business, enhancing Cuscal's scale, geographic diversification and future growth opportunities.
- Paymark is a leading payments service provider in New Zealand with similar operations to Cuscal's Australian acquiring and switching business and is a key component of the New Zealand payments system infrastructure.
- The Acquisition is expected to be mid-single digit EPS accretive in FY27E and deliver mid-teens Return on Invested Capital (ROIC) in FY27E.[4]
- 100% cash consideration will be funded via an equity raise, comprising a fully underwritten Institutional Placement (**Placement**) of A$30 million. Cuscal will also undertake a non-underwritten Share Purchase Plan (**SPP**) for up to A$3 million, which is expected to cover all transaction costs.
- Minimal integration required post completion with an experienced in-market management team and standalone operations.
- Following completion of the Acquisition, Cuscal is expected to have a CET1 ratio of ~18%-19%, in line with Cuscal's target range and above regulatory minimums.[5]

Additionally, Cuscal reaffirms its FY26 guidance.

Transaction Overview

Cuscal is pleased to announce that it has entered into an exclusive arrangement with Worldline to acquire 100% of the issued share capital and associated equity interests in Paymark, a market leading payments infrastructure provider in New Zealand.[6]

From a commercial, product and geographic perspective, the Acquisition provides Cuscal with an

[1] Subject to adjustments. Assumed FX rate of NZD:AUD 0.825.
[2] Cuscal and Worldline have entered into a Put Option Agreement which provides Worldline the option to sell the shares in Paymark (whether directly or indirectly through the sale of certain upstream management companies holding shares in Paymark) to Cuscal. The Put Option Agreement attaches an agreed form Sale and Purchase Agreement (**SPA**) to be entered into by the parties following completion of the mandatory French Works Council consultation process in order to comply with French labour laws, and upon Worldline exercising the put option. The put option cannot be exercised, and the parties cannot enter into a binding SPA in order to implement the Acquisition, until the Works Council consultation process has been completed, which can take up to 2 months.
[3] APRA has provided written notice to Cuscal that it does not oppose the Acquisition or intend to take any action against Cuscal or the purchasing entity as a result of the Acquisition.
[4] FY27E EPS accretion based on Cuscal pro forma EPS (including Paymark), versus Cuscal standalone FY27E EPS. Return on Invested Capital is Paymark net profit after tax divided by cumulative equity raise plus transaction costs and integration costs. Paymark's earnings used for transaction impacts includes the cost of the switch investment program, which will cost approximately A$21 million over the life of the program, commencing in FY26E and expected to complete by FY30E.
[5] FY26E CET1 ratio (post completion of the Acquisition).
[6] Refer to footnote 2 above.

established, market-leading payments infrastructure platform in New Zealand that closely aligns with Cuscal's existing Australian acquiring and switching capabilities. The Acquisition delivers immediate scale in New Zealand, a familiar payments environment and represents a logical extension of Cuscal's core infrastructure-led business model.

The Acquisition will provide attractive return metrics for shareholders and is expected to be mid-single digits EPS accretive in FY27 and deliver mid-teens ROIC in FY27.[7] The total cash consideration represents an attractive ~5x FY27E Paymark Net Profit After Tax multiple.[8] Following the Acquisition, Cuscal is expected to have a CET1 ratio of ~18%-19%; in line with Cuscal's target range and above regulatory minimums.[9] Cuscal expects to drive long term value creation with ROIC expected to be in excess of 25% following completion of the Switch investment program.

Paymark has commenced an investment program to upgrade its Switch technology which is expected to be completed by FY30. The total expected cost of the investment will be approximately A$21 million over the life of the program.[10] The investment plan is funded by Paymark's financial performance on a standalone basis out of cashflow generated by the Paymark business and is not expected to require further capital from Cuscal. This is reflected in the forecast earnings profile of the Paymark business that supports the Acquisition outcomes.

Cuscal and Worldline have entered into a Put Option Agreement which provides Worldline with the option to sell the shares in Paymark to Cuscal on the terms set out in an agreed form Sale and Purchase Agreement (**SPA**). Exercise of the put option by Worldline under the Put Option Agreement and entry into the SPA in order to implement the Acquisition is subject to the completion of a mandatory French Works Council consultation process in order to comply with French labour laws.[11] Assuming Worldline exercises the put option under the Put Option Agreement and upon execution by the parties of the SPA, the Acquisition is anticipated to complete by 30 June 2026, though this is subject to timing of completion of the French Works Council consultation process.

No Cuscal shareholder approvals are required in respect of the Acquisition and equity raising[12] and all requisite Paymark shareholder approvals have already been obtained.

Commenting on the Acquisition, Cuscal Managing Director, Craig Kennedy said:

"Paymark represents a strategically aligned opportunity where value creation will be driven by strong standalone economics, limited integration, and the opportunity to deliver sustainable, long term returns for our shareholders. We are excited by the opportunity to expand our presence in New Zealand and look forward to welcoming the Paymark team to Cuscal."

Commenting on the Acquisition, Paymark Chief Executive Officer, Maxine Elliott said:

"The Acquisition supports long-term stability for Paymark while preserving operational continuity. We are pleased that Paymark will continue to operate as a standalone business, with no disruption to service delivery for our customers and continuity for our people, as our leadership team continues to lead the business as part of the Cuscal Group. We are excited to join the Cuscal Group and to continue executing Paymark's strategy and roadmap."

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[7] Refer to footnote 4 above.
[8] Paymark FY27E Net Profit After Tax based on Paymark forecast financials (based on Cuscal due diligence) calendarised to June Year end to align with Cuscal using equal contribution of half-year periods.
[9] FY26E CET1 ratio (post completion of the Acquisition).
[10] Significant diligence has been undertaken to confirm the appropriateness of the scope and planned expense for the switch upgrade.
[11] While Cuscal expects Worldline to exercise the put option following completion of the relevant French Works Council consultation process, such exercise is entirely at Worldline's discretion. Should the French Works Council consultation process complete and Worldline does not exercise the put option or does not enter into the SPA, Worldline will be required to reimburse Cuscal an agreed amount for Cuscal's transaction costs. Worldline has also agreed to grant Cuscal exclusivity with respect to the purchase of Paymark until 18 months following the date of the Put Option Agreement.
[12] Cuscal has received in principle advice from the ASX that shareholder approval is not required for the Acquisition under the ASX Listing Rules.

Overview of Paymark:

Paymark is a key payments infrastructure provider within New Zealand's national payments ecosystem. The business processes more than 1.5 billion transactions annually, supporting a material share of everyday payments activity across New Zealand. Paymark services a blue-chip client base, including all major New Zealand acquiring banks, and maintains long-standing relationships with large corporate and merchant customers across multiple sectors. The business provides a comprehensive acquiring platform across in-store, online and digital channels, with new, innovative products in the pipeline.

Paymark operates largely independently under Worldline ownership and is supported by an experienced in-market management team and dedicated product, sales, technology, operations and customer support functions. Migration to a contemporary payments Switch is underway, which is expected to be fully funded from Paymark's financial performance on a standalone basis and is expected to complete by FY30. Upon completion, the upgraded Switch is expected to deliver material operational efficiency and resilience benefits. The business is expected to continue operating as a standalone platform following completion of the Acquisition, and the Company anticipates minimal separation and integration complexity, enabling execution with minimal Cuscal management disruption.

The parties will, at completion, enter into a customary transitional services agreement to support certain short-term transitional arrangements which Paymark will require after completion of the Acquisition (which were identified by Cuscal during due diligence) and a long-term services agreement to allow Paymark to continue to provide certain services to its customers from completion of the Acquisition (which services are currently sourced from Worldline under intragroup arrangements that will cease at completion of the Acquisition).

Strategic Rationale:

New Zealand is an adjacent, on strategy market for Cuscal, with a payments ecosystem closely aligned to Australia and supported by attractive structural characteristics, including a concentrated switching environment. The Acquisition provides Cuscal with the opportunity to materially expand its position in New Zealand through the acquisition of a market leading payments infrastructure provider, with operations closely aligned to Cuscal's Australian acquiring and switching businesses, delivering immediate scale, market presence and strong standalone economics.

Cuscal represents a natural, independent owner of Paymark as a proven operator of systemically important payments platforms, with strong cultural alignment between the two organisations. The Acquisition supports Cuscal's long-term growth profile and addresses existing demand from Cuscal's client base, while remaining EPS accretive without reliance on cost synergies.[13] Paymark's largely standalone operating model results in limited integration complexity, supporting execution with minimal Cuscal management disruption. This enables Cuscal to remain focused on its existing strategic priorities, including the integration of Indue, delivery of the risk uplift program and continued organic growth.

Acquisition Funding:

The cash consideration and transaction costs will be funded by an equity raising comprising the Placement and the SPP (**Equity Raising**).

Placement:

The Placement will be conducted at a fixed offer price of A$4.00 per share (**Placement Price**) representing a 5.0% discount to Cuscal's last close price of A$4.21 on 13 April 2026 and 3.9% discount to the 5-day volume-weighted average price (**VWAP**) of A$4.16. The Placement will result in approximately 7.5 million new fully paid ordinary shares (**New Shares**) being issued, representing 3.9% of Cuscal's existing shares on issue.[14] New Shares issued under the Placement will rank equally with existing Cuscal shares from their date of issue.

[13] Cuscal does not expect to deliver cost synergies largely due to the standalone nature of Paymark's NZ business and its future operating model under Cuscal ownership.

[14] Based on Cuscal's existing fully paid ordinary shares on issue of 191,562,253. The Placement is not conditional on shareholder approval and will be undertaken utilising Cuscal's existing ASX Listing Rule 7.1 placement capacity.

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The issuance of the New Shares under the Placement is within Cuscal's existing placement capacity under ASX Listing Rule 7.1.

Share Purchase Plan:

Cuscal will also offer eligible Australian and New Zealand shareholders the opportunity to participate in a non-underwritten SPP, targeting to raise up to A$3 million.[15]

Under the SPP, eligible shareholders with a registered address in Australia or New Zealand invited to participate in the SPP will be entitled to subscribe for up to A$30,000 worth of new ordinary shares in Cuscal (the **SPP Shares**), free of brokerage, commission and transaction costs and subject to scale back in accordance with the policy set out in the SPP offer booklet.

SPP Shares will be offered at the lower of the Placement Price and a 1.5% discount to the 5-day VWAP of Cuscal's shares up to and including the closing date of the SPP.

SPP Record Date is 7.00pm (Sydney time) on 13 April 2026. SPP Shares will rank equally with existing Cuscal ordinary shares from their issue date. An SPP booklet with further details on the SPP is expected to be sent to eligible shareholders, in accordance with their communications election, on or around 21 April 2026.

The Directors of Cuscal who are eligible to participate in the SPP have indicated that they intend to subscribe for new shares under the SPP.

For questions regarding the SPP, please call the SPP information line during the SPP Offer period (expected to commence on 21 April 2026) on on 1300 733 154 (for callers within Australia) or +61 1300 733 154 (for callers outside Australia), between 8.30am to 5.30pm (Sydney time) Monday to Friday, excluding public holidays.

Additional Information:

Further details of the Acquisition, the Placement and the SPP are set out in the accompanying Investor Presentation also lodged with the ASX today. The Investor Presentation contains important information that investors should consider, including information about the key risk factors and the foreign selling restrictions with respect to the Acquisition and the Equity Raising.

Indicative Timetable for Placement and SPP:

Event	Date
Record date for SPP (7:00pm)	Monday, 13 April 2026
Trading halt, announcement of Acquisition, Placement and SPP	Tuesday, 14 April 2026
Placement bookbuild	Tuesday, 14 April 2026
Announcement of the completion of the Placement	Wednesday, 15 April 2026
Trading halt lifted	Wednesday, 15 April 2026
Settlement of New Shares issued under the Placement	Friday, 17 April 2026
Allotment and normal trading of New Shares issued under the Placement	Monday, 20 April 2026
Despatch of SPP Booklet and expected SPP offer opening date (9:00am)	Tuesday, 21 April 2026
Expected SPP offer closing date (5:00pm)	Wednesday, 6 May 2026
Announcement of results of SPP	Wednesday, 13 May 2026

[15] Cuscal retains the right to accept oversubscriptions or to scale back applications (in whole or in part) at its absolute discretion which may result in the SPP raising more or less than A$3 million. The SPP will not be underwritten and will be conducted in reliance on exception 5 of ASX Listing Rule 7.2 and, to the extent any Cuscal Directors participate in the SPP, exception 4 of Listing Rule 10.12. Accordingly, any shares issued under the SPP will not count towards Cuscal's placement capacity under Listing Rule 7.1 and will not give rise to any shareholder approval requirement under Listing Rule 10.11.

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Issue and allotment of SPP Shares issued under the SPP	Wednesday, 13 May 2026
Normal trading of SPP Shares under the SPP	Thursday, 14 May 2026
Despatch of holding statements in respect of SPP Shares issued under the SPP	Friday, 15 May 2026

The timetable is indicative only and the dates and times are subject to change. All dates and times refer to Sydney, Australia times.

Trading Update:

Cuscal continues to expect high-single-digit transaction volume growth to translate to mid-teens full financial year 2026 Underlying NPAT growth (%).

Conference Call Details:

Cuscal Managing Director, Craig Kennedy and Chief Financial Officer, Jennifer Brice will host a webcast and conference call for analysts and investors on Tuesday 14 April at 12:00pm (AEST).

Registration details are included below:

Date & time: Tuesday 14 April 2026 at 12:00pm (AEST)
Conference call: https://s1.c-conf.com/diamondpass/10054252-yxk1u8.html
Webcast: https://webcast.openbriefing.com/broker-tbc-april-2026/

Advisors:

BofA Securities is acting as financial advisor to Cuscal and Bell Gully is acting as legal counsel on the Acquisition. BofA Securities is the Lead Manager and Underwriter to the Placement and Gilbert + Tobin acted as legal advisor to Cuscal on the Equity Raising.

ENDS

This announcement was authorised for release by the Cuscal Board.

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About Cuscal Limited (ABN 95 087 822 455 AFSL 244116)

Cuscal is an authorised deposit taking institution (ADI), with the licences, connectivity and processing capability to support all payment types and regulated data services. The combination of these capabilities and credentials within a single organisation in Australia is limited to the four major Australian banks and Cuscal. Cuscal powers seamless and secure connections for its clients and their customers. Having originally been formed in 1966 to service Australia's mutual banking organisations, Cuscal's business has focused on innovation and investment to expand its capabilities to be a leading player in Australian payments.

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Future performance and forward-looking statements

This announcement may contain certain forward-looking statements, forecasts, estimates, projections and comments about future events, including Cuscal's beliefs, assumptions and expectations regarding plans, strategies and objectives of management, the completion and the effect of the Acquisition of Paymark, the timetable and outcome of the Placement and SPP and the use of the proceeds thereof. Forward looking statements can generally be identified by the use of forward-looking words such as, "expect", "anticipate", "likely", "intend", "should", "could", "may", "predict", "plan", "propose", "will", "believe", "forecast", "estimate", "goals", "aims", "target" and other similar expressions. Indications of, and guidance or outlook on, future earnings or financial position or performance (including after the acquisition of Paymark) are also forward-looking statements. Forward-looking statements involve inherent risks and uncertainties, both general and specific, including the risk factors described under the "Key risks" section of the Investor Presentation relating to the acquisition of Paymark (which Cuscal recommends that you read in full), and there is a risk that such predictions, forecasts, projections and other forward-looking statements will not be achieved. A number of important factors, both known and unknown, could cause the Cuscal's actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements, and many of these factors are beyond the Cuscal's control, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct. As such, there can be no assurance that actual outcomes will not differ materially from these statements. There are usually differences between forecast and actual results because events and actual circumstances frequently do not occur as forecast and their differences may be material.

Any forward-looking statements are provided as a general guide only and should not be relied on as an indication or guarantee or predictions of future performance. As such, no undue reliance should be placed on any forward-looking statement, particularly in light of the current economic climate and certain geopolitical tensions. Past performance is not necessarily a guide to future performance, and no representation or warranty is made by any person as to the likelihood of achievement or reasonableness of any forward-looking statements or other forecast. Nothing contained in this announcement or any other information made available to you is, or shall be relied upon as, a promise, representation, warranty or guarantee as to the past, present or the future performance of the Cuscal. None of Cuscal, the underwriter, their respective related companies and/or related bodies corporate (as applicable), securityholders or affiliates, or any of their respective officers, directors, employees, affiliates, partners, representatives, consultants, agents or advisers (each a **Limited Party**) makes any representation or warranty as to the accuracy of any forward-looking statements contained in this announcement. Forward-looking statements speak only as at the date of this announcement, and the Limited Parties disclaim any obligations or undertakings to release any update of, or revisions to, any forward-looking statements in this announcement (including to reflect any change in expectations or assumptions), except as required by law or regulation (including the ASX Listing Rules).

General

Nothing contained in this announcement constitutes financial product, legal, tax or other advice or recommendation. It does not take into account the investment objectives, financial situation or needs of any particular investor. Before making any investment decision in respect of Cuscal, prospective investors should consider the appropriateness of the information in this announcement and Cuscal's other announcements having regard to their own investment objectives, financial situations and needs and with their own professional advice. Cuscal is not licensed to provide financial product advice in respect of New Shares. Cooling off rights do not apply to the acquisition of New Shares.