

A SPECIALIST DIGITAL PAYMENTS PLATFORM BUSINESS

OFFERING INVESTORS UNIQUE EXPOSURE TO THE UK 'BUY NOW PAY LATER' PAYMENTS SECTOR



10%*

ThinkSmart's holding in Clearpay

Remaining 90% held by Australian fintech giant Afterpay

£125.0m

Carrying value of 10%* Clearpay stake

As at 30 June 2021

\$38bn

Australian dollars

Afterpay market cap as at 1 September 2021

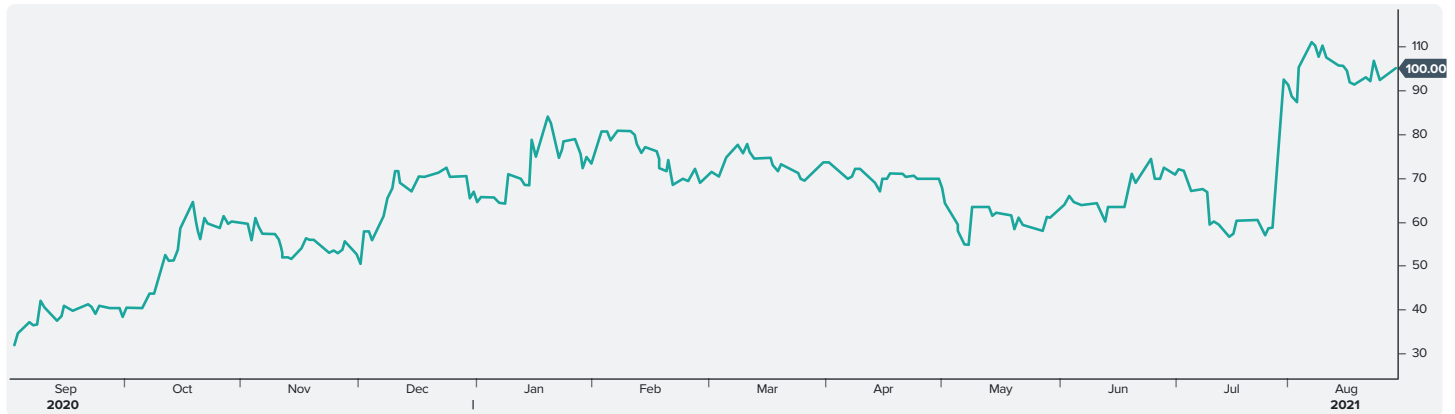
1/8

Clearpay's UK active customers

as a proportion of Afterpay's global customer base (June 2021)

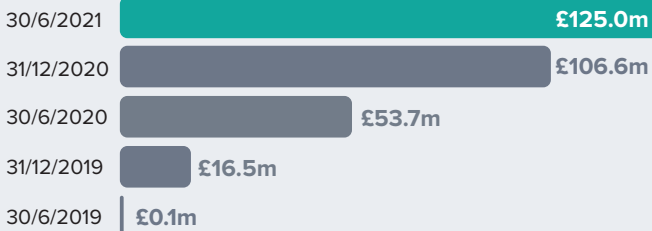
1-year share price chart
(Aug-20 to Aug-21)

Source: Bloomberg

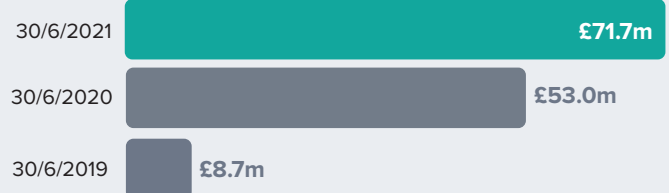


FINANCIALS Clearpay stake drives significant growth in Net Asset Value

Value of 10%* Clearpay holding



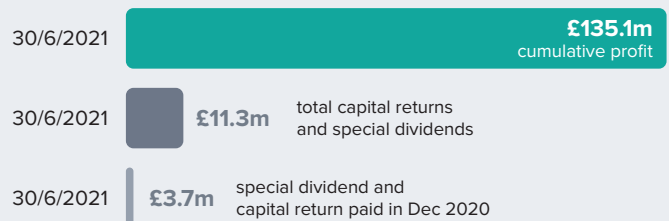
Profit After Tax



Net Assets



Shareholder value as a result of 90% sale of Clearpay stake



OUR OPERATIONS ThinkSmart delivers shareholder value through two mediums

It's 10%* shareholding in Clearpay

- After developing the Clearpay 'Buy Now Pay Later' payments platform, ThinkSmart sold a 90% stake to Australian listed Afterpay in 2018, retaining a 10%* stake. Afterpay now trades in the UK under the Clearpay brand.
- Clearpay is demonstrating outstanding trading momentum having reached 2.1 million customers in only its first 24 months of trading to June 2021. At 1 September 2021 Afterpay was valued at AU\$38bn, with Clearpay accounting for c13% of Afterpay's 16.2m customers.
- ThinkSmart's holding in Clearpay stake was conservatively valued at £125.0m as at 30 June 2021.

Leveraging investment in technology & expertise in UK retail consumer payments and finance

- ThinkSmart's technology-led approach and retail sector expertise has yielded a proprietary, highly robust credit origination and decision engine, SmartCheck, which powers point-of-sale lease finance payments solutions. The SmartCheck technology is in use across a number of retail B2B and B2C lease finance solutions provided by ThinkSmart.
- The Group's operating business continues to generate positive cashflows, and is the process of managed wind down while management focusses on the opportunity to generate significant value from its 10%* Clearpay holding and its proprietary digital payments and financing technology.

BOARD OF DIRECTORS Led by an experienced, well-qualified team



Ned Montarello
Executive Chairman

- Appointed on 22 May 2010 and is also CEO (since 3 January 2018)
- Founded ThinkSmart in 1996, listing it in 2007 via a AU\$204m IPO, and migrated it to the UK's AIM in 2016
- Significant investment expertise, and in 2018 he negotiated the sale of 90% of Clearpay to the emerging, global, industry leading Afterpay Ltd
- Ned retains a board seat on Clearpay (i.e. the Afterpay UK subsidiary)



Gary Halton
Chief Financial Officer

- CFO since 2008 and appointed to the Board on AIM Admission
- Qualified chartered accountant and a chartered tax advisor, with 20+ years post-qualification experience, having qualified with Ernst & Young, and then a subsequent senior manager role with PricewaterhouseCoopers
- Between October 2012 and January 2014, Gary acted as interim Managing Director of the Group



Peter Gammell
Independent
Non-Executive Director

- Chair of the Remuneration and Nomination Committee of ThinkSmart, deep financial services and investment company expertise
- Current Chairman of Octet Group Holdings Pty Ltd, and NED at One Ventures Pty Ltd, a Venture Capital fund manager based in Sydney



David Adams
Independent
Non-Executive Director

- Chair of the Audit and Risk Committee, with 30+ years of City expertise
- Prior CFO and Deputy CEO at House of Fraser plc and has held NED positions at Debenhams plc, Jessops plc, Moss Bros plc, Fevertree Drinks plc, Conviviality plc, Hornby plc & Halfords plc.
- Currently NED of Pizza Express and DP Eurasia plc



Keith Jones
Non-Executive Director of
ThinkSmart Europe Ltd

- 30+ years' retail experience across the UK, Europe and USA
- Prior CEO and Group Strategy & Development Director of ThinkSmart. Also has held roles as CEO of JJB Sports, Group Retail Director of Dixons Retail plc MD PC World Stores Group in UK, Spain France, Italy and Nordics
- Currently COO of Halfords Group plc and holds an MBA from Manchester Business School

WHY THINKSMART?

10%* Stake in Clearpay, one of UK's leading 'Buy Now Pay Later' platforms

Offers attractive exposure to high growth, eCommerce-led digital payments market.

Clearpay holding provides exposure to increases in value in the high growth digital payments market

Conservative valuation of 10%* stake at £125.0m at 30 June 2021.

Agreed pathway to value realisation of Clearpay stake

Stake subject to a put/call arrangement with Afterpay in 2023/24, based on agreed valuation principles using same valuation metrics, multiples and methodologies, including those used by market participants and with regard to sell-side analysts, to value the Clearpay business within the Afterpay listed group. A change of control of Afterpay would give Afterpay the right to exercise its call option anytime following the change of control occurring.

Point of Sale digital payments IP

Cash generative operating business, SmartCheck, in managed wind-down as group leverages prior investment in proprietary digital payments platform.

Highly conservative balance sheet underpins ongoing shareholder returns

90% sale of Clearpay stake has to date generated capital and dividend returns of £11.3m.

Aligned management team and Board hold in excess of 40%

Fully aligned with shareholder interests.

* A proportion of the 10% retained shareholding (up to 3.5% of the total share capital of Clearpay) will be made available to employees of Clearpay under an employee share ownership plan.

THINKSMART'S STRATEGIC VISION:

To generate significant shareholder value via returns from its 10%* Clearpay holding and cash-generative, managed wind-down of its operating business and leveraging its investment in its proprietary technology.