



12 March 2025

Company Announcements Office
Australian Securities Exchange

OVT SECURES LICENSE AGREEMENT WITH BNPLPAY PROTOCOL

Ovanti Limited (“**OVT**” or the “**Company**”) is pleased to announce to the market that it has entered into a **License Agreement with BNPLPay Protocol (<https://bnplpay.io>)**, a blockchain-based lending platform tailored for the Buy Now, Pay Later (“**BNPL**”) sector. BNPLPay Protocol is a decentralized finance (**DeFi**) network that connects stablecoin investors (lenders) with BNPL providers (borrowers), enabling BNPL companies to access funding more efficiently.

Under the terms of the License Agreement, Ovanti gains access to BNPLPay’s lending platform for its ongoing debt funding needs on a preferential basis for 20 years. In return, Ovanti will play a key role in the BNPLPay ecosystem and benefit from a significant 50% share of the protocol’s revenues pursuant to the terms of the License Agreement. This long-term agreement positions Ovanti as both a featured user and a partner of BNPLPay Protocol, forging a deep alignment between the two companies.

License Agreement Highlights:

- **Strategic Partnership:** Ovanti Limited (ASX: OVT) has signed a License Agreement with BNPLPay Protocol, providing preferential access **to decentralized debt funding** for its Buy Now, Pay Later (BNPL) operations.
- **Lower-Cost Capital:** The BNPLPay Protocol funding comes with **no first-loss capital requirement** and interest rates **significantly below traditional financing sources**, reducing Ovanti’s cost of capital.
- **Revenue Share:** Ovanti will receive **50% of BNPLPay Protocol’s revenue**, creating a long-term recurring income stream and aligning Ovanti with the platform’s growth.

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- **Strengthened Funding Position:** This partnership **directly addresses Ovanti's debt funding challenges**, securing a stable, low-cost capital source to support the Company's expansion and improve margins without additional risk.
- **The License Agreement is Critical to OVT's USA Market Entry Plans.** OVT interim-CEO and Executive Chairman Mr Daler Fayziev highlights the agreement as a **strategic solution** offering **superior financing terms** compared to traditional banks and non-crypto lenders, significantly bolstering Ovanti's funding strategy.

Preferential Access to Low-Cost Funding

A core benefit of the BNPLPay partnership is **access to competitively priced debt capital** that is markedly cheaper than traditional funding channels. BNPLPay's decentralized lending model allows Ovanti to draw on a pool of stablecoin-backed lenders at interest rates around *several percentage points lower* than those charged by banks or other non-crypto financiers (at least 30 to 40% cheaper than traditional finance funding sources). This significant reduction in interest expense directly improves Ovanti's cost of funds and is expected to **enhance profit margins** on its BNPL offerings, as less revenue will be consumed by financing costs.

Crucially, **no first-loss capital is required from Ovanti** to utilise the BNPLPay Protocol's funding. In typical traditional lending facilities or securitised funding arrangements, BNPL providers must contribute a "first-loss" reserve or equity buffer to cover initial credit defaults, which ties up capital and adds risk to the borrower. BNPLPay Protocol's innovative design eliminates this requirement: independent stakeholders within the decentralized network provide the first-loss collateral, **meaning Ovanti does not need to set aside its own capital to cover loan defaults**. This feature materially lowers Ovanti's risk exposure and frees up cash that would otherwise be locked as reserve, allowing the Company to allocate more resources toward growth initiatives. In summary, the BNPLPay Protocol's funding facility offers **lower interest rates with minimized risk**, delivering a uniquely favourable financing solution for Ovanti.

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50% Revenue Share from the entire BNPLPay Protocol for 20 years

Beyond the funding advantages, Ovanti has secured a **substantial, ongoing revenue interest** in the BNPLPay Protocol for 20 years. Under the License Agreement, Ovanti is entitled to **50% of all revenue generated by the BNPLPay Protocol**. This means that as BNPLPay facilitates lending transactions and earns fees or interest spreads, half of those earnings will accrue to Ovanti on an ongoing basis. This **revenue share** is a transformative addition to Ovanti's business model: it creates a new, recurring income stream that is independent of Ovanti's direct BNPL lending activities. Every time the BNPLPay ecosystem grows or processes more volume, Ovanti stands to benefit financially.

This arrangement effectively makes Ovanti a co-beneficiary of BNPLPay's success, aligning the long-term interests of both parties. By sharing half of BNPLPay's revenue, Ovanti is not only reducing its financing costs but also **participating in the upside** of a growing fintech platform. This unique revenue-sharing model is expected to **diversify Ovanti's income** and boost its overall earnings profile over time, without adding operational overhead.

Summary

Ovanti's Executive Chairman and interim CEO, **Mr. Daler Fayziev**, welcomed the BNPLPay Protocol agreement as a pivotal development for the Company's future.

Mr Fayziev commented: *"This agreement is a **timely and strategic solution** to our long-standing debt funding challenges. Traditional banks and non-crypto lenders have historically offered financing on less favourable terms – often at high interest rates and with onerous requirements like first-loss. By contrast, BNPLPay Protocol provides us with a **much more affordable capital source** and does so **without the need for any first-loss contribution** from our side. These superior financing terms **strengthen our ability to grow** the business and allow us to focus on serving our customers, rather than worrying about the cost or constraints of funding. We view this partnership as a **significant milestone for Ovanti** – it not only secures low-cost funding for our BNPL operations but*



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also lets us share in the success of the BNPLPay Protocol through a revenue stream. We're excited to move forward with the BNPLPay Protocol License Agreement and believe this collaboration will greatly benefit our shareholders and BNPL customers alike."

The financial consideration for the License Agreement, which entitles OVT to 50% of the BNPLPay Protocol's revenue for 20 years, is AUD \$2,393,383. OVT has funded this transaction through conducting a placement of 235,000,000 shares at \$0.00655 per share to sophisticated investors to raise approximately AUD \$1,539,250 (with a capital raise fee of 6% + GST payable to lead manager Clee Capital Pty Ltd and, subject to shareholder approval, the issue of 70,000,000 broker options to Clee Capital that shall have an exercise price of \$0.013 and an expiry date that is three years from the date of issue) and the issue of 135,000,000 shares at \$0.00655 per share to the BNPLPay Protocol Foundation worth AUD \$884,250. The Company has utilised its ASX Listing Rule 7.1 and 7.1A capacity in order to issue the shares to complete the transaction. Therefore, the total new shares issued pursuant to this transaction are 370,000,000.

A summary of the key terms of the License Agreement is annexed to this announcement. Further, an Investor Presentation provided by the BNPLPay Protocol tailored to OVT is also annexed to this announcement.



Annexure – Summary of Key Terms of the License Agreement

Term	20 years
Termination	Termination only upon an insolvency event
Right of first refusal	BNPL grants OVT a right of first offer in the event BNPL wishes to divest itself of ownership of all or part of the BNPL Protocol to any entity outside BNPL or its related entities.
License Fee	AUD \$2,393,383, comprising: (a) Cash consideration: \$1,509,133; and (b) Share consideration: \$884,250 worth of OVT shares at \$0.00655 issue price.
Licensing	BNPL grants OVT a non-exclusive, non-transferable license to use the BNPL Protocol for publishing, marketing, and managing debt products, subject to compliance with BNPL's operational requirements.
Obligations and Compliance	<p>BNPL must:</p> <ul style="list-style-type: none"> (a) ensure that the BNPL Protocol complies with applicable regulatory requirements; (b) accurately disclose the terms and risks associated with the debt products listed on the BNPL Protocol; (c) maintain records of all transactions; (d) by the time of OVT's launch in the USA market, BNPL must use its best endeavours to provide to OVT access to no less than USD \$100,000,000 in debt capital through the BNPL Protocol; and (e) take all reasonable steps to ensure that BNPL consistently features OVT's debt products in the BNPL Protocol with priority over those other BNPL providers. <p>OVT must:</p> <ul style="list-style-type: none"> (a) utilise BNPL Protocol in accordance with BNPL's guidelines and terms of service; (b) ensure the secure and responsible operation of the BNPL Protocol within its scope of usage; and (c) not use BNPL Protocol for illicit activities.
Royalty	OVT shall be entitled to receive 50% of any fees, payments, distributions, income or revenue received or payable to BNPL in respect of the BNPL Protocol.

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The release of this announcement was authorised by Joshua Quinn, Company Secretary on behalf of the Board of Ovanti Limited.

ENDS

About Ovanti Limited (ASX:OVT):

Ovanti Limited (ASX:OVT) provides fintech and digital commerce software solutions and services that enable its institutional customers to securely authenticate end-user customers and process banking, purchase and payment transactions. The Company's core technology platform enables large customer communities to connect to end user customers using any mobile device and integrate mobile technology throughout their existing business and customer product offerings. The Company's business divisions consist of Mobile Banking and Digital Payments which service leading banks in Malaysia and large telcos and corporates in Malaysia & Indonesia. Ovanti also works with telecommunication network providers to provide mobile OTT (over-the-top) services that leverage their subscriber base to build active communities. In addition to the Malaysian operations, the Company is expanding operations for buy now, pay later services (BNPL) into the United States of America (USA). The Company's technology solutions and expertise across fintech and digital commerce solutions and services, including years of servicing numerous large banking clients, give it distinct advantages as it enters the USA market.

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BNPL PAY

Flexible Capital for Buy Now, Pay Later Providers

Access the liquidity you need, when you need it. A decentralised, transparent solution that accelerates your growth.



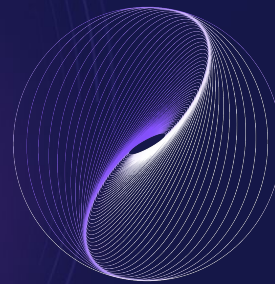
BNPL PAY

BNPL's Rapid Expansion & Capital Challenges

- BNPL (Buy Now Pay Later) is a rapidly growing sector, with large capital requirements
- Traditional financing for BNPL providers often exceeds 15% in annual cost
- Cost of capital is the main determinant of margins for BNPL companies

The Stablecoin Dilemma

- Stablecoin holders usually have low-yield (<6%) but relatively safe products (e.g., AAVE).
- Alternative DeFi products can promise much higher yields but come with significant risk (e.g., algorithmic stablecoins like Terra/Luna).
- The market needs mid-tier yield opportunities: just as safe as low-yield products but, more lucrative than standard <6% staking.

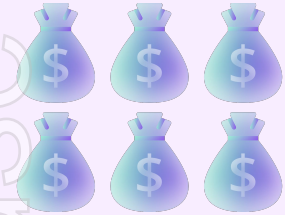


Category	Yield	Risk Level	Examples
Low Yield, Low Risk	4-6%	Low	AAVE, Compound, MakerDAO
High Yield, High Risk	15% +	High	Algorithmic stablecoins, (e.g., Terra/Luna), degen yield farms
Mid - Yield, Moderate Risk (Target Zone)	7-8%	Moderate	Emerging structured DeFi products, Real - world asset backed lending



Introducing the BNPL Pay Protocol

- BNPL Pay Protocol connects stablecoin holders (investors) with BNPL providers (borrowers).
- Audited corporate borrowers ensure transparency and risk mitigation.
- Stablecoin lenders can earn 7–8% yield, while BNPL providers secure capital at ~11%.



Drastically reduced
cost of capital.



BNPL service
providers



BNPL Pay



Stablecoin Lenders
receiving coins



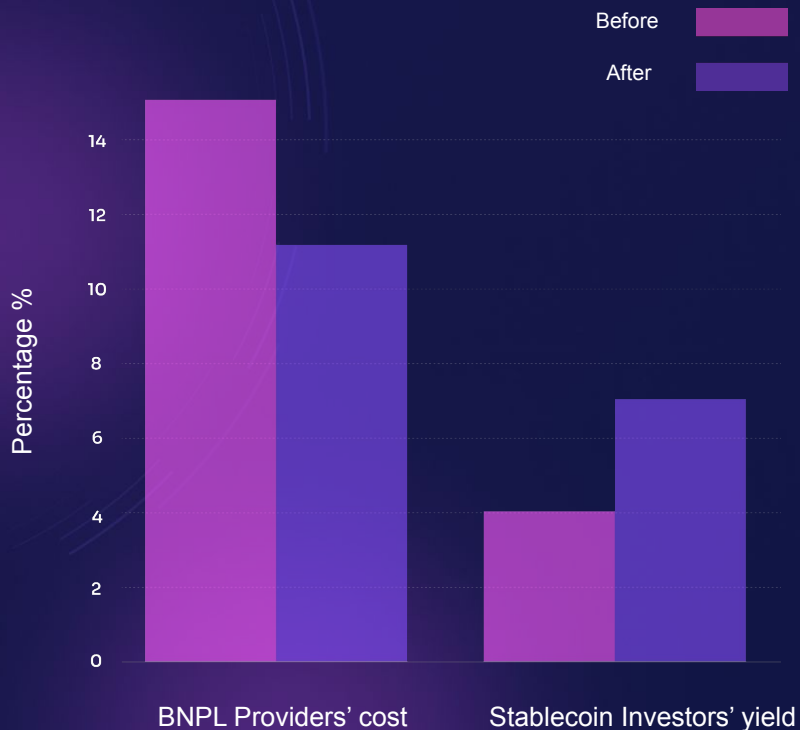
Low risk industry
leading yields

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BNPL PAY

The Win Win Outcome

- **BNPL Providers:** Reduced capital costs, boosting margins.
- **Stablecoin Investors:** Achieve 7–8% APY, significantly higher than typical low-risk yields without diving into high-volatility assets.
- **Ecosystem:** Lower BNPL rates, wider adoption, and a healthier DeFi lending market.





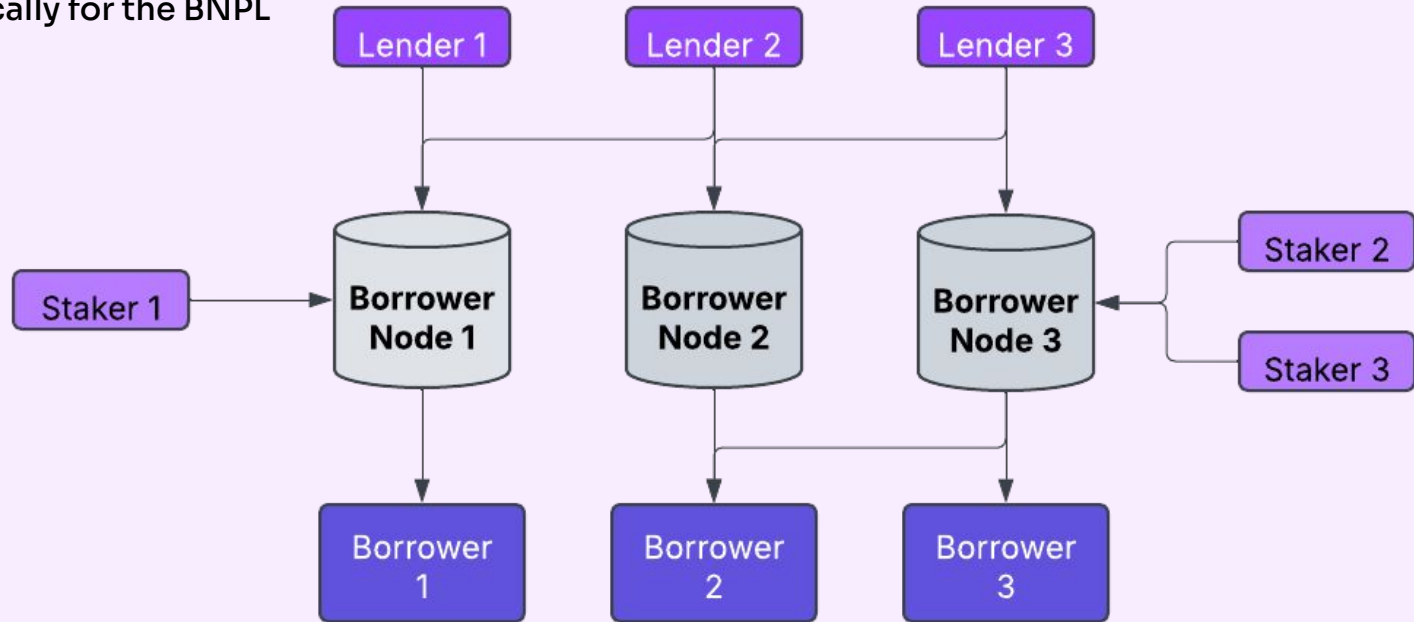
BNPL PAY PROTOCOL

Decentralized Lending - Connecting BNPL Borrowers with Stable Coin Lenders.



What is BNPL Pay?

A decentralized lending protocol matching corporate borrowers with stable coin lenders built specifically for the BNPL sector.

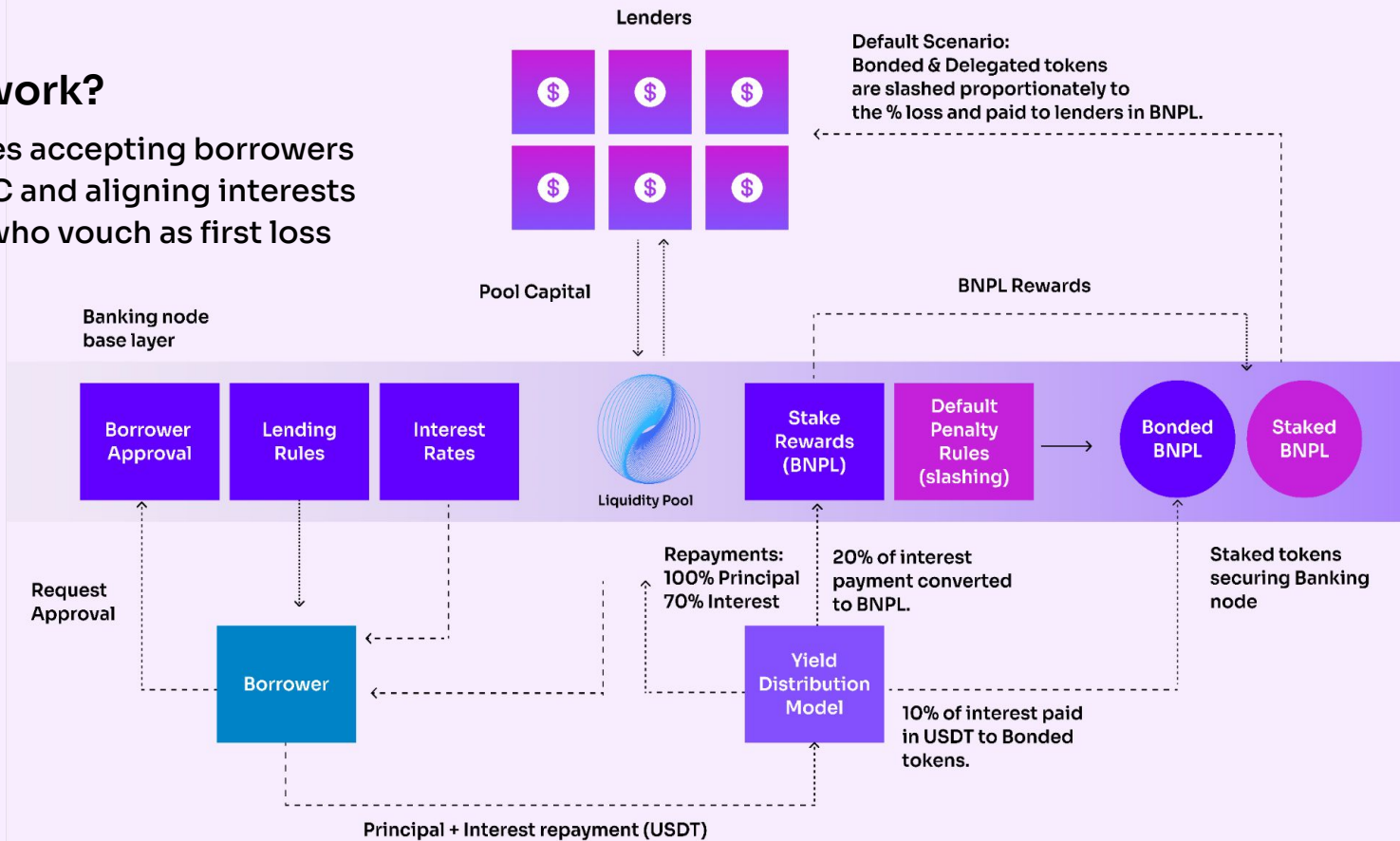


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How does it work?


A network of nodes accepting borrowers proposals and KYC and aligning interests between stakers who vouch as first loss collateral.




BNPL PAY


Unlocking Financial Innovation


 Emphasising blockchain, decentralisation, collateralized and undercollateralized lending.


 Macro distribution/access to lending and borrowing via decentralized platform

 Efficient and economic KYC/AML processes



 Smart contract protocols managing and administrating first loss and repayment schedules

 Enhanced returns for lenders or token holders

 Broad parameters for managing banking nodes, allowing wide variations for industry participants



Key Benefits for BNPL Providers

Accessible financing with competitive interest rates , bridging trust with transparency and security through blockchain.

Flexible loan structures tailored to cash flow needs.



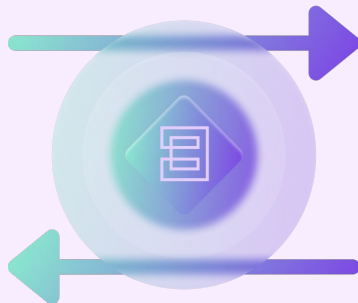
Bridges the gap between providers and global lenders



Transparency and security through blockchain



Decentralised platform



Flexible capital



Predictable returns



Access to decentralised liquidity

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Security & Compliance



BNPL PAY

- Integration with KYC & KYB to assure compliance
- All smart contracted audited by Peckshield
- Ability to convert from fiat to crypto and back
- Fully functional sandbox for customer testing

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GLOBAL PARTNERSHIPS

Bridging Decentralized Finance with Traditional FinTech



BNPL PAY Partnerships:

- www.globalblock.co.uk
- GB to provide seamless KYC/AML onboarding for BNPL clients
- On and Off Ramping for multi currency and tokens.
- Full use of Globalblocks cross border payments and cross chain solutions.
- Custody and 24/7 liquidity provision
- Enhanced Corporate Finance and Governance protocols



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BNPL PAY Partnerships:

- BNPLPay is strategically leveraging a combination of traditional finance (TradFi) and decentralized finance (DeFi) expertise to build a robust network of partnerships with lenders and banking nodes.
- Core team have identified lenders seeking an enhanced return whilst mitigating risk.
- Utilising BNPLPay software lenders target specific asset classes or investment structures that offer a balanced risk-return profile





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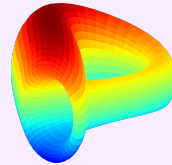
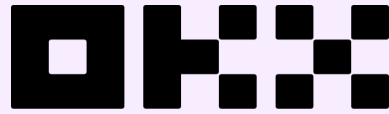
Web 3 Strategic Partners:

BNPLPay are engaged with entities like GVNR.xyz to explore secure bridgeless cross chain liquidity and governance utilising new technology in Web 3. The decentralized space is a huge audience but being the first protocol to seamlessly transcend chains will widen that audience and capacity to take in funds for clients.

BNPL has already established a macro TradFi audience and will aim to mirror this in the DeFi space with partnerships like this.



Potential Lenders



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BNPL PAY

Lets Connect!



info@bnplpay.io



<https://bnplpay.io/>

