

**DISCLOSURE OF MOVEMENT OF 1% OR MORE IN SUBSTANTIAL HOLDING OR  
CHANGE IN NATURE OF RELEVANT INTEREST, OR BOTH**

*Sections 277 and 278, Financial Markets Conduct Act 2013*

**TO:** NZX Limited

and

**TO:** Finzsoft Solutions Limited ("**FIN**")

Relevant event being disclosed: Movement of 1% or more in substantial holding

Date of relevant event: 2 April 2015

Date this disclosure made: 7 April 2015

Date last disclosure made: 20 March 2015

**Substantial product holder giving disclosure**

Full name(s): HGH (ICT Investments No. 2) Limited ("**HGH2**")

**Summary of previous substantial holding**

Class of quoted voting products: Ordinary shares

Summary for: HGH2

For **this** disclosure:

(a) total number held in class: 7,528,990

(b) total in class: 8,566,164

(c) total percentage held in class: 87.892%

For **last** disclosure:

(a) total number held in class: 6,608,719

(b) total in class: 8,566,164

(c) total percentage held in class: 77.149%

## Details of transactions and events giving rise to relevant event

Details of the transactions or other events requiring disclosure:

On 27 February 2015, Silverlake HGH Limited (“**Silverlake HGH**”) made a full takeover offer under the Takeovers Code to acquire all the equity securities in FIN (“**Offer**”).

Since the last disclosure dated 20 March 2015, Silverlake HGH has become the legal and beneficial owner of a further 920,271 ordinary shares in FIN. The Offer closed on 30 March 2015. Under the Offer, Silverlake HGH became the registered holder and beneficial owner of 7,528,990 ordinary shares in FIN, in aggregate (representing 87.892% of all of the ordinary shares in FIN).

HGH2 holds 49% of the shares in Silverlake HGH.

Clause 31.12 of Silverlake HGH’s constitution contains deadlock provisions which provide that after 18 December 2019, if the board of Silverlake HGH cannot agree on a “Fundamental Matter” (as defined in the constitution), either Silverlake Axis Ltd or HGH2 may give notice to the other specifying a cash price at which Silverlake HGH will sell all of the financial products in FIN beneficially owned by Silverlake HGH to Silverlake Axis Ltd or HGH2. Silverlake Axis Ltd and HGH2 must take all steps to give effect to that transaction, including, to the extent required by law, by making a full takeover offer for FIN under the Takeovers Code in order to facilitate the sale and purchase of Silverlake HGH’s financial products in FIN.

## Details after relevant event

Details for:

HGH2

Nature of relevant interest(s):

Future power to control the disposition of all of the financial products in FIN beneficially owned by Silverlake HGH pursuant to clause 31.12 of Silverlake HGH’s constitution.

For that relevant interest:

- |     |   |                |
|-----|---|----------------|
| (a) | number held in class:                               | 7,528,990      |
| (b) | percentage held in class:                           | 87.892%        |
| (c) | current registered holder(s):                       | Silverlake HGH |
| (d) | registered holder(s) once transfers are registered: | NA             |

## **Additional information**

Address(es) of substantial product holder(s): 22 Winscombe Street, Belmont, Auckland, 0622

Contact details: Andrew Holliday  
Phone: +64 21 355 492  
Email: Andrew.Holliday@finzsoft.com

Name of any other person believed to have given, or believed to be required to give, a disclosure under the Financial Markets Conduct Act 2013 in relation to the financial products to which this disclosure relates: Silverlake HGH and Silverlake Axis Ltd.

## **Certification**

I, Andrew Alexander Holliday, certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.