

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 ("**Finzsoft**")

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(s) giving disclosure**

Full name: Silverlake Axis Ltd. ("**Silverlake Axis**")

**Summary of substantial holding**

Class of quoted voting products: Ordinary shares in Finzsoft (NZX:FIN)

Summary for: Silverlake Axis

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

On 27 February 2015, Silverlake HGH Limited (“**Bidco**”) made a full takeover offer for all of the shares and other equity securities in Finzsoft (the “**Offer**”). Since the last disclosure dated 20 March 2015, Bidco has become the legal and beneficial owner of a further 920,271 ordinary shares in Finzsoft. The Offer closed on 30 March 2015. Under the Offer, Bidco became the registered holder and beneficial owner of 7,528,990 ordinary shares in Finzsoft, in aggregate (representing 87.892% of all of the ordinary shares in Finzsoft).

Silverlake Axis holds 51% of the shares in Bidco.

Clause 31.12 of Bidco’s constitution contains deadlock provisions which provide that after 18 December 2019 if the board of Bidco cannot agree on a “Fundamental Matter” (as defined in the constitution) either Silverlake Axis or HGH (ICT Investments No. 2) Limited (“**HGH2**”) may give notice to the other specifying a cash price at which Bidco will sell all of the financial products in Finzsoft beneficially owned by Bidco to Silverlake Axis or HGH2. Silverlake Axis 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 Finzsoft under the Takeovers Code in order to facilitate the sale and purchase of Bidco’s financial products in Finzsoft. A copy of Bidco’s constitution was provided with Silverlake Axis’ disclosure dated 2 March 2015.

### Details after relevant event

Details for:	Silverlake Axis
Nature of relevant interest(s):	Future power to control the disposition of all of the financial products in Finzsoft beneficially owned by Bidco pursuant to clause 31.12 of Bidco’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 Limited
(d) registered holder(s) once transfers are registered:	N/A

### Additional information

Address of substantial product holder: 26-01/04, 143 Cecil Street, GB Building, Singapore 069542

Contact details: Kwong Yong Sin  
+603 7721 6118  
raymondkwong@silverlakeaxis.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: HGH (ICT Investments No. 2) Limited and Silverlake HGH Limited

**Certification**

I, Nathanael William Starrenburg, 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.