



Lodge your vote



By Mail

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For your vote to be effective it must be received by 9:30 am Sunday, 22nd September 2013, being 48 hours before the start of the meeting

Proxy/Voting Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

If you wish you may appoint the Chairman of the Meeting as your proxy. To appoint the Chairman, write the words "The Chairman of the Meeting" in the relevant section. If you appoint the Chairman of the Meeting as your proxy, the Chairman intends to vote any undirected proxies in favour of all the resolutions.

Voting Exclusions

Certain persons who will or may benefit from certain resolutions are disqualified from voting by the NZSX Listing Rules; there is no business being considered at this meeting where voting restrictions apply, all shareholders may vote on all resolutions.

Signing Instructions for Postal Forms

Voting of your holding

For each resolution, mark the box for which you wish to vote. If no instructions are given, the proxy will vote or abstain from voting as he or she thinks fit.

Joint Holding

Joint holders must all sign this form.

Power of Attorney

This form must be signed by you or your attorney. Your attorney must be authorised in writing. This form, and a copy of the power of attorney appointing the attorney or other authority, if any, under which it is signed together with a certificate of non-revocation, must be lodged with Computershare Investor Services Limited, Private Bag 92-119, Auckland 1142, or by fax (09) 488 8787 so as to ensure it is received by 9:30 am on Sunday, 22nd September 2013, being 48 hours before the start of the meeting.

Companies

This form must be signed by a Director jointly with either another Director or a Company Secretary, or a Sole Director can also sign alone. Please sign in the appropriate place and indicate the office held.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission.

Comments & Questions

If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form to vote

Proxy/Corporate Representative Form

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We _____ of _____

being a member/s of Smartpay Holdings Limited

hereby appoint or nominate _____ of _____

or failing him/her _____ of _____

as my/our proxy to vote for me/us on my/our behalf at the **Annual Meeting of shareholders of SmartPay Holdings Limited being held at Kings Lounge, North Shore Events Centre, Cnr Silverfield and Argus Place, Glenfield, Auckland on Tuesday, 24th September 2013 commencing at 9.30am** (and at any adjournment thereof).

STEP 2 Items of Business - Voting Instructions/Ballot Paper (if a Poll is called)

Please note: My/our proxy representative is directed to vote as follows (and if no directions are given, my/our proxy may vote as he or she thinks fit or may abstain):

Please tick one box

Resolution	Proxy Discretion			
	For	Against	Discretion	Abstain
(1) That KPMG be re-appointed as auditors to the company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(2) That the Board be authorised to fix the auditor's remuneration for the ensuing year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(3) That Ivan Jeremy Hammerschlag be re-elected as a director of SmartPay	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(4) That Matthew George Turnbull be re-elected as a director of SmartPay	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SIGN Signature of Securityholder(s) This section must be completed.

Securityholder 1

or Sole Director and Sole Company Secretary

Securityholder 2

or Director

Securityholder 3

or Director/Company Secretary

Contact Name _____ Contact Daytime Telephone _____ Date _____

ATTENDANCE SLIP



Annual Meeting of shareholders of SmartPay Holdings Limited
being held at Kings Lounge, North Shore Events Centre, Cnr
Silverfield and Argus Place, Glenfield, Auckland on Tuesday,
24th September 2013 commencing at 9.30am