

# ANNUAL MEETING OF SHAREHOLDERS OF SMARTPAY HOLDINGS LIMITED 24<sup>TH</sup> SEPTEMBER 2013

### **AGENDA**



- Chairman's welcome and introduction
- Minutes of the Annual Meeting held on
  - **20 September 2012**
- Managing Director's Review
- ☐ Financial Statements
- Shareholder Questions
- ☐ Resolutions
  - Re-appointment of auditors
  - Fixing Remuneration of Auditor
  - Re-election of Director Ivan Jeremy Hammerschlag
  - Re-election of Director Matthew George Turnbull

# Chairman's Welcome and Introduction



- ☐ Quorum
- Notice
- **☐** Apologies
- □ Proxy Votes : 67 proxy forms received representing

73,110,506 shares equivalent to 42.57%

of the issued share capital of the company

- **☐** Introductions
- Minutes of previous annual meeting



#### **Year In Review**

- Significant recapitalisation of the business
- Completion of operational restructure
- Turnaround from loss making to profitable EBITDA
- New Board (3 out of 4 new Directors)
- Appointment of KPMG as new auditors
- Completion and integration of Viaduct acquisition
- ASX listing complete (post year end)



#### **Recent Progress**

- Significant advances in our product technology:
  - All terminals now "contactless" enabled
  - Market first smartphone and tablet wireless integration
  - Syncro 3 next generation Point Of Sale integration software certified
  - China Union Pay acceptance
  - Our terminal software applications now available in Australia
  - New products underway
- Recently appointed to "Preferred Supplier" status with 3<sup>rd</sup> NZ bank -BNZ.



#### **Current Focus - Australia**

- This is now our primary focus for growth
- Recent progress includes:
  - Certification of our first contactless terminals
  - Together with introduction of terminal software applications creates unique product
  - Further "next generation" mobile terminals planned for later this year
  - Appointment of 2<sup>nd</sup> experienced sales manager
- Now focused on expanding sales channels



#### **Australian Sales Channels**

Web

#### **Direct**

#### Resellers

#### **Partners**

#### **Banks**











The Smartpay
website focuses on
driving enquiries to
the Smartpay sales
teams, making full
use of SEO as well
as other inbound and
outbound marketing
campaigns

The Direct Sales
Channel focuses on
building and
managing teams of
"feet on the street"
commission only
sales agents

The Resellers
Channel focuses on retaining and managing 3<sup>rd</sup> party companies who sell Smartpay solutions direct to merchants on Smartpay's behalf

Together with our Partners Channel we create value-added services and solutions for merchants. Our partners typically have specific new verticals to whom we jointly sell the new solutions

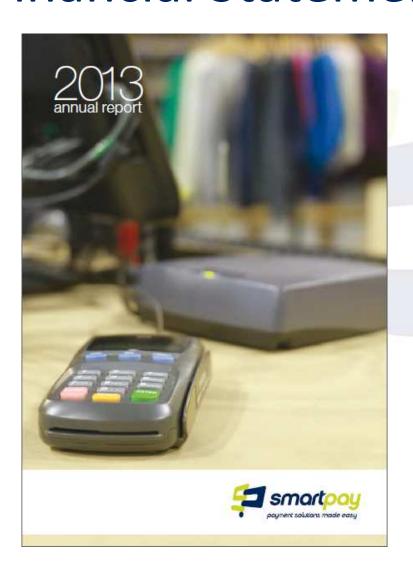
The Bank Channel aims to provide an outsourced merchant acquisition and / or terminal ownership and management service to banks.





### **Financial Statements**











Resolution 1 – Re-appointment of Auditor

That KPMG, be re-appointed as auditors to the company.

<b>Proxy voting Resolution 1</b>	#
For Against Abstain Discretionary	65,167,310 0 0 7,943,196



Resolution 2 - Fixing Remuneration of Auditor

That the Board be authorised to fix the auditor's remuneration for the ensuing year.

Proxy votin	g Resolution 2	#
For Against Abstain Discretiona	nry	65,154,060 0 0 7,956,446



Resolution 3 - Re-election of Director – Ivan Jeremy
 Hammerschlag

That Ivan Hammerschlag be re-elected as a director of Smartpay

<b>Proxy voting Resolution 3</b>	#
For Against Abstain Discretionary	65,167,310 0 0 7,943,196



 Resolution 4 - Re-election of Director – Matthew George Turnbull

That Matthew Turnbull be re-elected as a director of Smartpay

<b>Proxy voting Resolution 4</b>	#
For	65,159,310
Against	0
Abstain	8,000
Discretionary	7,943,196



