

**ANNUAL MEETING OF
SHAREHOLDERS
OF SMARTPAY HOLDINGS LIMITED
24TH 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

Managing Director's Review



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)

Managing Director's Review



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 3rd NZ bank - BNZ.

Managing Director's Review



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 2nd experienced sales manager
- Now focused on expanding sales channels

Managing Director's Review



Australian Sales Channels

Web



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

Direct



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

Resellers



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

Partners



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

Banks



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

Managing Director's Review



Questions

Financial Statements



www.smartpay.co.nz



Questions

Ordinary Resolutions



- Resolution 1 – **Re-appointment of Auditor**

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

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

Ordinary Resolutions



- Resolution 2 - **Fixing Remuneration of Auditor**

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

Proxy voting Resolution 2	#
For	65,154,060
Against	0
Abstain	0
Discretionary	7,956,446

Ordinary Resolutions



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

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

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

Ordinary Resolutions



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

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

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



CLOSE