



## **APPENDIX 3Y**

Please find attached the Appendix 3Y for Greg Barclay.

The movements relate to distributing shares held by the Abergeldie Trust. The advice regarding their intention to distribute the shares arrived during the Christmas/New Year period when key individuals were on leave. This has been actioned as soon as our offices have re-opened but has been subject to some additional delays as a result of further information being required from the trustees who are still on leave and have been difficult to contact.

We have systems in place which include prior notification/consent requirements of share trading by directors and officers and the review of movements on the share register. These procedures were adhered to but as a result of the Christmas/New Year break meant that the timelines became protracted. In order to further ensure that we meet our disclosure obligations under Listing Rule 3.19A and have robust systems in place which meet obligations under Listing rule 3.19B we have now put into place an alert system managed by our share registrar which will assist us in ensuring the timelines are met in the future.

**ENDS**

**For further information contact:**

Rowena Bowman, Company Secretary, Smartpay, + 64 9 442 7769

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

<b>Name of entity</b> Smartpay Holdings Limited
<b>ABN</b> 160 712 210

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Gregor Barclay
<b>Date of last notice</b>	9 September 2013

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	Trustee of Trust, no beneficial interest
<b>Date of change</b>	24 December 2013

---

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

---

<b>No. of securities held prior to change</b>	<p>A. Held by Claymore Partners Trustees 2011 (held beneficially) : 10,000,000 Directors Incentive Options 2014 and 10,000,000 Directors Incentive Options 2016</p> <p>B. Held by Gregor John Barclay and Maria Anne Mcelwee as trustees of the Abergeldie Trust: 459,722 Ordinary Shares</p> <p>C. Held by Ngatapa Trustees Limited (potential beneficiary under a discretionary trust) : 576,910 Ordinary Shares</p> <p>D. Held by Ngatapa Advisory Limited (potential beneficiary under a discretionary trust): 49,404 Ordinary Shares</p>
<b>Class</b>	Ordinary shares

---

+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

---

<b>Number acquired</b>	nil
<b>Number transferred</b>	nil
<b>Number disposed</b>	459,722
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	\$0
<b>No. of securities held after change</b>	<p>A. Held by Claymore Partners Trustees 2011 (held beneficially) : 10,000,000 Directors Incentive Options 2014 and 10,000,000 Directors Incentive Options 2016</p> <p>B. Held by Gregor John Barclay and Maria Anne Mcelwee as trustees of the Abergeldie Trust: 0 Ordinary shares</p> <p>C. Held by Ngatapa Trustees Limited (potential beneficiary under a discretionary trust) : 576,910 Ordinary shares</p> <p>D. Held by Ngatapa Advisory Limited (potential beneficiary under a discretionary trust): 49,404 Ordinary Shares</p>
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Pursuant to a trust arrangement – distribution to beneficiary

## Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	n/a
<b>Nature of interest</b>	n/a

---

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

---

<b>Name of registered holder (if issued securities)</b>	n/a
<b>Date of change</b>	n/a
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	n/a
<b>Interest acquired</b>	n/a
<b>Interest disposed</b>	n/a
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	n/a
<b>Interest after change</b>	n/a

**Part 3 – <sup>+</sup>Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	n/a
<b>If prior written clearance was provided, on what date was this provided?</b>	n/a

---

<sup>+</sup> See chapter 19 for defined terms.