



**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
SMARTPAY HOLDINGS LIMITED**

Notice is hereby given that the 2014 Annual Meeting of Shareholders of Smartpay Holdings Limited ("Smartpay" or "the Company") will be held in The Kings Lounge of North Shore Events Centre, Silverfield Road, Glenfield, North Shore City, Auckland, New Zealand on Tuesday 9 September 2014 commencing at 10.30am.

ITEMS OF BUSINESS

- A. Chairman's welcome and introduction
- B. Minutes of previous annual meeting held on 24 September 2013
- C. Managing Director's review
- D. Financial statements

In relation to Smartpay's annual report for the year ended 31 March 2014, to receive the financial statements for that period and the auditor's report on those financial statements.

- E. Shareholder questions
(See Explanatory Note 1)

F. Ordinary resolutions

To consider and, if thought fit, to pass the following ordinary resolutions:

Fixing Remuneration of Auditor

- 1. That the Board be authorised to fix the auditor's remuneration for the ensuing year.
(See Explanatory Note 2)

Re-election of Director – Gregor John Barclay

- 2. That Gregor John Barclay be re-elected as a director of SmartPay.
(See Explanatory Note 3)

Re-election of Director – Martyn Richard Pomeroy

- 3. That Martyn Richard Pomeroy be re-elected as a director of SmartPay.
(See Explanatory Note 4)

By order of the Board

A handwritten signature in blue ink, appearing to read 'Bradley Gerdis', written over a light blue rectangular background.

Bradley Gerdis, Managing Director
11 August 2014

ORDINARY RESOLUTIONS

An ordinary resolution is a resolution passed by a simple majority of more than 50% of votes of shareholders who are entitled to vote on the resolution and who exercise their right to vote.

SHAREHOLDERS ENTITLED TO ATTEND AND VOTE

Pursuant to section 125 of the Companies Act 1993, the Board has determined that, for the purposes of voting at the Annual Meeting, only those persons who are registered as shareholders of the Company as at 10.30am (New Zealand time) on Friday 5 September 2014, being a day which is not more than 20 working days before the Annual Meeting, will be entitled to exercise the right to vote at the Annual Meeting.

VOTING RESTRICTIONS

There is no business being considered at this meeting where voting restrictions apply, all shareholders may vote on all resolutions.

PROXIES

Any person who is entitled to attend and vote at the Annual Meeting may appoint another person as his or her proxy to attend and vote instead of him or her. A proxy need not be a shareholder of the Company. You may appoint the “Chairman of the Meeting” as your proxy if you wish. A proxy form accompanies this Notice of Meeting.

Proxy Forms must be lodged at the offices of the Company’s share registry, Computershare Investor Services Limited, Level 2, 159 Hurstmere Road, Takapuna, Auckland (Private Bag 92-119, Auckland 1142), not less than 48 hours before the commencement of the Meeting, being no later than 10.30 am (New Zealand time) on Sunday 7 September 2014.

EXPLANATORY NOTES

Explanatory Note 1: Shareholder Questions	After the Chairman and Managing Director have given their review of the financial year ended 31 March 2014 and any events which have occurred after 31 March 2014, there will be an opportunity for shareholder questions.
Explanatory Note 2: Remuneration of Auditor	<p>KPMG is automatically re-appointed as the company’s auditor under section 207T of the Companies Act 1993. This resolution authorises the Board to fix the fees and expenses of the auditor.</p> <p>The Board unanimously recommends that shareholders vote in favor of authorizing the Board to fix the fees and expenses of the auditor.</p>
Explanatory Note 3: Re-election of Director – Gregor John Barclay	<p>The NZX and ASX Listing Rules require that at least one third of directors or, if their number is not a multiple of three, then the number nearest to one third, shall retire from office at the annual meeting each year, but shall be eligible for re-election at that meeting.</p> <p>Gregor John Barclay, being the director who has held office longest since his last election, will retire by rotation at this annual meeting and, being eligible, offers himself for re-election.</p>

	<p>Greg joined the Board of Smartpay in April 2010. He is an experienced commercial lawyer, was a founding principal of Auckland law firm Claymore Partners and currently acts as a consultant to that firm. Greg is a past or present director of some high profile New Zealand corporate or sporting entities including Rugby Sales LP (a partner in the commercial programme for Rugby World Cup 2011) and Experience Group (a leading national sports and event management company). He is currently a director of New Zealand Cricket and is also a director of Cricket World Cup 2015. He is chairman of Pacific Forest Products Group (a significant log and export marketing company in New Zealand) and currently chairs Franchised Businesses Limited (the largest franchise company in New Zealand with over 700 Green Acres and Hire-A-Hubby franchisees).</p> <p>Greg resides in Auckland, New Zealand.</p> <p>In addition to being on the Board, Greg serves on the Board's Remuneration and Appointments Committee and Audit and Finance Committee.</p> <p>The Board unanimously recommends that shareholders vote in favor of Mr. Barclay's re-election.</p>
<p>Explanatory Note 4: Re-election of Director – Martyn Richard Pomeroy</p>	<p>The NZX and ASX Listing Rules require that any person who is appointed as a director by the Directors shall retire from office at the next annual meeting, but shall be eligible for election at that meeting.</p> <p>Marty Pomeroy was appointed as a director of the Company by the Board on 1st April 2014. Accordingly, he will retire from office at this annual meeting and, being eligible, offers himself for re-election.</p> <p>Marty joined Smartpay in January 2013 post the acquisition of Viaduct Limited and is currently General Manager New Zealand of the Smartpay Group. Prior to joining Smartpay Marty was one of the two founding Directors of Viaduct Limited. Marty was instrumental in the development and success of the Viaduct business from a startup in 2001, through a period of growth to it becoming the third largest provider of eftpos terminals in New Zealand with an annual turnover of \$7 million and employing 36 staff. Prior to Viaduct Marty held managerial roles in sales and service with Eftpos New Zealand. He brings over 12 years of experience in the NZ Payments industry to the Board. Marty has a detailed understanding of the operational, sales and commercial elements of the Smartpay business and is also involved in the strategy and build of the opportunity in Australia.</p> <p>Marty resides in Auckland, New Zealand.</p> <p>The Board unanimously recommends that shareholders vote in favor of Mr. Pomeroy's re-election.</p>



Lodge your vote



By Mail

Computershare Investor Services Limited
Private Bag 92119
Auckland 1142
New Zealand



By Fax

+64 9 488 8787

For all enquiries contact



+64 9 488 8777



enquiry@computershare.co.nz

For your vote to be effective it must be received by 10:30 am 7 September 2014, 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 Restrictions

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 10:30 am on Sunday 7 September 2014, 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 being a member/s of Smartpay Holdings Limited (Smartpay)

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 in The Kings Lounge of North Shore Events Centre, Silverfield Road, Glenfield, North Shore City, Auckland, New Zealand on Tuesday 9 September 2014 commencing at 10.30am** (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):

Resolution		Please tick one box			
		For	Against	Proxy Discretion	Abstain
(1)	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"/>
(2)	That Gregor John Barclay be re-elected as a director of Smartpay.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(3)	That Martyn Richard Pomeroy 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



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