



Market Announcement

11 August 2016

Smartpay Holdings Limited (NZX: SPY; ASX: SMP)

TRANSFER OF SHARES – DISCLOSURE NOTICES

On 23 Jan 2013 Smartpay announced that it had completed the acquisition of the business and assets of Viaduct Limited. As part of the consideration of the acquisition Viaduct Limited (renamed TEOV Limited) was issued with shares in Smartpay Holdings Limited. The directors and shareholders of TEOV Limited were Marty Pomeroy and Mark Unwin who joined Smartpay in senior executive roles and as such they disclosed their beneficial interests in shares in Smartpay at the time.

TEOV Limited has now decided to distribute these shares to the ultimate beneficiaries Marty Pomeroy and Mark Unwin to be held individually as direct beneficial interests. Attached are the relevant notices to give effect to these transfers.

ENDS

For further information contact:

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



Ongoing Disclosure Notice

Disclosure of Directors and Senior Managers Relevant Interests

Sections 297(2) and 298(2), Financial Markets Conduct Act 2013

To NZX Limited; and
Name of listed issuer:
Date this disclosure made:
Date of last disclosure:

Smartpay Holdings Limited
11-Aug-16
20-Jul-16

Director or senior manager giving disclosure

Full name(s):
Name of listed issuer:
Name of related body corporate (if applicable):
Position held in listed issuer:

Mark Unwin
Smartpay Holdings Limited
n/a
former GM Product and Technology

Summary of acquisition or disposal of relevant interest (excluding specified derivatives)

Class of affected quoted financial products:
Nature of the affected relevant interest(s):
For that relevant interest-
Number held in class before acquisition or disposal:
Number held in class after acquisition or disposal:
Current registered holder(s):
Registered holder(s) once transfers are registered:

Ordinary Shares
Potential Beneficiary of the Unwin & Inder Family Trust
6,798,106
3,399,053
Mark Unwin
n/a

Summary of acquisition or disposal of specified derivatives relevant interest (if applicable)

Type of affected derivative:
Class of underlying financial products:

n/a
n/a

Details of affected derivative-

The notional value of the derivative (if any) or the notional amount of underlying financial products (if any):
A statement as to whether the derivative is cash settled or physically settled:
Maturity date of the derivative (if any):
Expiry date of the derivative(if any):
The price specified in the terms of the derivative (if any):
Any other details needed to understand how the amount of the consideration payable under the derivative or the value of the derivative is affected by the value of the underlying financial products:

n/a
n/a
n/a
n/a
n/a
n/a

For that derivative,-

Parties to the derivative:
If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative:

n/a
n/a

Details of transactions giving rise to acquisition or disposal

Total number of transactions to which notice relates:
Details of transactions requiring disclosure-
Date of transaction:

2
05-Aug-16

Nature of transaction:
Name of any other party or parties to the transaction (if known):
The consideration, expressed in New Zealand dollars, paid or received for the acquisition or disposal. If the consideration was not in cash and cannot be readily converted into a cash value, describe the consideration:
Number of financial products to which the transaction related: <i>If the issuer has a financial products trading policy that prohibits directors or senior managers from trading during any period without written clearance (a closed period) include the following details—</i>
Whether relevant interests were acquired or disposed of during a closed period:
Whether prior written clearance was provided to allow the acquisition or disposal to proceed during the closed period:
Date of the prior written clearance (if any):

As a director and shareholder of TEOV Limited Mark Unwin had a beneficial interest in the Smartpay Holdings Ltd shares held by TEOV Limited. TEOV Limited's initial holding of 13,596,212 was consolidated to 6,798,016 on 21 August 2014. TEOV Limited has distributed these shares to the individual beneficial holders, as one of the two beneficial holders Mark Unwin received 1/2 of the shares in Smartpay Holdings Limited held by TEOV Limited.
TEOV Limited, Marty Pomeroy and Pomeroy Asset Protection Trust
n/a
6,798,106

n/a
n/a
n/a


Summary of other relevant interests after acquisition or disposal:

Class of quoted financial products:
Nature of relevant interest:
<i>For that relevant interest,-</i>
Number held in class:
Current registered holder(s):
<i>For a derivative relevant interest,-</i>
Type of derivative:
Details of derivative,-
The notional value of the derivative (if any) or the notional amount of underlying financial products (if any):
A statement as to whether the derivative is cash settled or physically settled:
Maturity date of the derivative (if any):
Expiry date of the derivative (if any):
The price's specified terms (if any):
Any other details needed to understand how the amount of the consideration payable under the derivative or the value of the derivative is affected by the value of the underlying financial products:
<i>For that derivative relevant interest,-</i>
Parties to the derivative:
If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative:

none
n/a
n/a
n/a
n/a
n/a
n/a
n/a
n/a
n/a
n/a
n/a
n/a
n/a
n/a
n/a

Certification

I certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.
Signature of person authorised to sign on behalf of director or officer:
Date of signature:
Name and title of authorised person:


11/8/16
Rowena Bowman
Company Secretary



Ongoing Disclosure Notice

Disclosure of Directors and Senior Managers Relevant Interests

Sections 297(2) and 298(2), Financial Markets Conduct Act 2013

To NZX Limited; and
Name of listed issuer:
Date this disclosure made:
Date of last disclosure:

Smartpay Holdings Limited
14-Feb-13

Director or senior manager giving disclosure

Full name(s):
Name of listed issuer:
Name of related body corporate (if applicable):
Position held in listed issuer:

Marty Pomeroy
Smartpay Holdings Limited
n/a
Director

Summary of acquisition or disposal of relevant interest (excluding specified derivatives)

Class of affected quoted financial products:
Nature of the affected relevant interest(s):
For that relevant interest-
Number held in class before acquisition or disposal:
Number held in class after acquisition or disposal:
Current registered holder(s):
Registered holder(s) once transfers are registered:

Ordinary Shares
Potential Beneficiary of the Pomeroy Asset Protection Trust
6,798,106
3,399,053
Pomeroy Asset Protection Trust
n/a

Summary of acquisition or disposal of specified derivatives relevant interest (if applicable)

Type of affected derivative:
Class of underlying financial products:
Details of affected derivative-
The notional value of the derivative (if any) or the notional amount of underlying financial products (if any):
A statement as to whether the derivative is cash settled or physically settled:
Maturity date of the derivative (if any):
Expiry date of the derivative(if any):
The price specified in the terms of the derivative (if any):
Any other details needed to understand how the amount of the consideration payable under the derivative or the value of the derivative is affected by the value of the underlying financial products:
<i>For that derivative,-</i>
Parties to the derivative:
If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative:

n/a
n/a
n/a
n/a
n/a
n/a
n/a
n/a
n/a
n/a
n/a

Details of transactions giving rise to acquisition or disposal

Total number of transactions to which notice relates:
Details of transactions requiring disclosure-
Date of transaction:


2
05-Aug-16

		As a director and shareholder of TEOV Limited Marty Pomeroy had a beneficial interest in the Smartpay Holdings Ltd shares held by TEOV Limited. TEOV Limited's initial holding of 13,596,212 was consolidated to 6,798,016 on 21 August 2014. TEOV Limited has distributed these shares to the individual beneficial holders, as one of the two beneficial holders Marty Pomeroy received 1/2 of the shares in Smartpay Holdings Limited held by TEOV Limited.
Nature of transaction:		
Name of any other party or parties to the transaction (if known):		TEOV Limited, Mark Unwin and Unwin & Inder Family Trust
The consideration, expressed in New Zealand dollars, paid or received for the acquisition or disposal. If the consideration was not in cash and cannot be readily converted into a cash value, describe the consideration:		n/a
Number of financial products to which the transaction related:		6,798,106
<i>If the issuer has a financial products trading policy that prohibits directors or senior managers from trading during any period without written clearance (a closed period) include the following details—</i>		
Whether relevant interests were acquired or disposed of during a closed period:		n/a
Whether prior written clearance was provided to allow the acquisition or disposal to proceed during the closed period:		n/a
Date of the prior written clearance (if any):		n/a

Summary of other relevant interests after acquisition or disposal:

Class of quoted financial products:	none
Nature of relevant interest:	n/a
<i>For that relevant interest,-</i>	
Number held in class:	n/a
Current registered holder(s):	n/a
<i>For a derivative relevant interest,-</i>	
Type of derivative:	n/a
Details of derivative,-	
The notional value of the derivative (if any) or the notional amount of underlying financial products (if any):	n/a
A statement as to whether the derivative is cash settled or physically settled:	n/a
Maturity date of the derivative (if any):	n/a
Expiry date of the derivative (if any):	n/a
The price's specified terms (if any):	n/a
Any other details needed to understand how the amount of the consideration payable under the derivative or the value of the derivative is affected by the value of the underlying financial products:	n/a
<i>For that derivative relevant interest,-</i>	
Parties to the derivative:	n/a
If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative:	n/a

Certification

I certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.		
Signature of director or officer:		
Date of signature:	10 / 8 / 2016.	