



**ASX: SMP**  
**NZX: SPY**

#### SHARE INFORMATION

**Issued Shares: 171,752,278**

#### BOARD OF DIRECTORS

**Non-Exec Chairman:** Greg Barclay  
**Managing Director:** Bradley Gerdis  
**Non-Executive:** Matthew Turnbull  
**Executive Director:** Marty Pomeroy

#### WEBSITES

[www.smartpay.co.nz](http://www.smartpay.co.nz)  
[www.smartpay.com.au](http://www.smartpay.com.au)

#### REGISTERED OFFICES

**New Zealand:**  
205-209 Wairau Road  
Wairau Valley  
Auckland 0627  
New Zealand

Phone: +64 (0)9 442 2700  
Fax: +64 (0)9 442 2722

[info@smartpay.co.nz](mailto:info@smartpay.co.nz)

**Australia:**  
Level 2  
117 York Street Sydney  
NSW 2000  
Australia

Phone: +61 (0)2 7903 6302  
Fax: +61 (0)2 9869 4223  
[info@smartpay.com.au](mailto:info@smartpay.com.au)

## RESOLUTIONS PASSED AT ANNUAL MEETING OF SHAREHOLDERS

25 September 2018

The Board of Smartpay Holdings Limited (NZX: SPY, ASX : SMP), is pleased to advise that, at the Annual Meeting of Shareholders of the Company held on Tuesday 25 September 2018, all resolutions were passed by shareholders as follows:

<b><u>Resolution</u></b>	<b><u>Result</u></b>	<b><u>Voting including proxy votes</u></b>
1. Board authorised to fix the auditor's remuneration for the ensuing year.	Passed by shareholders on a vote by poll	For: 88,551,301 Against: 12,431 Abstain: 2,800
2. Re-election of Bruce Andrew Mansfield.	N/A	N/A
3. Re-election of Gregor John Barclay.	Passed by shareholders on a vote by poll	For: 81,274,095 Against: 7,289,637 Abstain: 2,800
4. The increase of the maximum number of directors on the Board to 7.	Passed by shareholders on a vote by poll	For: 76,537,791 Against: 11,972,441 Abstain: 56,300
5. The aggregate fees payable to the Company's non-executive Directors be increased from \$200,000 to \$300,000 per annum with effect from 1 October 2018.	Passed by shareholders on a vote by poll	For: 75,132,700 Against: 12,375,905 Abstain: 1,057,927
6. The issue of AU\$7,500,000 of convertible notes convertible into ordinary shares in the Company at AU\$0.25 per share (subject to adjustment) to the following various institutional and high net worth investors in Australia be approved and ratified (for the purposes of NZX Main Board Listing Rules 7.3.5(c)): (a) Anacacia Pty Limited ATF The Wattle Fund: AU\$6,000,000 (b) G Chan Pension Pty Limited ATF Chan Superannuation Fund: AU\$500,000 (c) Australian Philanthropic Services Foundation: AU\$500,000 (d) Craig Chapman: AU\$500,000	Passed by shareholders on a vote by poll	For: 52,203,630 Against: 100,512 Abstain: 36,262,390

The Board advises that, in terms of NZSX Listing Rules, the independent directors of the Company are:

- Gregor Barclay
- Matthew Turnbull

ENDS

Any enquiries should be directed to Greg Barclay + 64 21 306 594

## Corporate Directory

### Registered and Principal offices

New Zealand:

205 - 209 Wairau Road  
Wairau Valley, Auckland 0627

Email: [info@smartpay.co.nz](mailto:info@smartpay.co.nz)

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Fax: +64 (0)9 442 2722

Website:

[www.smartpay.co.nz](http://www.smartpay.co.nz)

Australia:

Level 2, 117 York Street  
Sydney, NSW 2000

Email: [info@smartpay.com.au](mailto:info@smartpay.com.au)

Phone: +61 (0)2 7903 6302

Fax: +61 (0)2 9869 4223

Website:

[www.smartpay.com.au](http://www.smartpay.com.au)

### Shareholder Enquiries

Enquiries concerning shareholdings should be addressed to:

New Zealand:

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Private Bag 92119, Auckland 1142

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