

Disclosure of movement of 1% or more in substantial holding  
or change in nature of relevant interest, or both

*Sections 277 and 278, Financial Markets Conduct Act 2013*

**Note:** This form must be completed in accordance with the instructions at the end of the form.

**To NZX**

and

**To Smartpay Holdings Limited**

Relevant event being disclosed: Disclosure of movement of 1% or more in the substantial holding

Date of relevant event: 5 November 2018

Date this disclosure made: 7 November 2018

Date last disclosure made: 18 October 2018

**Substantial product holder(s) giving disclosure**

Full name(s): Anacacia Pty Limited

**Summary of substantial holding**

Class of quoted voting products: **Ordinary Shares**

Summary for **Anacacia Pty Limited**

For **this** disclosure,—

(a) total number held in class: **17,399,799** (and up to 41,399,799 in total if the maximum number of loan notes issued to Anacacia Pty Limited become convertible and are converted)

(b) total in class: **171,752,278** (and up to 201,752,278 in total if the maximum number of loan notes on issue by Smartpay Holdings Limited become convertible and are converted)

(c) total percentage held in class: **10.13%** (and up to 20.52% in total if the maximum number of loan notes on issue by Smartpay Holdings Limited, including those held by Anacacia Pty Limited, become convertible and are converted).

For **last** disclosure,—

(a) total number held in class: **15,399,799**

(b) total in class: **171,752,278**

(c) total percentage held in class: **8.97%**

**Details of transactions and events giving rise to relevant event**

Details of the transactions or other events requiring disclosure: **On market purchase of shares**

**Additional information**

Address(es) of substantial product holder(s): Level 2, 53 Cross St, Double Bay, NSW 2028

Contact details: **Tom Granger**

**Certification**

I, **Tom Granger**, 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.

