



## Ongoing Disclosure Notice

### Disclosure of Directors and Senior Managers Relevant Interests

Sections 297(1) and 298(1), Financial Markets Conduct Act 2013

|                            |                       |
|----------------------------|-----------------------|
| To NZX Limited; and        |                       |
| Name of listed issuer:     | Smartpay Holdings Ltd |
| Date this disclosure made: | 3/01/2019             |
| Date of last disclosure:   | 12/12/2018            |

#### Director or senior manager giving disclosure

|   |                       |
|---|-----------------------|
| Full name(s):                                   | Carlos Gil            |
| Name of listed issuer:                          | Smartpay Holdings Ltd |
| Name of related body corporate (if applicable): |                       |
| Position held in listed issuer:                 | Director              |

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

|  |  |
|--|--|
| Class of affected quoted financial products:         | Ordinary shares  |
| Nature of the affected relevant interest(s):         | Carlos Gil has a relevant interest in Microequities Asset Management Pty Ltd. Microequities Asset Management Pty Ltd has the power to control the acquisition or disposal of securities or exercise the right to vote. |
| For that relevant interest-                          |  |
| Number held in class before acquisition or disposal: | 32640838   |
| Number held in class after acquisition or disposal:  | 33127406   |
| Current registered holder(s):                        | Unknown  |
| Registered holder(s) once transfers are registered:  | Microequities Asset Management Pty Ltd   |

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

|   |                |
|---|----------------|
| Type of affected derivative:            | not applicable |
| Class of underlying financial products: | not applicable |

#### Details of affected derivative-

|   |                |
|---|----------------|
| The notional value of the derivative (if any) or the notional amount of underlying financial products (if any):   | not applicable |
| A statement as to whether the derivative is cash settled or physically settled:   | not applicable |
| Maturity date of the derivative (if any):   | not applicable |
| Expiry date of the derivative (if any):   | not applicable |
| The price specified in the terms of the derivative (if any):  | not applicable |
| 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: | not applicable |
| For that derivative,-   |                |
| Parties to the derivative:  | not applicable |
| If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative:  | not applicable |

#### Details of transactions giving rise to acquisition or disposal

|   |   |
|---|---|
| Total number of transactions to which notice relates: | 3 |
|---|---|

**Details of transactions requiring disclosure-**

|  |                              |
|--|------------------------------|
| Date of transaction:   | 27/12/2018-31/12/2018        |
| Nature of transaction:   | On market purchase of shares |
| Name of any other party or parties to the transaction (if known):  | unknown                      |
| 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: | A\$87,669.49                 |
| Number of financial products to which the transaction related:   | 486568                       |
| <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:  | not applicable               |
| Whether prior written clearance was provided to allow the acquisition or disposal to proceed during the closed period:   | not applicable               |
| Date of the prior written clearance (if any):  | not applicable               |


**Summary of other relevant interests after acquisition or disposal:**

|   |  |
|---|--|
| Class of quoted financial products:         | Ordinary shares  |
|   | Carlos Gil has a relevant interest in Microequities Asset Management Pty Ltd. Microequities Asset Management Pty Ltd has the power to control the acquisition or disposal of securities or exercise the right to vote. |
| Nature of relevant interest:                |  |
| <i>For that relevant interest,-</i>         |  |
| Number held in class:                       | 33127406   |
| Current registered holder(s):               | Microequities Asset Management Pty Ltd   |
| <i>For a derivative relevant interest,-</i> |  |
| Type of derivative:                         | not applicable   |

**Details of derivative,-**

|   |                |
|---|----------------|
| The notional value of the derivative (if any) or the notional amount of underlying financial products (if any):   | not applicable |
| A statement as to whether the derivative is cash settled or physically settled:   | not applicable |
| Maturity date of the derivative (if any):   | not applicable |
| Expiry date of the derivative (if any):   | not applicable |
| The price's specified terms (if any):   | not applicable |
| 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: | not applicable |
| <i>For that derivative relevant interest,-</i>  | not applicable |
| Parties to the derivative:  | not applicable |
| If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative:  | not applicable |

**Cerification**

|  |   |
|--|---|
| 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:  | Carlos Gil  |
| Date of signature:   | 3/01/2019   |