

Dear Shareholder

I am pleased to invite you to attend the 2019 Annual Meeting of Smartpay Holdings Limited which is being held in Sydney. Full details of the venue and business of the meeting are contained in the enclosed formal notice of meeting.

We encourage you to attend the meeting as it is a good opportunity for you to meet the Board in person and hear about industry trends and opportunities facing our Company. We recognise that over 90% of our voting securities are held in New Zealand and Australia combined, with 60 % being Australian held. This along with active trading on the ASX and Australia being our recognised growth market, your Board felt it appropriate to hold this year's AGM in Australia once again. To ensure that our New Zealand and international holders have equal opportunity to participate in the meeting, we will be holding the meeting through the Lumi AGM online system. As per last year's meeting, you will be able to attend the Meeting remotely, vote and ask questions via the Lumi AGM on-line system. Further information on how to do this is set out in our formal notice of meeting which is enclosed and the Virtual Meeting Guide available on our website www.smartpayinvestor.com. If you are unable to attend in person I encourage you to use this technology so we can report to you on our achievements and answer any questions you may have about Smartpay or its performance.

I will open the Meeting in my capacity as Chair of the Board and will provide some introductory comments. Bradley Gerdis, Smartpay's Chief Executive will then present on Smartpay's progress over the last year and the direction of the Company. There will be an opportunity following his presentation to ask questions and shareholders attending the meeting in person and remotely will be able to submit questions. Our auditors will be in attendance at the meeting as will members of our senior management team and will be available to answer questions.

We will then deal with the formal business of the meeting and following the meeting close we invite those present in Sydney to join us for refreshments and a further opportunity for informal questions and discussions with our Board and members of the senior management team present.

If you cannot attend the Meeting, either in person or via Lumi AGM, I encourage you to appoint a proxy by 10.30am AEST (12.30pm NZT) on Sunday 22 September 2019. You can appoint a proxy by completing and lodging the enclosed Proxy Form so that it reaches our share registrar Computershare Investor Services Limited, by the time set out above. Alternatively, you can securely appoint a proxy online by following the instructions on the Proxy Form. If your proxy is not the Chair of the Board or a director and they will be attending remotely online using Lumi AGM, please ensure that you provide their contact details (phone), if this is not provided, we cannot guarantee remote admission to the virtual meeting for your proxy.

Shareholders physically present at the Meeting or attending remotely will have the opportunity to submit questions to the Board, our senior management and auditors during the meeting. If you would like to ask a question prior to the Meeting please email our Company Secretary, Rowena Bowman on <u>rowena.bowman@smartpay.co.nz</u> or fill in the 'email us' box on our website <u>smartpayinvestor.com</u> by 10.30 am AEST (12.30pm NZT) on Sunday 22 September 2019. The Board will endeavour to address all appropriate questions at the Meeting.

For those shareholders who are attending the Meeting in person please bring the accompanying proxy form (Admission Card) with you to assist with your registration. You can also download Lumi AGM from the Apple App or Google Play Stores if you would like to vote during the meeting using a mobile device.

Thank you for your continued support of our business.

Regards Greg Barclay

Greg Barciay Chairman

smartpay

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 Non-Executive: Carlos Gil Non-Executive: William Pulver Executive Director: Marty Pomeroy

WEBSITES

www.smartpay.co.nz www.smartpay.com.au www.smartpayinvestor.com

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

Australia: Level 2 117 York Street Sydney NSW 2000

Phone: +61 (0)2 7903 6302 Fax: +61 (0)2 9869 4223

info@smartpay.com.au

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS SMARTPAY HOLDINGS LIMITED

To be held at 10.30am AEST (12.30pm NZST) on Tuesday 24 September 2019

Notice is hereby given that the 2019 Annual Meeting of Shareholders of Smartpay Holdings Limited ("Smartpay" or "the Company") will be held at The Pina Room 5, The Grace Hotel, 77 York Street Sydney NSW 2000 Australia on Tuesday 24 September 2019 commencing at 10.30am AEST (12.30pm NZT).

ITEMS OF BUSINESS

- A. Chair's welcome and introduction
- B. Minutes of previous annual meeting held on 25 September 2018
- C. Managing Director's review
- D. Financial statements

In relation to Smartpay's annual report for the year ended 31 March 2019, to receive the financial statements for that period and the auditor's report on those financial statements.

E. Shareholder questions

F. Ordinary resolutions

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

Fixing Remuneration of Auditor

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

Re-election of Directors – Matthew George Turnbull, Martyn Richard Pomeroy, William Robert Pulver and Carlos Gil

- 2. That Matthew George Turnbull be re-elected as a director of Smartpay.
 - (See Explanatory Note 2)
- That Martyn Richard Pomeroy be re-elected as a director of Smartpay
 - (see explanatory Note 3)
- That William Robert Pulver be re-elected as a director of Smartpay.
 - (See Explanatory Note 4)
- 5. That Carlos Gil be re-elected as a director of Smartpay (see explanatory Note 5)

By order of the Board Greg Barclay

21 August 2019



IMPORTANT INFORMATION

ATTENDING IN PERSON

Shareholders will be able to attend the Meeting in person. Voting at the Meeting will be by poll and you will be able to vote either by bringing and using your Proxy Form or a ballot paper supplied on the day, or by using your mobile device. If you wish to vote during the meeting using your mobile device you should download Lumi AGM from the Apple App or Google Play Stores. Alternatively, you can login via your internet browser by visiting web.lumiagm.com. Further information is available in the Virtual Meeting Guide on the Investors section of Smartpay's website <u>smartpayinvestor.com</u>.

ATTENDING REMOTELY

This year we will again be holding a hybrid meeting where shareholders can participate in the Annual Meeting of Shareholders by attending in person or via Lumi AGM. By using Lumi AGM, you will be able to watch the meeting, access relevant documents, vote, and ask questions. Further information is available in the Virtual Meeting Guide on the Investors section of Smartpay's website <u>smartpayinvestor.com</u>. If you propose to attend remotely via Lumi AGM, please ensure that your contact details are up to date on the register by contacting Computershare Investor Services Limited at <u>enquiry@computershare.co.nz</u>.

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 by filling out, and following the instruction on, the accompanying proxy form. Alternatively, you can securely appoint a proxy online by following the instructions on the Proxy Form. In order to complete the validation process to appoint a proxy online, NZX registered holders will need their common shareholder number (CSN) and post code. If you need to obtain these details, please contact Computershare. Their contact details are set out in the Proxy Form.

A proxy need not be a shareholder of Smartpay, you may appoint the "Chair of the Meeting" as your proxy if you wish. A proxy form accompanies this Notice of Meeting. If you appoint a proxy, you may either direct your proxy how to vote for you or you may give your proxy discretion to vote as they see fit. If you wish to give your proxy discretion, then you must tick the appropriate boxes in each resolution to grant your proxy that discretion. If you do not tick any box for a resolution, then your instruction for your proxy will be to abstain. The Chair of the Meeting and any Director appointed as proxy intend to vote all discretionary proxies in favour of the relevant resolution. If you do not appoint a proxy on your proxy form your proxy does not attend the meeting, the Chair of the meeting will be appointed your proxy and will vote in accordance with your express direction and if no direction has been given in respect of any resolution then the Chair of the meeting will abstain. If you tick more than one box for a resolution, your vote on that resolution will be invalid.

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 AEST (12.30pm NZT) on Sunday 22 September 2019.

ORDINARY RESOLUTIONS

The formal business of the Meeting is to pass the Ordinary Resolutions set out in the preceding pages. 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 AEST (12.30pm NZT) Friday 20 September 2019 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

No voting restrictions apply to resolutions 1, 2, 3, 4 or 5, all shareholders may vote on those resolutions.

MORE INFORMATION

If you have any questions or require further information about this Notice of Meeting, please contact Smartpay's Company Secretary, Rowena Bowman, at <u>rowena.bowman@smartpay.co.nz</u>.



EXPLANATORY NOTES

Explanatory Note 1: Resolution 1, Remuneration of Auditor

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.

The Board unanimously recommends that shareholders vote in favour of authorizing the Board to fix the fees and expenses of the auditor.

Explanatory Note 2: Resolution 2, Re-election of Director – Matthew George Turnbull

The NZX Listing Rule 2.7.1 requires that a director must not hold office (without re-election) past the third annual meeting following the Director's appointment or 3 years, whichever is longer. Matt was re-elected by the shareholders at the Annual Meeting held on 8 September 2015, and being eligible, hereby stands for re-election.

Matt joined the Board of Smartpay in April 2013, he is a Chartered Accountant and is a member of Chartered Accountants Australia and New Zealand. He commenced his career with PWC (then Price Waterhouse) and has over 20 years' experience providing accounting and corporate advisory services. Matt has a detailed understanding of Smartpay, having assisted the company in the 2012 recapitalisation and restructure, and the acquisition of Viaduct Limited.

Matt resides in Auckland, New Zealand.

In addition to being on the Board, Matt serves on the Board's Remuneration and Nominations Committee and is the Chair of the Audit and Finance Committee.

The Board has determined that Matt is an independent director in accordance with the NZX Listing Rules.

The Board unanimously recommends that shareholders vote in favor of Matt's re-election.

Explanatory Note 3: Resolution 3, Re-election of Director – Martyn Richard Pomeroy

The NZX Listing Rule 2.7.1 requires that a director must not hold office (without re-election) past the third annual meeting following the Director's appointment or 3 years, whichever is longer. Marty was re-elected by the shareholders at the Annual Meeting held on 31 August 2016, and being eligible, hereby stands for re-election.

Marty joined Smartpay in January 2013 post the acquisition of Viaduct Limited. Marty joined the Smartpay Board in April 2014.

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 15 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.

Marty resides in Auckland, New Zealand.

The Board unanimously recommends that shareholders vote in favor of Marty's re-election.



Explanatory Note 4: Resolution 4, Re-election of Director – William Robert Pulver

The NZX Listing Rule 2.7.1 requires that a director appointed by the Board must not hold office (without re-election) past the next annual meeting following the Director's appointment. Bill was appointed to the Board on 11 December 2018 and, being eligible stands for re-election.

Bill Pulver was Chief Executive Officer of Australian Rugby Union (ARU) from February 2013 until January 2018. Prior to joining Australian Rugby, Bill was CEO of Appen Pty Ltd a Linguistic Technology Solutions company and is currently a non-executive director of Appen.

From 2008 to 2010 he was Chairman of Repucom International, a global leader in sports marketing research. Bill spent eight years as President and Chief Executive Officer of the New York based, NASDAQ-listed internet media research company NetRatings Inc.

Bill spent 17 years at global marketing research company ACNielsen, in roles that included Managing Director in Australia, Group Chief Executive for Japan and Korea based in Tokyo; and President of ACNielsen eRatings.com, an internet audience measurement company based in London.

Bill holds a Bachelor of Commerce degree, with a major in marketing from the University of New South Wales in Sydney.

In addition to being on the Board, Bill serves on the Board's Remuneration and Nominations Committee.

Bill resides in Sydney, Australia.

The Board has determined that Bill is an independent director in accordance with the NZX Listing Rules.

The Board unanimously recommends that shareholders vote in favor of Bill's re-election.

Explanatory Note 5: Resolution 5, Re-election of Director – Carlos Gil

The NZX Listing Rule 2.7.1 requires that a director appointed by the Board must not hold office (without re-election) past the next annual meeting following the Director's appointment. Carlos was appointed to the Board on 5 December 2018 and, being eligible stands for re-election.

Carlos Gil is the founder and current CEO of ASX listed Microequities Asset Management, Smartpay's largest shareholder. He has extensive experience in stockbroking, funds management, and investment research gained over a career spanning more than 20 years. He has held various senior management positions in Europe, including roles as Head of International Securities at BM Securities, and at Banesto Bank (Santander Group).

Carlos holds a Bachelor of Economics from Sydney University, a Graduate Diploma in Applied Finance and Investment Analysis from the Australian Securities Institute and a Master in Applied Finance and Investment Analysis from the Financial Services Institute of Australia.

In addition to being on the Board, Carlos serves on the Board's Audit and Finance Committee.

Carlos resides in Sydney, Australia.

The Board unanimously recommends that shareholders vote in favor of Carlos' re-election.



Lodge your proxy

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Online www.investorvote.co.nz

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

corporateactions@computershare.co.nz

PROXY FORM/ADMISSION CARD FOR SMARTPAY HOLDINGS LIMITED'S 2019 ANNUAL MEETING

Smartphone?

Scan the QR code to vote now.

Your secure access information

Control Number:

CSN/Securityholder Number:

PLEASE NOTE: You will need your CSN/Securityholder Number and postcode or country of residence (if outside New Zealand) to securely access InvestorVote and then follow the prompts to appoint your proxy and exercise your vote online.



For your proxy to be effective it must be received by 10.30am AEST (12.30pm NZT) on Sunday 22 September 2019

The Annual Meeting of Smartpay Holdings Limited (Smartpay) will be held on Tuesday 24 September 2019 commencing at 10.30am AEST (12.30pm NZT) (the Meeting) in The Pina Room 5, The Grace Hotel, 77 York Street, Sydney, NSW 2000, Australia. If you attend the Meeting in person please bring this form to assist with your registration.

www.investorvote.co.nz

Lodge your proxy online, 24 hours a day, 7 days a week:

Shareholders are able to attend in person or remotely via Lumi AGM. Voting will be by way of a poll. If you propose to attend remotely via Lumi AGM, please ensure that your contact details are up to date on the register by contacting Computershare Investor Services Limited (Computershare) using the details above. More information regarding remote attendance at the Meeting and voting online via Lumi AGM is available in the Virtual Meeting Guide, which is available on our website www.smartpayinvestor.com. If you wish to vote in person, you should attend the meeting.

If you do not propose to attend the Meeting, whether in person or via Lumi AGM, but wish to be represented by proxy, please lodge your proxy in accordance with the lodgment instructions above, by no later than 10.30am AEST (12.30pm NZT) on Sunday 22 September 2019. You can complete and return this form to Smartpay's registrar, Computershare at the address above. You can also appoint your proxy and vote on the resolutions online by going to www.investorvote.co.nz, or by scanning the QR code above with your smartphone.

A corporation may appoint a person to attend and vote at the Meeting as its representative in the same manner as it would to appoint a proxy. That person need not also be a shareholder.

Appointment of proxy

The Chair of the Meeting and any other Director is willing to act as proxy for any shareholder who wishes to appoint him. To appoint the Chair of the Meeting as your proxy enter 'The Chair of the Meeting' or to appoint a Director or another person as your proxy write the full name of that Director or the full name of such other person in the space allocated in 'Step 1' on the reverse of this form. Your proxy need not also be a shareholder. If you do not name a person as your proxy or your named proxy does not attend the meeting, the Chair will be appointed your proxy and will vote in accordance with your express direction, and if no direction has been given in respect of any resolution then the Chair will abstain.

Voting of your holding

Direct your proxy how to vote by making the appropriate election, either online or on this Proxy Form, for each item of business (resolutions 1 to 5). If you do not make an election for a resolution, your instruction for your proxy will be to abstain. If you make more than one election for a resolution, your vote on that resolution will be invalid.

Appointing the Chair of the Meeting or a Director as your proxy

If you appoint the Chair of the Meeting or any other Director as your proxy and elect to give them discretion on how to vote on a resolution, you acknowledge that they will exercise your vote in favour of resolutions 1 to 5.

Signing Instructions for proxy forms

Individual

Where the holding is in one name, the shareholder must sign this Proxy Form.

Joint Holding

Where the holding is in more than one name all of the joint shareholders should sign this Proxy Form.

Power of Attorney

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney under which is was signed (if not previously provided to the Registrar), and a signed certificate of non-revocation of the power of attorney, must accompany this Proxy Form.

Corporate Shareholder

In the case of a corporate shareholder, a duly authorised office or director must sign this Proxy Form. Persons who sign on behalf of a corporate shareholder must be acting with the corporate shareholder's express or implied authority, or execute this Proxy Form under the Common seal of the corporate shareholder (if it has one).

PROXY/CORPORATE REPRESENTATIVE FORM

STEP 1 APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a shareholder/s of Smartpay Holdings Limited

hereby appoint	of
or failing him/her	of

as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions at the Annual Meeting of Shareholders of Smartpay Holdings Limited being held on Tuesday 24 September 2019 commencing at 10.30am AEST (12.30pm NZT) in The Pina Room 5, The Grace Hotel, 77 York Street, Sydney, NSW 2000, Australia and simultaneously, to be held remotely via Lumi AGM, and at any adjournment of that Meeting. If no direction has been given in respect of any resolution, then my/our instruction to the proxy will be to abstain.

If your proxy is not the Chair or a director, and they are attending remotely online, please provide their phone number.

Proxy Contact Details (phone)

STEP 2 ITEMS OF BUSINESS - PROXY VOTING INSTRUCTIONS

Please note: For each resolution you must tick one box. If you mark the abstain box for an item, you are directing your proxy not to vote on your behalf and your votes will not be counted in computing the required majority for that item. If no box is ticked for an item, your instruction for your proxy will be to abstain. If you tick more than one box for an item, your vote on that item will be invalid.

ORDINARY BUSINESS

- 1. That the Board be authorised to fix the auditor's remuneration for the ensuing year.
- 2. That Matthew George Turnbull be re-elected as a director of Smartpay Holdings Limited.
- 3. That Martyn Richard Pomeroy be re-elected as a director of Smartpay Holdings Limited.
- 4. That William Robert Pulver be re-elected as a director of Smartpay Holdings Limited.
- 5. That Carlos Gil be re-elected as a director of Smartpay Holdings Limited.

SIGN SIGNATURE OF SECURITYHOLDER(S) This section must be completed.

Securityholder 1 or Sole Director/Director	Securityholder 2	Securityholder 3
Contact Name	Contact Daytime Telephone	Date
? QUESTION(S) TO BE ANSWERED AT THE MEETING		

ATTENDANCE SLIP

payment solutions made easy

Proxy Discretion

Against

For

Abstain

Annual Meeting of Shareholders of Smartpay Holdings Limited being held on Tuesday 24 September 2019 commencing at 10.30am AEST (12.30pm NZT) in The Pina Room 5, The Grace Hotel, 77 York Street, Sydney, NSW 2000, Australia.



VIRTUAL MEETING GUIDE

GETTING STARTED

Virtual meetings are accessible on both desktop and mobile devices. In order to participate remotely you will need to either:

- > Download Lumi AGM from the Apple App or Google Play Stores-search for Lumi AGM; or
- > Visit **web.lumiagm.com** on your desktop or mobile device. Ensure that your browser is compatible–Lumi AGM supports the latest versions of Chrome, Safari, Internet Explorer, Edge and Firefox.

LOGGING IN

NEW ZEALAND RESIDENTS

Username (CSN or Holder number) and password (postcode).

OVERSEAS RESIDENTS

Username (CSN or Holder Number) and password (three-character ISO3 country code) e.g. AUS is the ISO3 code for Australia.

You can find a full list at www.computershare.com/iso3

NAVIGATING LUMI AGM

info screen will display.

When successfully authenticated, the

You can view meeting information, ask

questions and watch the webcast.

APPOINTED PROXIES

A username and password will be provided prior to the meeting.

If you have not received your username and password, please contact Computershare on +64 9 488 8700 between 8.30am–5.00pm Monday to Friday.

USING LUMI AGM

ACCESSING THE VIRTUAL MEETING

Once you have downloaded Lumi AGM or entered **web.lumiagm.com** into your internet browser, you'll be prompted to enter the Meeting ID and accept the terms and conditions.

You will then be required to enter your:

- > username (CSN or Holder number);
- password (postcode, or country code for overseas residents)



Once the poll has been opened, 🕕 will

VOTING IN LUMI AGM

appear on the nav bar at the bottom of the screen-from here, the resolution and voting directions will be displayed.

To vote, simply select your voting direction from the options shown on screen. To change your vote, simply select another 303direction-you can cancel your vote by clicking 'Cancel'.













VIEWING COMPANY DOCUMENTS

Links to the Notice of Meeting, Virtual Meeting Guide and Annual Report are present on the info screen.

When you click on a link, the selected document will open in your browser.

ASKING QUESTIONS

Any shareholder or appointed proxy attending the meeting is eligible to ask questions. If you would like to ask a question, select lithen type and submit your question. It will be sent to the board for an answer.

Please note that not all questions may be able to be answered during the meeting. In this case, questions will be followed up by email after the meeting.

WATCHING THE WEBCAST

To watch the webcast, click the black broadcast bar on screen.

The video and/or slides will appear shortly after (dependant on the speed of your internet connection).







REMOTE ENTRY TO THE ANNUAL MEETING WILL OPEN AT 10.15AM AEST (12.15PM NZT) ON TUESDAY 24 SEPTEMBER 2019

VOTING AT A GLANCE

STEP1

Open Lumi AGM and enter the Meeting ID shown in top right corner STEP 2 Enter your username and password (CSN/Holder Number and postcode)

STEP 3

When the poll is opened, click **II.** and select your desired voting direction