



AGM PRESENTATION AND CHAIRMAN'S SCRIPT

24 September 2019

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: William Pulver
Non-Executive: Carlos Gil
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
Australia
Phone: +61 (0)2 7903 6302

The Board of Smartpay Holdings Limited (NZX: SPY, ASX : SMP), is pleased to attach the Chairman's Script and Chief Executive's presentation for the Smartpay Annual Meeting of Shareholders commencing at 10.30am AEST (12.30pm NZT).

The meeting is being held as a hybrid meeting and virtual attendance is accessed using the Lumi AGM app. The Notice of Meeting and details for shareholders logging onto the meeting virtually can be found on the Smartpay website : <http://www.smartpayinvestor.com/meetings-presentations/>. Guests wishing to view the meeting can use the Lumi AGM app or via browser web.lumiagm.com/328-219-272 and logon as a guest.

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

Phone: +64 (0)9 442 2700

Fax: +64 (0)9 442 2722

Website:

www.smartpay.co.nz

Australia:

Level 2, 117 York Street
Sydney, NSW 2000

Email: info@smartpay.com.au

Phone: +61 (0)2 7903 6302

Fax: +61 (0)2 9869 4223

Website:

www.smartpay.com.au

Shareholder Enquiries

Enquiries concerning shareholdings should be addressed to:

New Zealand:

Computershare Investor Services Limited
Private Bag 92119, Auckland 1142

Phone: + 64 (0)9 488 8700

Fax: + 64 (0)9 488 8787

Australia:

Computershare Investor Services Pty Limited
GPO Box 3329
Melbourne, VIC 3001

Free phone: 1 800 501 366

Fax: +61 (0)3 9473 2500

SMARTPAY HOLDINGS LIMITED

ANNUAL MEETING TUESDAY 24 SEPTEMBER 2019

Chair's Introduction

Welcome

Good morning and welcome to Smartpay's Annual Meeting for 2019. I'm pleased to be speaking on behalf of the Board, for my fourth Annual Meeting as Chair of the Board.

I'd like to welcome those shareholders who are attending the Meeting in person here in Sydney, and also those shareholders joining us remotely.

To begin, I'll introduce those up on stage.

Joining me we have Bradley Gerdis, our Managing Director who will be presenting to you today. Sitting with him are independent directors Matt Turnbull and William Pulver, Non Executive Director Carlos Gil and Executive Director, and Chief Operating Officer, Marty Pomeroy.

Before we start with the formal business of the Meeting, I have a couple of quick housekeeping points. For those people joining us in person, I'd be grateful if you could please make sure your phone is on silent and that you only use Lumi AGM for voting. In the event of an emergency, please follow the emergency exit signs and instructions of the venue staff.

We'll begin today with a presentation from Bradley Gerdis which will be followed by the formal business of the meeting.

There will be opportunities for shareholders to ask questions following Bradley's presentation and on each resolution before it is considered. A number of senior managers of the group are also present as are our auditors who are available to answer questions as appropriate.

If you are joining us using the Lumi AGM app on your phone, tablet or desktop PC, you can ask questions by clicking on the question icon in the navigation bar at the bottom of the screen. You will receive confirmation that your message has been received.

Please note that due to time constraints we may not be able to address all questions today. Questions sent via the Lumi AGM app will also be moderated to avoid repetition, and if questions are particularly lengthy we may need to summarise them, for reasons of brevity. In the event that we are unable to address your question in the time available today, your question will be answered by email or post after the meeting.

For further instructions please refer to the Virtual Meeting Guide contained in the Notice of Meeting that has been sent to shareholders and is also available on the information screen in the Lumi AGM app. I also have one question that has been submitted prior to the meeting and I will identify and answer this at the appropriate point during the meeting. If we are unable to get through all questions today, we will respond individually after the meeting.

The Company Secretary has confirmed to me that the Notice of Meeting has been sent to all shareholders and other persons entitled to receive it. I can also confirm that the quorum requirements for the Meeting have been met and that the meeting is therefore properly constituted.

The Board has received no apologies, can I ask whether there are any apologies to record?

With that said, as Chair of the Meeting, I declare Smartpay's 2019 Annual Meeting formally open.

The matters requiring consideration today are outlined in detail in the Notice of Meeting that has been provided to shareholders and I will take this as read.

The minutes of the Last Annual Meeting, held on 25 September 2018 have been signed as a true record of the meeting and are available for inspection.

Smartpay's financial statements for the 2019 financial year, together with the Auditor's report, are set out in the Company's Annual Report, which is available on our website and from the registration desk.

Bradley will cover the performance of the Company in his presentation, after which there will be an opportunity for any questions and we will then move on to the formal part of the meeting and the resolutions.

Before I hand over to Bradley I would like to address Smartpay's board composition which, of course, is the subject of a number of the resolutions which will be put to you later in the meeting. I had explained, in my presentation last year that we had a vacancy on the Board created by our then Australian based director standing down to take on a full-time role. We were pleased that Carlos Gil the managing director of our largest shareholder Microequities had agreed to join the board at that time as a non-executive director. We also had identified that we needed an independent, Australian based director to join the Board, we are delighted to have appointed Bill Pulver last December to that role. Bill is a well regarded and high profile CEO and Company Director having been with both Australian and international companies. He has a real strength and experience in sales, marketing and market research, skills and competencies which we believe add real value to this board and particularly as we continue our growth in the Australian business.

I will now hand over to Bradley Gerdis

[Bradley Presentation]

Thank you Bradley.

Before I open questions up to those present I will deal with the questions received prior to the meeting

1.
"How is Smartpay progressing and growing when compared with Tyro in terminal placement and use?"
2.
What is holding down the share price? Why has the Company failed to remedy this in the past 10 years to everyone's benefit?

I will now address any questions received through the Lumi platform ...*if any*...

I will now open questions to the floor:.....

Wind up questions if necessary

I will now move to the formal business of the Meeting.

Voting

The resolutions will be decided by poll, based on votes cast in the room here today via voting papers issued at the registration desk and by shareholders online using the Lumi AGM app. If you plan to use a mobile device to vote you should have already downloaded Lumi AGM and received the Meeting ID to log into the Meeting. You can find further instructions in the Virtual Meeting Guide.

Questions on a resolution will be taken before it is voted on.

Please note that voting on the resolutions is already open. For those using the Lumi AGM app on your smart phone or PC, the voting icon will be showing on the navigation bar at the bottom of your screen. Once you click on this, the resolutions will appear on your screen, along with the voting options.

Simply select either For, Against or Abstain on each of the resolutions. There is no need to press a submit button. You can also change your selection as many times as you please up until I declare the voting closed after all resolutions have been considered and voted on.

I will give you a clear prompt later in the meeting to warn of the close in voting.

The Board unanimously recommends you vote in favour of all resolutions.

Once we have tallied the votes they will be posted on the market announcement platforms of the NZX and ASX following the end of this meeting.

Proxies

The proxy votes that have been submitted for each resolution will be set out on the slides that will be shown for each resolution. To give some context to these numbers, the current number of shares on issue in Smartpay is around 171.75 million.

I have been appointed proxy in respect of approximately 18.754m shares voting either for, against, or with discretion, for resolution 1; approximately 18.750m shares voting either for, against, or with discretion, for resolution 2; approximately 18.750m shares voting either for, against, or with discretion, for resolution 3; approximately 17.169m shares voting either for, against, or with discretion, for resolution 4 and approximately 18.750m shares voting either for, against, or with discretion, for resolution 5. As indicated on the proxy form, I intend to vote all discretionary proxies where I am appointed as proxy in favour of resolutions 1, 2, 3, 4 and 5.

Resolution 1: Auditor Remuneration

Now, turning to the first resolution, which relates to the authorisation of the Board to fix the remuneration of Smartpay's auditors. KPMG are 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.

Are there any questions or comments regarding this resolution?

[Questions]

I propose the resolution, could I ask someone to second it please.

[seconder]

If you haven't already done so, please now cast your vote on this item

Resolution 2: Election of Matthew Turnbull as a Director

Matt was re-elected by the shareholders at the Annual Meeting held on 8 September 2015, and being eligible, hereby stands for re-election, the Board unanimously recommends that shareholders vote in favor of Matt's re-election.

The board has determined that, myself, Matt Turnbull and Bill Pulver are independent directors in terms of the Listing Rules.

Matt's profile appears in the notice of meeting, on our website and in the report and accounts and I will now ask Matt to say a few words about himself.

[Matt addresses Meeting]

Thank you, Matt.

Are there any questions or comments regarding this resolution?

[Questions]

I propose the resolution, could I ask someone to second it please.

[seconder]

If you haven't already done so, please now cast your vote on this item

Resolution 3: Election of Martyn Pomeroy as a Director

Marty was re-elected by the shareholders at the Annual Meeting held on 31 August 2016, and being

eligible, hereby stands for re-election, the Board unanimously recommends that shareholders vote in favor of Marty's re-election.

Marty's profile appears in the notice of meeting, on our website and in the report and accounts and I will now ask Marty to say a few words about himself.

[Marty addresses Meeting]

Thank you, Marty.

Are there any questions or comments regarding this resolution?

[Questions]

I propose the resolution, could I ask someone to second it please.

[seconder]

If you haven't already done so, please now cast your vote on this item

Resolution 4: Election of William Pulver as a Director

Bill Pulver was appointed to the Board on 11 December 2018 and, being eligible stands for re-election, the Board unanimously recommends that shareholders vote in favor of Bill's re-election.

The board has determined that, myself, Matt Turnbull and Bill Pulver are independent directors in terms of the Listing Rules.

Bill's profile appears in the notice of meeting, on our website and in the report and accounts and I will now ask Bill to say a few words about himself.

[Bill addresses Meeting]

Thank you, Bill.

Are there any questions or comments regarding this resolution?

[Questions]

I propose the resolution, could I ask someone to second it please.

[seconder]

If you haven't already done so, please now cast your vote on this item

Resolution 5: Election of Carlos Gil as a Director

Carlos was appointed to the Board on 5 December 2018 and, being eligible stands for re-election, the Board unanimously recommends that shareholders vote in favor of Carlos' re-election.

Carlos' profile appears in the notice of meeting, on our website and in the report and accounts and I will now ask Carlos to say a few words about himself.

[Carlos addresses Meeting]

Thank you, Carlos.

Are there any questions or comments regarding this resolution?

[Questions]

I propose the resolution, could I ask someone to second it please.

[seconder]

If you haven't already done so, please now cast your vote on this item

Conclusion

That concludes the resolutions to be presented to the Meeting. If you have a ballot paper, please make sure you have marked your votes and signed the form, ready for collection by a representative from our share registrar.

For those attending the Meeting remotely via Lumi AGM, we will leave the vote open for a couple of minutes, the poll will therefore formally close at (current time, plus 2 minutes) AEST.

[Ballot papers collected]

Voting has now closed. As mentioned earlier, the votes will be tallied and will be available on the market announcement platforms of the NZX and ASX following this Meeting.

Thank you all for attending Smartpay's Annual Meeting. I now declare the Meeting closed.

--ENDS--

ANNUAL MEETING OF SHAREHOLDERS SMARTPAY HOLDINGS LIMITED

24 SEPTEMBER 2019



AGENDA

**Chairman's welcome
and introduction**

1

**Minutes of the Annual
Meeting held on 25
September 2018**

2

**Chief Executive's
Review & Financial
Statements**

3

**Shareholder
Questions**

4

Ordinary Resolutions

5

CHAIRMAN'S WELCOME AND INTRODUCTION

Company Update



DISCLAIMER STATEMENT

This presentation may contain certain statements and projections provided by or on behalf of Smartpay Group (Smartpay) with respect to anticipated future undertakings. Any forward looking statements reflect various assumptions by or on behalf of Smartpay. Accordingly, these statements are subject to significant business, economic and competitive uncertainties and contingencies associated with the business of Smartpay which may be beyond the control of Smartpay which could cause actual results or trends to differ materially, including but not limited to competition, industry downturns, inability to enforce contractual and other arrangements, legislative and regulatory changes, sovereign and political risks, ability to meet funding requirements, dependence on key personnel and other market and economic factors. Accordingly, there can be no assurance that any such statements and projections will be realised. Smartpay makes no representations as to the accuracy or completeness of any such statement of projections or that any projections will be achieved and there can be no assurance that any projections are attainable or will be realised.

Additionally, Smartpay makes no representation or warranty, express or implied, in relation to, and no responsibility or liability (whether for negligence, under statute or otherwise) is or will be accepted by Smartpay or by any of their respective officers, directors, shareholders, partners, employees, or advisers (Relevant Parties) as to or in relation to the accuracy or completeness of the information, statements, opinions or matters (express or implied) arising out of, contained in or derived from this presentation or any omission from this presentation or of any other written or oral information or opinions provided now or in the future to any interested party or its advisers. In furnishing this presentation, Smartpay undertakes no obligation to provide any additional or updated information whether as a result of new information, future events or results or otherwise.

Except to the extent prohibited by law, the Relevant Parties disclaim all liability that may otherwise arise due to any of this information being inaccurate or incomplete. By obtaining this document, the recipient releases the Relevant Parties from liability to the recipient for any loss or damage which any of them may suffer or incur arising directly or indirectly out of or in connection with any use of or reliance on any of this information, whether such liability arises in contract, tort (including negligence) or otherwise.

This document does not constitute, and should not be construed as, either an offer to sell or a solicitation of an offer to buy or sell securities. It does not include all available information and should not be used in isolation as a basis to invest in Smartpay.

CHIEF EXECUTIVE'S REVIEW

**Full Year Results
and Commentary**

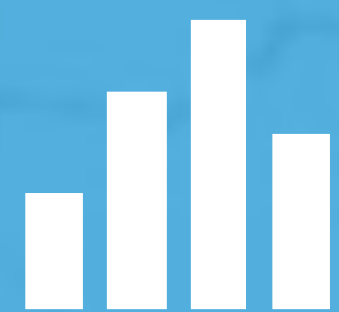
1

Business Update

2

**Summary and
Outlook**

3



FULL YEAR
FINANCIAL RESULTS

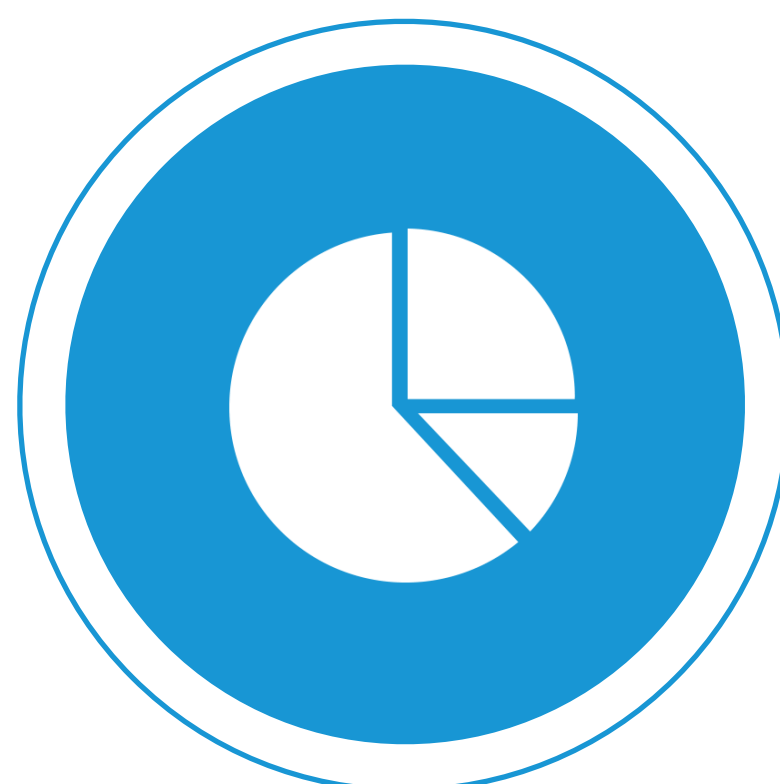
FULL YEAR FINANCIAL RESULTS – 31 March 19

REVENUE



↑ FY19: \$21.1M
vs
FY18: \$20.5m

EBITDA*



↓ FY19: \$6.4M
vs
FY18: \$10.0m

NET PROFIT / (LOSS) AFTER TAX



↓ FY19: (\$1.8M)
vs
FY18: \$2.6m

DILUTED EARNINGS PER SHARE (EPS)



↓ FY19: (1.06) cents
vs
FY18: 1.5 cents

*EBITDA = Earnings Before Interest, Tax, Depreciation, Amortisation (including share option amortisation), Impairments and Foreign Exchange Adjustments. EBITDA is a useful non-GAAP measure as it shows the contribution to earnings prior to finance costs and non cash items.

RESULTS COMMENTARY

Revenue increase reflective of strong growth in Australian terminal and acquiring business.

- Revenue \$21.1m:
 - 3% increase on the prior year \$20.5m;
 - second half \$11.0m, a 9% increase on the previous half \$10.1m (6 months to September 18)
- Australia terminal revenues (rental and acquiring):
 - 64% increase to \$4.5m from prior year \$2.7m

Lower Profit (EBITDA and NPAT) was a function of growth investment in the second half following a capital raise for this purpose. Main areas of additional spend were: marketing, sales, headcount and systems.



OUR STRATEGY - RECAP

1. Australian Acquiring



0 – 12 months

2. Monetise NZ Network



12 – 24 months

3. Add Adjacent Product



24 months +

OUR STRATEGY - RECAP

1. Australian Acquiring



0 – 12 months

2. Monetise NZ Network



12 – 24 months

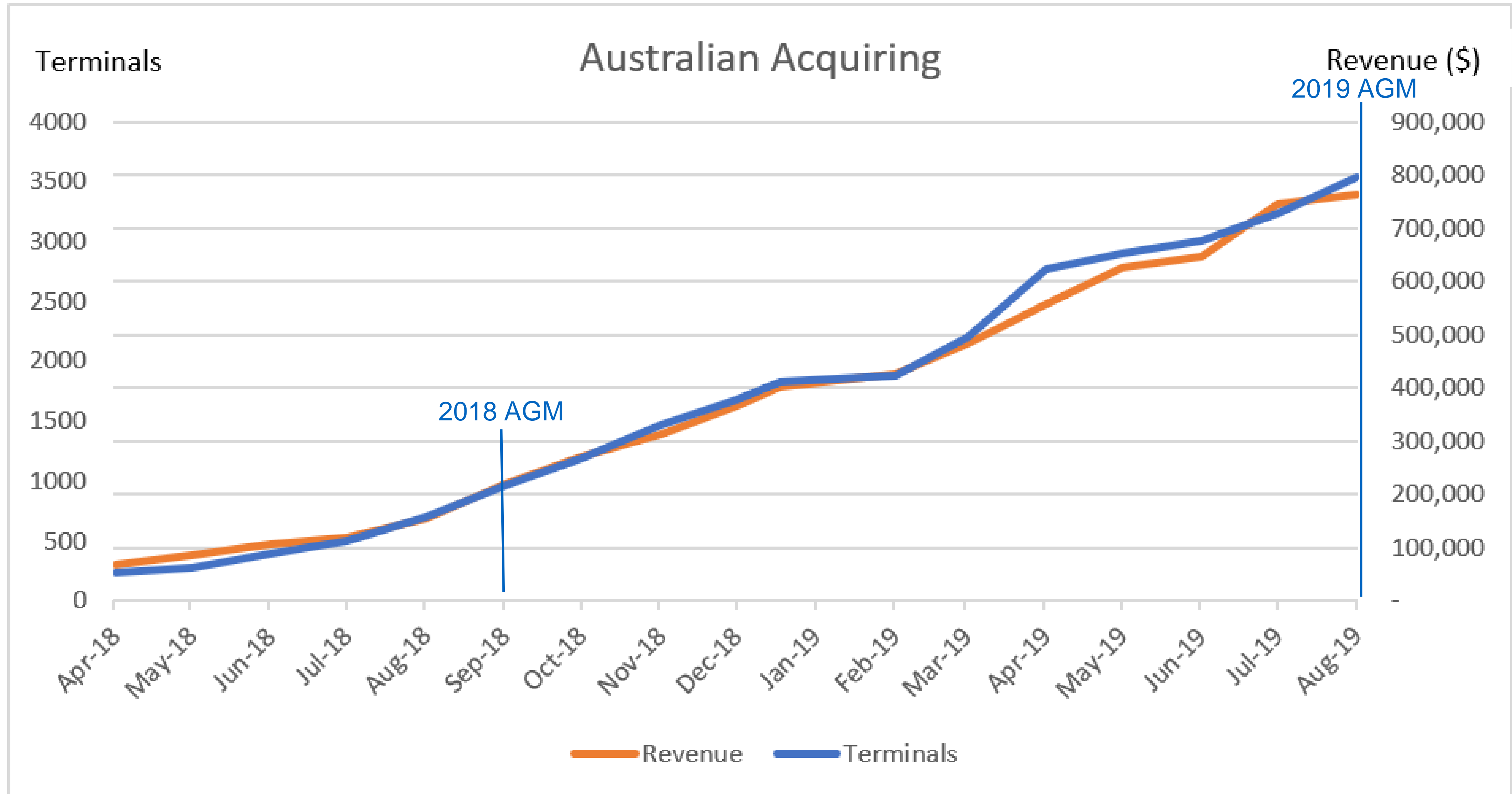
3. Add Adjacent Product



24 months +

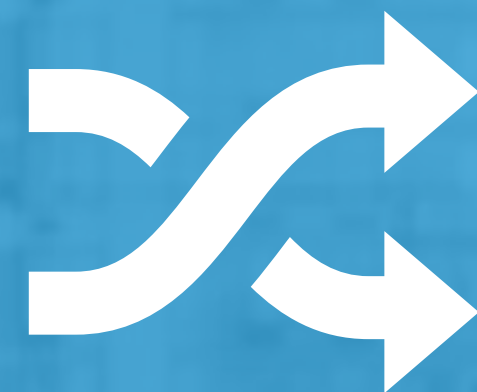
BUSINESS UPDATE

- Our key focus is the growth of our Australian acquiring terminal fleet.



BUSINESS UPDATE

- Our Australian acquiring terminal fleet which now stands at over 3,500 self acquired terminals, up from ~ 1,000 at this time last year.
- Australia Acquiring Revenue is set to exceed \$800k for the month of September 2019, or over \$10.0m on an annualised basis. When compared to the \$2.4m of total acquiring income for the full 2019 financial year provides a clear indication of the growth being achieved. To put this in perspective, Revenue for the entire business (Aus + NZ) was \$21.1m for the last full financial year.
- Australian margins are strong and growing as we optimise the profitability of our fleet through a rapidly growing data set allowing us to price more accurately and focus on higher margin opportunities.
- Our NZ business remains steady and provides significant resource support for our Australian business.



SUMMARY AND OUTLOOK

SUMMARY AND OUTLOOK

- We have made substantial progress over the last 12 months.
- We are successfully transitioning our Australian business into a growing transactional financial service provider.
- As a result, revenues and profits are growing strongly.
- We expect this momentum to continue through the current year and beyond as we maintain focus on our sales and marketing activities.



?

QUESTIONS





RESOLUTIONS

RESOLUTIONS



Resolution One

Fixing the Auditors Remuneration.

“That the Board be authorised to fix the auditor’s remuneration for the ensuing year.”

Proxies

For : 18,756,296(10.92% of all securities)

Against: 434 (0.00% of all securities)

Discretionary : 95,692 (0.06%of all securities)

Abstain 123,709 (0.07% of all securities)

1



Resolution Two

Re-election of Director - Matthew Turnbull.

“That Matthew Turnbull be re-elected as a director of Smartpay”

Proxies

For : 18,659,242 (10.86% of all securities)

Against: 10,434 (0.01% of all securities)

Discretionary : 181,621 (0.11 %of all securities)

Abstain 124,834 (0.07% of all securities)

2

RESOLUTIONS



Resolution Three

Re-election of Director – Martyn Pomeroy

“That Martyn Pomeroy be re-elected as a director of Smartpay”

Proxies

For : 18,659,242 (10.86% of all securities)

Against: 10,434 (0.01% of all securities)

Discretionary : 181,621 (0.11% of all securities)

Abstain 124,834 (0.07% of all securities)

3



Resolution Four

Re-election of Director – William Pulver

“That William Pulver be re-elected as a director of Smartpay”

Proxies

For : 17,085,241 (9.95 % of all securities)

Against: 6,147 (0.00 % of all securities)

Discretionary : 181,621 (0.11 % of all securities)

Abstain 1,703,122 (0.99 % of all securities)

4

RESOLUTIONS



Resolution Five

Re-election of Director – Carlos Gil

“That Carlos Gil be re-elected as a director of Smartpay”

Proxies

For : 18,666,367 (10.87% of all securities)

Against: 434 (0.00% of all securities)

Discretionary : 181,621 (0.11% of all securities)

Abstain 127,709 (0.07% of all securities)



CLOSE