

**Form 603**

Corporations Act 2001

Section 671B

**Notice of initial substantial holder**

To Company Name/Scheme SMARTPAY HOLDINGS LIMITED (ASX: SMP)

ACN/ARSN

**1. Details of substantial holder (1)**

Name Milford Asset Management Limited

ACN/ARSN (if applicable)

The holder became a substantial holder on 28 / 11 / 2019

**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary units	14,871,563	14,871,563	8.659%

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Milford Asset Management Limited	Investment Manager	Ordinary units 14,871,563

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Milford Asset Management Limited	National Nominees Limited National Bank of Australia Limited	National Nominees Limited National Bank of Australia Limited	Ordinary units 14,871,563

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
See attached		Cash	Non-cash	

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ ARSN (if applicable)	Nature of association

**7. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
Milford Asset Management Limited	Level 28, 48 Shortland Street, Auckland 1140, New Zealand

**Signature**

print name Ben Lau

capacity Product and Operations

sign here Ben Lau

date 02 / 12 / 2019

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

Holder of Relevant interest	Date of acquisition	Consideration (Cash)	Consideration (Non-cash)	Number of securities	Class
Milford Asset Management Limited	28-11-19	\$ 28,900.72	-	57,813	Ordinary
Milford Asset Management Limited	28-11-19	\$ 832,857.90	-	1,666,049	Ordinary
Milford Asset Management Limited	28-11-19	\$ 637,941.39	-	1,276,138	Ordinary
Milford Asset Management Limited	28-11-19	\$ 233,590.14	-	489,399	Ordinary
Milford Asset Management Limited	01-10-19	\$ (98,957.24)	-	-502,321	Ordinary
Milford Asset Management Limited	01-10-19	\$ 98,957.24	-	502,321	Ordinary

**FAX**

**To:** ASX Market Announcements office  
**Fax #:** 0800 449707 (from New Zealand)  
**Date:** 03 December 2019

**From:** Milford Asset Management  
**Fax #:** 09 921 4709  
**Email:** [Trades@milfordasset.com](mailto:Trades@milfordasset.com)  
**Pages:** 3

**Notes:**

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Milford Asset Management Ltd has been a NZX substantial shareholder of Smartpay Holdings Limited (NZX: SPY) since October 2013.

Recent Smartpay shares purchased by Milford on the NZX and ASX (ASX: SMP) have on aggregate, resulted in a movement of greater than 1% since the last NZX disclosure (December 2013). As such, we have made a 1% movement disclosure to the NZX.

As Milford has not had any holdings in SMP shares on the ASX prior to the above transactions, no previous disclosures were made as they were not required.

To recognise our current holdings in Smartpay (i.e. on the NZX and ASX), we have attached an ASX notice of initial substantial holder disclosure.

For any queries, please contact: [trades@milfordasset.com](mailto:trades@milfordasset.com)

Many thanks,

Ben Lau  
Milford Asset Management Ltd