

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: **Change in Nature of relevant interest**

Date of relevant event: **23/12/2020**

Date this disclosure made: **29/12/2020**

Date last disclosure made: **20/07/2020**

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:

**22,658,109**

(b) total in class: **232,109,592**

(c) total percentage held in class: **9.76%**

For **last** disclosure,—

(a) total number held in class: **2,015,079** (and up to 24,332,526 in total if the maximum number of loan notes issued to Anacacia Pty Limited become convertible and are converted)

(b) total in class: **209,466,562** (and up to 237,870,585 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: total percentage held in class: **0.96%** (and up to 10.23% 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).

Details of transactions and events giving rise to relevant event Details of the transactions or other events requiring disclosure:

Conversion of Convertible Loan Note

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

Contact details:

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.