

Issue of Share Performance Rights to Key Management

17 June 2022

At the Annual Meeting of shareholders held in September 2021, the Shareholders approved the issue of Share Performance Rights (SPR's) to Martyn Pomeroy, Smartpay's Managing Director (MD Share Performance Rights). The terms of the SPR's were set out in the Explanatory Notes that formed part of the Notice of Annual Shareholder Meeting lodged with the NZX on 27 August 2021.

On 21 December 2021, the Board disclosed that it had subsequently approved the issue of SPR's to certain of its key management team and these were subject to the same performance hurdles, commencement dates and vesting dates as those of the MD Share Performance Rights.

The Board has subsequently approved the issue of SPR's to the Chief Financial Officer (CFO) following her commencement with Smartpay on 2 May 2022. The SPR's issued to the CFO will be earned over a two year period and be subject to the same performance hurdles and vesting dates as those applying to the MD Share Performance Rights.

In respect of the SPR's issued to the Managing Director and key management, the Board exercised their discretion and deemed the performance hurdles in respect of the financial year ended 31 March 2022 to be fully met. Accordingly, the first tranche of SPR's have conditionally vested to recipients and now remain subject only to the overriding hurdle of tenure as set out in the terms of the SPR's.

ASX: SMP
NZX: SPY

SHARE INFORMATION
Issued Shares: 238,284,963

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

BOARD OF DIRECTORS
Non- Exec Chairman:
Greg Barclay
Managing Director:
Martyn Pomeroy
Non-Executive:
Matthew Turnbull
Non-Executive:
Carlos Gil
Independent Director:
Geoff Carrick

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 9
151 Castlereagh Street
Sydney
NSW 2000

Phone: +61 (0)2 7903 6302
Fax: +61 (0)2 9869 4223
info@smartpay.com.au

ENDS

For further information contact: Marty Pomeroy, Managing Director, +64 27 301 2427 / +64 (9) 442 2714

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 9, 151 Castlereagh 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



NEW ZEALAND'S EXCHANGE
TE PAEHOKO O AOTEAROA

Template Capital Change Notice

Updated as at 17 October 2019

Section 1: Issuer information	
Name of issuer	Smartpay Holdings Limited
NZX ticker code	SPY
Class of financial product	Share Performance Rights, each representing an entitlement to acquire an ordinary share in SPY
ISIN (If unknown, check on NZX website)	Not applicable
Currency	NZ\$
Section 2: Capital change details	
Number issued/acquired/redeemed	299,820 Share Performance Rights issued
Nominal value (if any)	Not applicable
Issue/acquisition/redemption price per security	Share Performance Rights are issued for nil consideration Share Performance Rights have a nil exercise price
Nature of the payment (for example, cash or other consideration)	Not applicable
Amount paid up (if not in full)	Not applicable
Percentage of total class of Financial Products issued/acquired/redeemed/ (calculated on the number of Financial Products of the Class, excluding any Treasury Stock, in existence) ¹	7.06% of Share Performance Rights (299,820 Share Performance Rights having been issued to the Chief Financial Officer of the Company in June 2021 (“the CFO Share Performance Rights ”). If the Share Performance Rights the subject of this notice fully vest then the holders will be issued fully paid ordinary shares in SPY equating to 0.13% of SPY’s ordinary shares on issue as at the date of this notice.
For an issue of Convertible Financial Products or Options, the principal terms of Conversion (for example the Conversion price and Conversion date and the ranking of the Financial Product in relation to other Classes of Financial Product) or the Option (for example, the exercise price and exercise date)	The Share Performance Rights are issued in two tranches, with each tranche having different performance hurdles, commencement dates and vesting dates. The Share Performance Rights have the same performance

¹ The percentage is to be calculated immediately before the issue, acquisition, redemption or Conversion.

	<p>hurdles, commencement dates and vesting dates as those of the MD Share Performance Rights as they apply to FY23 and FY24 (full details of the performance hurdles and other vesting conditions of the MD Share Performance Rights are set out in the Notice of Meeting lodged with NZX on 27 August 2021).</p> <p>On becoming exercisable, each vested Share Performance Right will entitle the holder to one fully paid ordinary share in SPY</p>
Reason for issue/acquisition/redemption and specific authority for issue/acquisition/redemption/ (the reason for change must be identified here)	Issued to incentivise certain key managers of the Smartpay Group in their respective roles and to retain them for the period of the Share Performance Rights
Total number of Financial Products of the Class after the issue/acquisition/redemption/Conversion (excluding Treasury Stock) and the total number of Financial Products of the Class held as Treasury Stock after the issue/acquisition/redemption.	4,247,568 Share Performance Rights on issue (this being the second issue of Share Performance Rights as at the date of this notice)
In the case of an acquisition of shares, whether those shares are to be held as treasury stock	Not applicable
Specific authority for the issue, acquisition, or redemption, including a reference to the rule pursuant to which the issue, acquisition, or redemption is made	Resolution of the board of directors dated 9 June 2022 and Listing Rule 4.6.1
Terms or details of the issue, acquisition, or redemption (for example: restrictions, escrow arrangements)	<p>See above and the Notice of Meeting filed on 27 August 2021.</p> <p>Share Performance Rights do not entitle the holder to receive dividends or distributions but they are 'dividend protected' as set out in the Notice of Meeting filed on 27 August 2021.</p> <p>Any shares issued on exercise of the Share Performance Rights will rank equally with existing ordinary shares.</p>
Date of issue/acquisition/redemption ²	17 June 2022
Section 3: Authority for this announcement and contact person	
Name of person authorised to make this announcement	Rowena Bowman
Contact person for this announcement	Rowena Bowman

² Continuous issuers using this form in reliance on Rule 3.13.2, please indicate the period during which the relevant issue/acquisition/redemptions were made (for example, 1 January 2019 to 31 January 2019).



NEW ZEALAND'S EXCHANGE
TE PAEHOKO O AOTEAROA

Template Capital Change Notice

Updated as at 17 October 2019

Contact phone number	09 442 7769
Contact email address	rowena.bowman@smartpay.co.nz
Date of release through MAP	17 June 2022



Initial 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:
Date this disclosure made:
Date on which issuer listed or appointment made:

Smartpay Holdings Limited
17-Jun-22
2-May-22

Director or senior manager giving disclosure

Full name:
Name of listed issuer:
Name of related body corporate (if applicable):
Position held in listed issuer:

Cherise Leanne Barrie
Smartpay Holdings Limited
n/a
Chief Financial Officer

Summary of relevant interest (excluding specified derivatives)

Class of quoted financial product:
Number held in class:
Nature of relevant interest:
Current registered holder:

Unlisted share performance rights (Share Performance Rights) each representing an entitlement to acquire a fully paid ordinary share in SPY (subject to vesting conditions being satisfied)
299,820 Share Performance Rights
Legal and beneficial interest
Cherise Leanne Barrie

Summary of specified derivatives relevant interest (if applicable)

Type of derivative:
Class of underlying financial products:

N/A

Details of derivative
The notional value of the derivative (if any) or the notional amount of underlying products (if any):
A statement as to whether the derivative is cash settled or physically settled:
Maturity date of the derivative (if any):
Expiry date of the derivative (if any):
The price specified in the terms of the derivative(if any):
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:

N/A

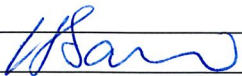
For that derivative,-

Parties to the derivative:
If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative:

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Certification

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:
Date of signature:


17-Jun-22