

# Notice of Annual Shareholder Meeting

**28 June 2023**

The Board of Smartpay Holdings Limited (Smartpay) is pleased to invite shareholders to attend its 2023 Annual Meeting to be held on 27 July 2023 at Smartpay's Sydney Premises, Level 9, 151 Castlereagh Street, Sydney, NSW 2000 and as a hybrid meeting using the Computershare Meeting Platform.

Full details on how to attend and the business of the meeting are contained in the attached formal Notice of Meeting.

Approved for release by the Board.

**For further information contact:**  
Rowena Bowman +64 27 364 1133

**ASX: SMP**  
**NZX: SPY**

## SHARE INFORMATION

Issued Shares: 238,284,963

## BOARD OF DIRECTORS

Independent Chair:  
**Gregor Barclay**

Managing Director:  
**Martyn Pomeroy**

Independent:  
**Matthew Turnbull**

Independent:  
**Geoffrey Carrick**

Non-Executive:  
**Carlos Gil**

[www.smartpayinvestor.com](http://www.smartpayinvestor.com)

## REGISTERED AND PRINCIPAL OFFICES

**New Zealand:**  
205 – 209 Wairau Road  
Wairau Valley, Auckland 0627

**Email:** [info@smartpay.co.nz](mailto:info@smartpay.co.nz)  
**Phone:** +64 (0)9 442 2700  
**Fax:** +64 (0)9 442 2722

[www.smartpay.co.nz](http://www.smartpay.co.nz)

**Australia:**  
Level 9, 151 Castlereagh Street,  
Sydney, NSW 2000

**Email:** [info@smartpay.com.au](mailto:info@smartpay.com.au)  
**Phone:** +61 (0)2 7903 6302  
**Fax:** +61 (0)2 9869 4223

[www.smartpay.com.au](http://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

NOTICE OF MEETING

**ANNUAL MEETING  
OF SHAREHOLDERS**  
2023

# Annual Meeting Notice of 2023

The 2023 Annual Meeting of Smartpay Holdings Limited (the Company) will be held at Smartpay's Sydney Office

**Date:**

Thursday 27 July 2023

**Time:**

12.30pm NZST (10.30am AEST)

**Attend in Person:**

**Smartpay Sydney Office**  
Level 9, 151 Castlereagh Street,  
Sydney, NSW, 2000, Australia

**Attend Virtually:**

Computershare Meeting Services web platform  
<https://meetnow.global/nz>

**Agenda:**

- A. Chair's address to shareholders.
- B. Chief Executive Officer's address to shareholders.
- C. Shareholders questions and discussions.
- D. To consider, and if thought appropriate, pass the following ordinary resolutions:

**Appointment of Auditors**

1. That the reappointment of PricewaterhouseCoopers as external auditors of the Company be ratified and approved.  
(see Explanatory Note 1)

**Fixing Remuneration of Auditor**

2. That the Board be authorised to fix the auditor's remuneration for the ensuing year.  
(See Explanatory Note 2)

**Important Dates:**

- **Record date for voting entitlements**  
- 12.30pm NZST (10.30am AEST) on Monday 24 July 2023
- **Latest time for receipt of proxy forms**  
- 12.30pm NZST (10.30am AEST) on Tuesday 25 July 2023

# Explanatory Notes

## **Explanatory Note 1: Appointment of Auditor**

As advised on 31 October 2022 the Company accepted the resignation of KPMG as external auditor of the Company with effect from 7 November 2022 and, to fill the casual vacancy arising from KPMG's resignation, the Board resolved to appoint PricewaterhouseCoopers (PwC) as the Company's new external auditor on the same day for the financial year commencing 1 April 2022. This resolution seeks the ratification and approval by the shareholders of the reappointment of PricewaterhouseCoopers as the external auditors of the Company.

The Board unanimously recommends that shareholders vote in favour of ratifying and approving the reappointment of PricewaterhouseCoopers as the Company's external auditor.

## **Explanatory Note 2: Remuneration of Auditor**

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 3: Election and Re-election of Directors**

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 Turnbull, Marty Pomeroy, Carlos Gil and Geoff Carrick were re-elected by the shareholders at the Annual Meeting held on 25 August 2022. Greg Barclay was re-elected by the shareholders at the Annual meeting held on 29 September 2021. There are therefore no directors standing for re-election.

# Important Information

## Attend in person or remotely

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

## Voting

Voting at the Meeting will be by poll.

Resolutions 1 and 2 are ordinary resolutions and are required to be passed by a simple majority of the votes of shareholders who are entitled to vote and voting on the resolution, in person or by proxy.

There are no voting restrictions applying to either of the resolutions.

Voting entitlements will be determined at 12.30pm NZST (10.30am AEST) on Monday 24 July 2023. Registered shareholders at that time will be entitled to exercise the right to vote at the meeting.

## Shareholders may cast their votes using one of the following options:

### *At the Annual Meeting:*

Shareholders attending the meeting in person can bring their Proxy Form with them to vote, or alternatively will be provided with voting papers, which can be completed and handed in at the conclusion of the meeting. Alternatively, shareholders can vote online by attending the meeting virtually through the Computershare Meeting Platform <https://meetnow.global/nz>.

Please refer the Virtual Meeting Guide available at [www.computershare.com/vm-guide-nz](https://www.computershare.com/vm-guide-nz) for more information. You will need the latest version of Chrome, Safari or Edge to access the meeting.

### *Appoint a proxy to vote:*

You may appoint a proxy to attend the Annual Meeting, to act generally at the meeting and to vote on your behalf. A proxy does not need to be a shareholder but does need to be someone who can attend the meeting and vote on your behalf. To do this, you should complete the accompanying proxy form and post it to Computershare or complete 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 the Control Number (found on the Proxy Form), your CSN/security holder number and postcode or country of residence. If you need to obtain these details, please contact Computershare, their contact details are set out in the Proxy Form.

If, in appointing a proxy, you have inadvertently not named someone to be your proxy, the Chair of the meeting will be your proxy and will vote in accordance with your express direction. All completed forms must be received by than 12.30pm NZST (10.30am AEST) on Tuesday 25 July 2023 to be effective.

## Questions

If you have any questions, please contact Smartpay's Company Secretary, Rowena Bowman, at [rowena.bowman@smartpay.co.nz](mailto:rowena.bowman@smartpay.co.nz) or by email to [info@smartpay.co.nz](mailto:info@smartpay.co.nz)



## Lodge your proxy



**Online**  
www.investorvote.co.nz



**By Mail**  
Computershare Investor Services Limited  
Private Bag 92119, Auckland 1142, New Zealand

## For all enquiries contact



+64 9 488 8777



corporateactions@computershare.co.nz

# Proxy Form for the 2023 Annual Meeting of Smartpay Holdings Limited ('Smartpay')



**www.investorvote.co.nz**

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

**Smartphone?**

Scan the QR code to vote now.

### Your secure access information

#### Control Number:

#### CSN/Shareholder Number:

**PLEASE NOTE:** You will need your CSN/Shareholder 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 12.30pm NZST (10.30am AEST) on Tuesday 25 July 2023, being 48 hours before the start of the meeting.**

## How to Vote on Resolutions

All your securities will be voted in accordance with your directions.

### Appointment of proxy

If you do not plan to attend the meeting, you may appoint a proxy. The Chair of the meeting, or any other director, is willing to act as proxy for any shareholder who wishes to appoint any one of them. 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. 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 execute your vote in favour of all resolutions.

### Voting Restrictions

No voting restrictions apply to resolution 1 or 2 and all shareholders may vote on these resolutions.

## Signing Instructions for Proxy Forms

### Individual

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

### Joint Holding

Where the holding is in more than one name, all of the shareholders should sign.

### Power of Attorney

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be produced to the Company with this Proxy Form.

### Corporate Shareholder

This form must be signed by a Director jointly with another Director, or a Sole Director can also sign alone. Please sign in the appropriate place and indicate the office held.

### Attending the Meeting

Shareholders will be able to attend the Meeting in person, or virtually via Computershare's Online Meeting Portal. For further information on how to attend the meeting please refer to the Virtual Meeting Guide which is enclosed and available on the Investors' section of Smartpay's website [smartpayinvestor.com](http://smartpayinvestor.com). If you are attending the meeting please ensure that your contact details are up to date on the register by contacting Computershare Investor Services Limited at [enquiry@computershare.co.nz](mailto:enquiry@computershare.co.nz).

**Turn over to complete the form to vote**

## STEP 1: Appoint a Proxy to Vote on Your Behalf

I/We being a member/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 to be held at Smartpay's Sydney Office, Level 9/151 Castlereagh Street, Sydney NSW 2000, Australia and online at <https://meetnow.global/nz> on Thursday 27 July 2023 commencing at 12.30 pm NZST (10.30 am AEST)** and at any adjournment thereof.

## STEP 2: Items of Business– Voting Instructions/Ballot Paper

### Ordinary Resolution: Appointment of Auditors

1. That the reappointment of PricewaterhouseCoopers as external auditors of the Company be ratified and approved.

For	Against	Proxy Discretion	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### Ordinary Resolution: Fixing Remuneration of Auditor

2. That the Board be authorised to fix the auditor's remuneration for the ensuing year.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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If your proxy is not the Chair of the Meeting or any other director of the Company, please ensure that you provide their contact details (phone and email address). If this information is not provided, we cannot guarantee remote admission to the virtual meeting for your proxy.

Proxy contact Details (Phone): \_\_\_\_\_ and (Email): \_\_\_\_\_

## SIGN: Signature of Securityholder(s) This section must be completed.

Securityholder 1

or Sole Director/Director

Securityholder 2

or Director (if more than one)

Securityholder 3

Contact Name \_\_\_\_\_ Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_\_

## ? Question(s) to be answered at the Meeting

## @ Elect to receive Electronic Communications

Want to receive your communications quickly? Elect electronic communications by providing your email address below

Email Address \_\_\_\_\_

(By providing an email address above it is acknowledged that all communications for my portfolio will be received electronically where offered)

**ATTENDANCE SLIP**

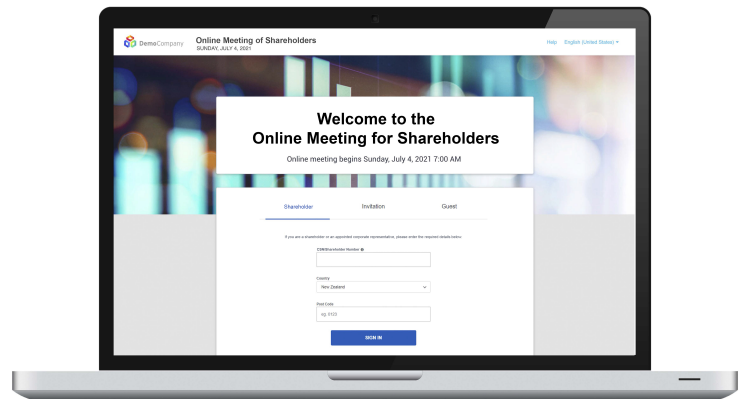
# HOW TO PARTICIPATE IN VIRTUAL/HYBRID MEETINGS

## Attending the meeting online

Our online meeting provides you the opportunity to participate online using your smartphone, tablet or computer.

If you choose to attend online you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.

**You will need the latest version of Chrome, Safari or Edge. Please ensure your browser is compatible.**



Visit <https://meetnow.global/nz>



### Access

Access the online meeting at <https://meetnow.global/nz>, and select the required meeting. Click 'JOIN MEETING NOW'.

#### If you are a shareholder:

Select 'Shareholder' on the login screen and enter your CSN/Holder Number and Post Code. If you are outside New Zealand, simply select your country from the drop down box instead of the post code. Accept the Terms and Conditions and click Continue.

#### If you are a guest:

Select Guest on the login screen. As a guest, you will be prompted to complete all the relevant fields including title, first name, last name and email address.

Please note, guests will not be able to ask questions or vote at the meeting.

#### If you are a proxy holder:

You will receive an email invitation the day before the meeting to access the online meeting. Click on the link in the invitation to access the meeting.



### Contact

If you have any issues accessing the website please call +64 9 488 8700.



### Navigation



When successfully authenticated, the home screen will be displayed. You can watch the webcast, vote, ask questions, and view meeting materials in the documents folder. The image highlighted blue indicates the page you have active.

The webcast will appear and begin automatically once the meeting has started.



### Voting

Resolutions will be put forward once voting is declared open by the Chair. Once the voting has opened, the resolution and voting options will appear.

To vote, simply select your voting direction from the options shown on screen. You can vote for all resolutions at once or by each resolution.

Your vote has been cast when the green tick appears. To change your vote, select 'Change Your Vote'.



### Q&A

Any eligible shareholder/proxy attending the meeting remotely is eligible to ask a question.

Select the Q&A tab and type your question into the box at the bottom of the screen and press 'Send'.