

SMARTPAY HOLDINGS LIMITED



NOTICE OF MEETING

**ANNUAL
MEETING OF
SHAREHOLDERS**

2024



Notice of 2024 Annual Meeting

The 2024 Annual Meeting of Smartpay Holdings Limited (the Company) will be held at Smartpays' Sydney Office

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:

Fixing Remuneration of Auditor

1. That the Board be authorised to fix the auditor's remuneration for the ensuing year. (See Explanatory Note 1)

Election and Re-election of Directors

2. That Gregor John Barclay be re-elected as a Director of Smartpay. (See Explanatory Note 2)

Board Remuneration

3. That the aggregate fees payable to the Company's non-executive Directors' be increased from \$500,000 per annum to \$750,000 per annum with effect from 1 August 2024 (See Explanatory Note 3)

Important Dates:

- **Record date for voting entitlements**
12.30pm NZST (10.30am AEST)
Tuesday 9 July 2024
- **Latest time for receipt of proxy forms**
12.30pm NZST (10.30am AEST)
Wednesday 10 July 2024

Date:

Friday 12 July 2024

Time:

12.30pm NZST
(10.30am AEST)

Attend in Person:

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

Attend Virtually:

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



Explanatory Notes

Explanatory Note 1:

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 authorising the Board to fix the fees and expenses of the auditor.

Explanatory Note 2:

Election and Re-election of Directors

NZX Listing Rule 2.7.1 requires that a Director of an Issuer 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 General Meeting held on 25 August 2022.

Greg Barclay was re-elected by the shareholders at the Annual Meeting on 29 September 2021, and being eligible, hereby stands for re-election.

Greg joined the Smartpay Board in 2010 and was appointed Chairman in 2016. Greg is a commercial lawyer with over 30 years of experience in advising a range of commercial and corporate clients. In 1997 Greg was a founder of Claymore Partners, an Auckland based commercial law and business advisory firm. Greg continues as a consultant to that firm at present.

Greg is an experienced company director and Chair having held various directorships and advisory roles across a number of New Zealand and offshore entities. Greg is currently the Chairman of the International Cricket Council based in Dubai, amongst other directorships.

In addition to being on the board, Greg chairs the Boards Remuneration and Nominations Committee, and has previously served on the Boards Audit and Finance Committee.

Greg is a Chartered Member of the New Zealand Institute of Directors.

Greg resides in Auckland, New Zealand.

The Board has determined that Greg is an independent Director in accordance with the NZX Listing Rules.

The Board unanimously recommends that shareholders vote in favour of Greg's re-election.



Explanatory Notes

Explanatory Note 3:

Board Remuneration

Under NZX Listing Rule 2.11.1, no remuneration may be paid to a Director of a Company, or as a Director of a Subsidiary (other than a listed subsidiary), unless such remuneration has been authorised by an ordinary resolution of shareholders. Such resolution must express Directors' remuneration as either a monetary sum per annum payable to:

- all Directors of the issuer in aggregate, or
- any person who from time to time holds office as a Director of the Issuer.

In 2022, the total pool in aggregate available to remunerate Directors was increased to \$500,000. The remuneration currently paid to Directors is set out in the Table below:

Country of Residence	Chair	Director	Audit and Finance Committee Chair	Remuneration and Nominations Committee Chair
New Zealand (NZ\$)	90,000	65,000	15,000	-
Australia (AU\$)	-	65,000	-	-

Since the last remuneration review in 2022, the regulatory landscape has continued to change, with increased regulatory risk and obligations increasing demand on Directors' time and broadening their scope of responsibilities.

The Board is conscious of its obligation to ensure Directors' fees are set in a manner which is fair, flexible and transparent. Further, the Board seeks to ensure that Directors' fees are set at an appropriate level to assist Smartpay to attract, secure, and retain the skills and experience at Board level necessary to govern the business and enhance long term value.

Smartpay engaged the New Zealand Institute of Directors to undertake an external review of director remuneration. The New Zealand Institute of Directors report is available on Smartpays' Investor Website [smartpayinvestor.com](https://www.smartpayinvestor.com).

In light of the growth in the business, the changes to the regulatory environment, and the macro-economic conditions where inflation has persisted, the Board consider the alignment of Director's fees to market is important.

If Resolution 3 is passed, it is proposed that the aggregate pool available to remunerate Directors be increased from \$500,000 to \$750,000 to allow for the remuneration of six non-executive directors and a change to remuneration of the current directors with effect from 1 August 2024.



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 Smartpays' website 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.

Voting

Voting at the Meeting will be by poll.

Resolutions 1, 2 and 3 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.

Resolution 3: In accordance with the NZX Main Board Listing Rule 6.3.1 the non-executive directors of the Company (being Gregor Barclay, Matthew Turnbull, Geoffrey Carrick and Carlos Gil) and any associated person of any such non-executive directors cannot vote on resolution 3, unless casting votes under an express proxy of a person who is not disqualified from voting.

No voting restrictions applying to resolution 1 and 2.

Voting entitlements will be determined at 12.30pm NZST (10.30am AEST) on Tuesday 09 July 2024. 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 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 Wednesday 10 July 2024 to be effective.



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 2024 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 Wednesday, 10 July 2024, 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

Resolution 3: In accordance with the NZX Main Board Listing Rule 6.3.1 the non-executive directors of the Company (being Gregor Barclay, Matthew Turnbull, Geoffrey Carrick and Carlos Gil) and any associated person of any such non-executive directors cannot vote on resolution 3, unless casting votes under an express proxy of a person who is not disqualified from voting. No voting restrictions apply to resolution 1 and 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. 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.

Turn over to complete the form to vote

Proxy/Voting Form

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, Level 9/151 Castlereagh Street, Sydney NSW 2000, Australia and online at <https://meetnow.global/nz> on Friday, 12 July 2024 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: Fixing Remuneration of Auditor

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

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

Ordinary Resolution: Election and Re-election of Directors

2. That Gregor John Barclay be re-elected as a Director of Smartpay.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Ordinary Resolution: Board Remuneration

3. That the aggregate fees payable to the Company's non-executive Directors' be increased from \$500,000 per annum to \$750,000 per annum with effect from 1 August 2024.

<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

smartpay

Annual Meeting of Shareholders of Smartpay Holdings Limited
to be held at Smartpay, Level 9/151 Castlereagh Street,
Sydney NSW 2000, Australia and online at
<https://meetnow.global/nz> on Friday, 12 July 2024
commencing at 12.30 pm NZST (10.30 am AEST)

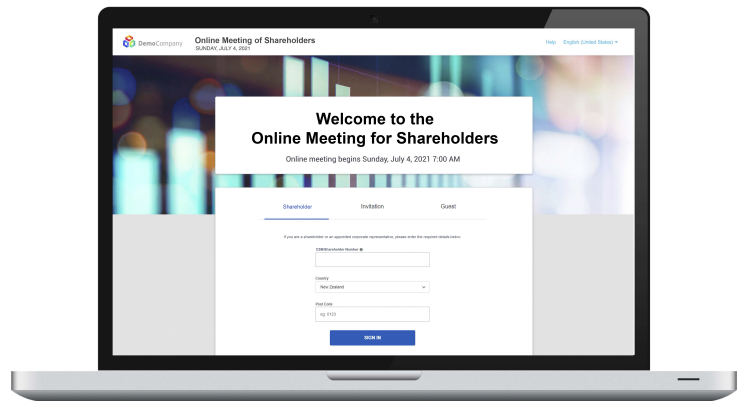
HOW TO PARTICIPATE IN VIRTUAL/HYBRID MEETINGS

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'.