

Scheme update – Overseas Investment Office consent granted

On 23 June 2025, Smartpay Holdings Limited (**NZX:SPY, ASX:SMP, Smartpay** or the **Company**) announced it had entered into a scheme implementation agreement (**SIA**) in respect of a proposed scheme of arrangement under Part 15 of the Companies Act 1993 under which Shift4 Payments, LLC (or its wholly owned subsidiary) (**Shift4**) would acquire all of the shares in Smartpay for NZ\$1.20 per share in cash (the **Scheme**). The Scheme is subject to various conditions, including the need for Shift4 to obtain all consents required under the Overseas Investment Act 2005 and the Overseas Investment Regulations 2005 for the implementation of the Scheme on terms or conditions acceptable to Shift4 (the **OIO Consent** and that condition the **OIO Condition**).

Smartpay has been advised by Shift4 that the OIO Consent has been obtained and therefore the OIO Condition has been satisfied.

The Scheme remains subject to various other conditions, including the approval of Smartpay shareholders, there being no “material adverse change” and other customary conditions as detailed in the SIA (a copy of which was attached to Smartpay’s announcement on 23 June 2025).

Media contact: Stephen McMahon, Sodali & Co, +61 407 507 415, stephen.mcmahon@sodali.com

ASX: SMP**NZX: SPY****SHARE INFORMATION**

Issued Shares: 241,943,464

BOARD OF DIRECTORS

Independent Chair:

Gregor Barclay

Managing Director:

Martyn Pomeroy

Independent:

Matthew Turnbull

Independent:

Geoffrey Carrick

Independent:

Shelley Ruha

Non-Executive:

Carlos Gil**REGISTERED AND PRINCIPAL OFFICES****NEW ZEALAND:**205 – 209 Wairau Road
Wairau Valley, Auckland 0627**Email:** info@smartpay.co.nz**SHAREHOLDER ENQUIRIES***Enquiries concerning shareholdings should be addressed to:***NEW ZEALAND:**Computershare Investor
Services Limited
Private Bag 92119,
Auckland 1142**Phone:** +64 (0)2 7503 6119**Fax:** +64 (0)9 488 8787**AUSTRALIA:**Level 9, 151 Castlereagh Street,
Sydney, NSW 2000**Email:** info@smartpay.com.au**AUSTRALIA:**Computershare Investor
Services Pty Limited
GPO Box 2975
Melbourne, VIC 3001**Free phone:** 1 800 501 366**Fax:** +61 (0)3 9473 2500