

Results of Smartpay Holdings Limited Scheme Meeting

At Smartpay Holdings Limited's scheme meeting, held both in person at The Ionic Room, Sydney Masonic Centre, 66 Goulburn Street, Sydney NSW 2000 and online today (the Scheme Meeting), shareholders were asked to vote on one resolution – being the resolution to approve the scheme of arrangement with Shift4 Holdings Limited and Shift4 Payments, LLC (the Scheme). This resolution was unanimously recommended by the directors of Smartpay Holdings Limited (Smartpay or the Company).

As required by NZX Listing Rule 6.1, all voting was conducted by a poll.

The resolution which shareholders voted on at the Scheme Meeting (the Scheme Resolution) was:

"That the Scheme (the terms of which are described in the Scheme Booklet) be and is hereby approved."

To proceed, the Scheme required:

- 75% or more of the votes in each interest class who were entitled to vote and who actually voted to have been voted in favour of the Scheme Resolution; and
- more than 50% of the total number of Smartpay shares on issue to have been voted in favour of the Scheme Resolution.

At the Scheme Meeting, all shareholders voted in a single interest class.

The Scheme Resolution was passed by the requisite majorities.

Details of the voting on the Scheme Resolution are:

Resolution	For	Against	Abstain
That the Scheme (the terms of which are described in the Scheme Booklet) be and is hereby approved	190,063,796 shares	9,567,508 shares	62,496 shares
Total shares voted	199,631,304		
% of votes cast in favour of the Scheme Resolution	95.21%	Requisite	75%
% of total shares voted in favour of the Scheme Resolution	78.56%	Requisite	>50%

Next steps

The final steps in the Scheme process will now be undertaken, including applying to the High Court for final orders. If the High Court grants final orders approving the Scheme, and subject to the outstanding conditions being satisfied or waived and the scheme implementation agreement for the Scheme not being terminated, the last day of trading in Smartpay shares is expected to be 29 October 2025. The record date for participation in the Scheme is expected to be 7.00pm on 31 October and implementation of the Scheme is expected to occur on 4 November 2025.

END

For further information contact: Cherise Barrie, +64 275 036 119

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

www.smartpayinvestor.com

REGISTERED AND PRINCIPAL OFFICES

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SHAREHOLDER ENQUIRIES

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