

Scheme of arrangement with Shift4

– Final Court orders granted

Smartpay Holdings Limited (**Smartpay**) advises that the High Court has granted final orders approving the scheme of arrangement under which Shift4 Holdings Limited (**Shift4**) will acquire all of the ordinary shares in Smartpay (the **Scheme**).

Smartpay has applied to NZX and ASX for trading in its shares to be suspended and, subject to satisfaction of the remaining conditions and implementation of the Scheme, for Smartpay to be delisted from NZX and ASX from close of trading on the Implementation Date. The intended timetable is:

Date (2025)	Event
29 October	Trading Halt Date – Smartpay shares will be suspended from trading on both the NZX Main Board and ASX.
7.00pm (NZDT) on 31 October	Record Date – Date for determining entitlements to the consideration.
4 November	Implementation Date – Date on which the Smartpay shares will be transferred to Shift4 and Scheme shareholders will be paid.
Close of trading on 4 November	Delisting of Smartpay shares from the NZX and ASX

The remaining conditions relate to the absence of certain circumstances, there being no “Material Adverse Change”, no “prescribed occurrences” and no relevant restraint by a government agency.

Provided that the Scheme becomes unconditional, holders of Smartpay shares on the Scheme record date of 7:00pm (NZDT) on 31 October 2025 will, for each Smartpay share held at that time, receive the consideration of NZ\$1.20 in cash on the Implementation Date (which is expected to be 4 November 2025).

A copy of the final court orders relating to the Scheme are attached.

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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Email: info@smartpay.com.au

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SHAREHOLDER ENQUIRIES

Enquiries concerning shareholdings should be addressed to:

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