NEW ZEALAND'S EXCHANGE
TE PAEHOKO O AOTEAROA

Capital Change Notice

31 October 2025

Section 1: Issuer information	
Name of issuer	Smartpay Holdings Limited
NZX ticker code	SPY
Class of financial product	Ordinary Shares
ISIN (If unknown, check on NZX website)	NZDMBE0001S2
Currency	NZD
Section 2: Capital change details	
Number issued/acquired/redeemed	4,845,144
Nominal value (if any)	Nil
Issue/acquisition/redemption price per security	Shares issued on the vesting of share performance rights are issued for nil consideration. share performance rights have a nil exercise price.
Nature of the payment (for example, cash or other consideration)	Not applicable
Amount paid up (if not in full)	Not applicable
Percentage of total class of Financial Products issued/acquired/redeemed/ (calculated on the number of Financial Products of the Class, excluding any Treasury Stock, in existence)[1]	2.00%
For an issue of Convertible Financial Products or Options, the principal terms of Conversion (for example the Conversion price and Conversion date and the ranking of the Financial Product in relation to other Classes of Financial Product) or the Option (for example, the exercise price and exercise date)	The full details of the Share Performance Rights were set out in the market announcement “Share Performance Rights & Capital Management” on 19 August 2024. Each vested share performance right entitles the holder to one fully paid ordinary share in SPY. Smartpay’s long-term Incentive plan rules were amended by its directors on 11 July 2025 to allow for the unconditional vesting of the share performance rights if a scheme of arrangement is implemented prior to the exercise date of the share performance rights.

[1] The percentage is to be calculated immediately before the issue, acquisition, redemption or Conversion.

Reason for issue/acquisition/redemption and specific authority for issue/acquisition/redemption/ (the reason for change must be identified here)	Issued in accordance with the LTI Plan Rules in anticipation of implementation of the scheme of arrangement between Smartpay and Shift4 Holdings Limited on 4 November.
Total number of Financial Products of the Class after the issue/acquisition/redemption/Conversion (excluding Treasury Stock) and the total number of Financial Products of the Class held as Treasury Stock after the issue/acquisition/redemption.	246,788,608
In the case of an acquisition of shares, whether those shares are to be held as treasury stock	Not applicable
Specific authority for the issue, acquisition, or redemption, including a reference to the rule pursuant to which the issue, acquisition, or redemption is made	Directors' resolution dated 11 July 2025 and directors' resolution dated 14 October 2025 and NZX Listing Rule 4.6.
Terms or details of the issue, acquisition, or redemption (for example: restrictions, escrow arrangements)	See above. The shares are issued for nil consideration, in accordance with Smartpay's long-term incentive plan. There are no restrictions on the shares.
Date of issue/acquisition/redemption[2]	30 Oct 2025
Section 3: Authority for this announcement and contact person	
Name of person authorised to make this announcement	Cherise Barrie
Contact person for this announcement	Cherise Barrie
Contact phone number	027 503 6119
Contact email address	Cherise.barrie@smartpay.co.nz
Date of release through MAP	31 Oct 2025

[2] Continuous issuers using this form in reliance on Rule 3.13.2, please indicate the period during which the relevant issue/acquisition/redemptions were made (for example, 1 January 2019 to 31 January 2019).