

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Pushpay Holdings Limited (**Pushpay**)

ABN

613 314 104 (ARBN)

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|---|
| 1 | +Class of +securities issued or to be issued | (a) Pushpay Ordinary Shares (Ordinary Shares)
(b) Conditional agreement to issue Ordinary Shares (Restricted Share Units or RSUs). Each RSU entitles the holder to be issued with one Ordinary Share in Pushpay subject to satisfaction of certain vesting criteria |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | (a) 76,020 Ordinary Shares
(b) 478,691 RSUs relating to the future issue of up to 478,691 Ordinary Shares |

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- | | |
|--|---|
| <p>3 Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)</p> | <p>(a) Fully paid Ordinary Shares issued to Pushpay Trustees Limited through Pushpay's share incentive scheme in New Zealand (SIS), to be held for the benefit of certain employees who will become entitled to the Ordinary Shares subject to the terms of the SIS, including the continued employment of the relevant participating employee with the Pushpay Group on each relevant vesting date</p> <p>(b) RSUs have been granted pursuant to the Pushpay Holdings Limited 2016 Share Incentive Plan (RSU Scheme) as part of the remuneration package of certain employees based in the United States of America. The number of RSUs granted was calculated based on the total dollar equivalent entitlement of the relevant employees divided by NZ\$1.8509, being the 20 trading day Volume Weighted Average Price (VWAP) of Pushpay's Ordinary Shares on the NZX Main Board for the 20 trading days preceding 20 April 2017. The RSUs will vest in varying percentages in December in each of 2017 to 2020 subject to the terms of the RSU Scheme, including the continued employment of the relevant participating employee with the Pushpay Group on each relevant vesting date</p> |
|--|---|

<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>(a) Yes</p> <p>(b) N/A</p>
<p>5 Issue price or consideration</p>	<p>(a) NZ\$1.8509 per ordinary share (20 trading day VWAP of Pushpay's Ordinary Shares on the NZX Main Board for the 20 trading days preceding 20 April 2017)</p> <p>(b) RSUs were granted at a value of NZ\$1.8509 each (20 trading day VWAP of Pushpay's Ordinary Shares on the NZX Main Board for the 20 trading days preceding 20 April 2017). No cash consideration is required to be paid for the grant of the RSUs or for the RSUs to vest (i.e. for an equivalent number of Ordinary Shares to be issued)</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(a) Issue of Ordinary Shares to Pushpay Trustees Limited paid for in cash through the Company's share incentive scheme in New Zealand (SIS), to be held for the benefit of certain employees under the SIS. The SIS is intended to attract, retain and reward personnel and to motivate them to excel. The issue price reflects the market price (20 day VWAP) at the time that the Board resolved to issue Ordinary Shares under the SIS for the benefit of the relevant employees</p> <p>(b) Grant of RSUs pursuant to the RSU Scheme as part of the remuneration package of certain employees based in the United States of America. The issue price reflects the market price (20 day VWAP) at the time the Board resolved to grant RSUs to the relevant employees under the RSU Scheme</p>

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6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i> , and comply with section 6i	N/A
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of +securities issued without security holder approval under rule 7.1	N/A
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of +securities issued under an exception in rule 7.2	N/A
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	7.1: N/A 7.1A: N/A

7 *Issue dates

Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.

Cross reference: item 33 of Appendix 3B.

(a) 8 May 2017
(b) 8 May 2017

**8 Number and *class of all
*securities quoted on ASX
(including the *securities in
section 2 if applicable)**

Number	*Class
250,626,503	Ordinary Shares

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	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	2,011,293	Restricted Share Units (RSUs) granted to certain USA-based Pushpay employees relating to the future issue of up to 2,011,293 Ordinary Shares, including the RSUs granted as set out in this Appendix 3B and forfeited RSUs to date.
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	(a) As for all fully paid Ordinary Shares (b) N/A	

Part 2 - Pro rata issue

11 Is security holder approval required?	N/A
12 Is the issue renounceable or non-renounceable?	N/A
13 Ratio in which the +securities will be offered	N/A
14 +Class of +securities to which the offer relates	N/A
15 +Record date to determine entitlements	N/A
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17 Policy for deciding entitlements in relation to fractions	N/A
18 Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	N/A

19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A

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32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	*Issue date	N/A

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of *securities
(tick one)

(a) ☒ (in respect of the Ordinary Shares described in Part 1 only, i.e. referenced throughout in paragraph "(a)")

(b) ☐ All other *securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Questions 35-37- Not applicable

Entities that have ticked box 34(b)

Questions 38-42- Not applicable

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.


- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the + securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:  Date: 8 May 2017
(Director/Company secretary)

Print name: Shane Sampson