

Disclosure of movement of 1% or more in substantial holding
or change in nature of relevant interest, or both

Sections 277 and 278, Financial Markets Conduct Act 2013

To NZX Limited
and
To Pushpay Holdings Limited (NZSX:PPH)

Relevant event being disclosed:	Movement of 1% or more in substantial holding
Date of relevant event:	19 May 2017
Date this disclosure made:	22 May 2017
Date last disclosure made:	11 October 2016

Substantial product holder(s) giving disclosure

Full name(s):	Pushpay Holdings Limited ("PPH")
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Summary of substantial holding

Class of quoted voting products:	Ordinary shares in PPH (ISIN: NZPAYE0003S9)
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Summary for PPH

For **this** disclosure,—

(a) total number held in class:	13,226,460 ¹
(b) total in class:	250,626,503
(c) total percentage held in class:	5.277%

For **last** disclosure,—

(a) total number held in class:	151,134,516
(b) total in class:	250,318,071
(c) total percentage held in class:	60.377%

Details of transactions and events giving rise to relevant event

Details of the transactions or other events requiring disclosure:

Expiry of Escrow Deeds

In September 2016, PPH entered into Escrow Deeds with certain shareholders associated with directors of PPH under which those shareholders voluntarily agreed to certain restrictions on

¹ The total number represents the PPH shares subject to trading restrictions, as set out in Appendix 1, plus the unallocated PPH shares held by Pushpay Trustees Limited under the Share Incentive Scheme.

their ability to sell, transfer or otherwise dispose of their PPH shares. On 19 May 2017, the Escrow Deed restrictions applying to the shareholders in the following table, in respect of their shares in PPH set out in that table (136,554,720 in total), expired. PPH no longer has a relevant interest in those shares.

Name(s) of Shareholder(s)	Director associated with shareholder	Number of shares with trading restrictions expiring on 19 May 2017
DDS Trustee Services Limited	Christopher Heaslip	29,712,148
Eliot Barry Crowther, Dorette Crowther & Crowther Trustee Limited	Eliot Crowther	27,918,976
Douglas David Kemsley, Linda Tanu Kemsley & Michael John Roberts	Douglas Kemsley	14,000,000
Graham John Shaw	Graham Shaw	95,584
Graham John Shaw & Delwyn Joy Shaw	Graham Shaw	903,896
Christopher & Banks Private Equity V Limited	Christopher Huljich	50,593,660
Christopher Peter Huljich & Colin Gordon Powell	Christopher Huljich	8,371,924
Christopher Peter Huljich, Constance Maria Huljich & Elizabeth Anne Ferguson	Christopher Huljich	3,769,268
Huljich Family Trust Nominees Limited	Christopher Huljich	1,082,124
William Norman Birnie, Nicole Marie Way & Christopher Peter Huljich	Christopher Huljich	107,140

Copies of the Escrow Deeds were attached to PPH's substantial product holder notice dated 27 September 2016.

Share Incentive Scheme ("SIS") – Share transfer restrictions

The SIS is an employee share scheme operated by PPH to incentivise employees. Participants in the SIS must comply with the rules of the SIS and the trust deed for the SIS. Legal ownership of the shares issued under the SIS is held by Pushpay Trustees Limited (a wholly-owned subsidiary of Pushpay) as the trustee of the SIS pending the transfer of legal title to an employee on satisfaction of vesting criteria.

Clause 7.1 of the SIS rules restricts an SIS participant's ability to sell, transfer or otherwise dispose of the shares held by the trustee for the participant's benefit (as beneficial owner) under the SIS, until legal ownership in their shares are transferred to the participant.

In the period since 11 October 2016:

- Legal title to 1,661,768 shares was transferred to certain employees of PPH under PPH's SIS. PPH no longer has a relevant interest in those shares. No additional consideration was paid for the transfer of legal title.
- Pushpay Trustees Limited acquired the beneficial ownership of 706,892 shares from SIS participants who ceased to be employees of the PPH group prior to those persons becoming entitled to legal ownership of those shares under the SIS. The aggregate amount paid to acquire beneficial ownership of those shares was \$353,495.45.

- A total of 179,584 shares were allotted to Pushpay Trustees Limited for an aggregate purchase price of \$351,004.94.
- A further 684,606 shares were allocated to employees under the SIS. Those shares are beneficially owned by the employees, and are held by Pushpay Trustees Limited on trust, subject to the SIS trust deed and rules, including clause 7.1 of the SIS rules (as summarised above). The aggregate purchase price for those shares was \$477,260.44.
- Certain employees who are participants in the SIS have entered into Participant Undertakings under which they have agreed, subject to certain exceptions, not to sell, transfer or otherwise dispose of those shares for a minimum of 12 months after the shares were allocated to them ("**SIS Participant Undertakings**"). No additional consideration was provided for the SIS Participant Undertakings.

Appendix 1 sets out the dates on which legal ownership of SIS shares is due to be transferred to their beneficial owners and, where a beneficial owner has agreed to an SIS Participant Undertaking, the end-date of that SIS Participant Undertaking.

*Restricted Share Unit ("**RSU**") – Participant Undertaking*

Separate to the SIS, PPH has established a share incentive plan for US-based employees ("**RSU Plan**"), under which selected employees of the PPH group are granted RSUs as part of their remuneration package. An RSU is a conditional agreement by PPH to issue shares to an employee, subject to the satisfaction of certain vesting criteria. The vesting criteria and other terms of an employee's RSU are set out in the RSU Plan and in a Restricted Share Unit Award Agreement entered into between PPH and the employee ("**RSU Agreement**").

In the period since 11 October 2016, a total of 128,848 PPH shares have been issued upon vesting of RSUs granted to employees under their respective RSU Agreements. Those shares are subject to a Participant Undertaking with each employee ("**RSU Participant Undertaking**"), under which the employee has agreed to certain restrictions, including:

- An undertaking, subject to certain exceptions, not to sell, transfer or otherwise dispose of those shares for 12 months after the issue of the shares.
- A separate undertaking not to sell, transfer or otherwise dispose of those shares for a period of up to 180 days following the effective date of any registration statement filed by PPH under the US Securities Act (or such other period to accommodate certain regulatory restrictions).²

It is a requirement of the RSU Plan for employees to provide RSU Participant Undertakings. No additional consideration was provided for the RSU Participant Undertakings.

² PPH has been advised that this is a standard restriction contained in RSU arrangements of this nature. PPH is not currently seeking the registration of shares or other securities under the US Securities Act.

Details after relevant event

Details for PPH

Nature of relevant interest: Power to control the disposition of ordinary shares in PPH held by the persons listed in Appendix 1 of this notice.

Arrangements under which the relevant interest arises

As described in Appendix 1, PPH's relevant interest arises under the following arrangements:

- Investor Undertakings given by certain persons in favour of PPH in connection with the private placement completed on 5 October 2015 (together, the **"Investor Undertakings"**);
- the trust deed for, and rules of, the SIS under which PPH issues shares to Pushpay Trustee Limited (as trustee for the SIS) for the benefit of certain employees;
- Agency Agreements between Pushpay Limited and certain shareholders in PPH, entered into in connection with PPH's October 2016 private placement (**"Agency Agreements"**);
- the RSU Participant Undertakings with employees who received PPH shares under the RSU Plan and their respective RSU Agreements; and
- the SIS Participant Undertakings with certain employees who are participants in the SIS.

Under those arrangements, certain persons have agreed to the imposition of certain restrictions on their ability to sell, transfer or otherwise dispose of their PPH shares. Appendix 1 sets out the number and percentage of PPH shares that are subject to such restrictions, as well as the expiry dates of those restrictions. PPH has a relevant interest in the shares subject to the Agency Agreement restrictions, as Pushpay Limited is a wholly owned subsidiary of PPH.

Relevant agreements

- Investor Undertakings: Copies of the Investor Undertakings were attached to PPH's substantial product holder notice dated 5 October 2015.
- SIS: Copies of the rules of the SIS and the trust deed for the SIS were attached to PPH's substantial product holder notice dated 27 September 2016.
- Agency Agreements: Copies of the Agency Agreements were attached to Pushpay Limited's substantial product holder notice dated 4 October 2016.
- RSU Participant Undertakings: The form of RSU Participant Undertaking is attached as Appendix 3.
- SIS Participant Undertakings: The form of the SIS Participant Undertaking is attached as Appendix 2.

For that relevant interest,—

(a) number held in class: 13,024,590

- (b) percentage held in class: 5.197%
- (c) current registered holders: Refer to the table in Appendix 1
- (d) registered holders once transfers are registered: Not applicable, except that legal title to 1,661,768 PPH shares has been transferred to employees under the SIS since 11 October 2016

Nature of relevant interest: Power to control the acquisition of beneficial title to ordinary shares in PPH held by Pushpay Trustees Limited for the participant's benefit (as beneficial owner) under the SIS.³

Under the SIS rules (including clauses 9, 10 and 11), if certain events occur, PPH may require an employee who is the beneficial owner of PPH shares under the SIS to sell the beneficial ownership of those shares back to Pushpay Trustees Limited.

For that relevant interest,—

- (a) number held in class: 737,305
- (b) percentage held in class: 0.294%
- (c) current registered holders: Pushpay Trustees Limited
- (d) registered holders once transfers are registered: Not applicable

Nature of relevant interest: Deemed relevant interest in ordinary shares in PPH held by Pushpay Trustees Limited.

PPH holds all of the shares in Pushpay Trustees Limited and, therefore, is deemed to have a relevant interest in all of the PPH shares held by Pushpay Trustees Limited.

For that relevant interest,—

- (a) number held in class: 939,175
- (b) percentage held in class: 0.375%
- (c) current registered holders: Pushpay Trustees Limited
- (d) registered holders once transfers are registered: Not applicable

³ The full terms of the SIS rules and trust deed were disclosed in the substantial product holder notice dated 27 September 2016. This relevant interest has been separately included in this substantial product holder notice to ensure full disclosure and transparency.

Additional information

Address of substantial product holder: Level 6, 167 Victoria Street West, Auckland.

Contact details: Sarah Elder | +64 21 637 449 | investors@pushpay.com

Name of any other person believed to have given, or believed to be required to give, a disclosure under the Financial Markets Conduct Act 2013 in relation to the financial products to which this disclosure relates: None.

Additional information⁴

Christopher Heaslip is also a director of PPH. This disclosure also constitutes disclosure for the purposes of the directors' and senior managers' disclosure obligations.

Eliot Crowther is also a director of PPH. This disclosure also constitutes disclosure for the purposes of the directors' and senior managers' disclosure obligations.

Douglas Kemsley is also a director of PPH. This disclosure also constitutes disclosure for the purposes of the directors' and senior managers' disclosure obligations.

Graham Shaw is also a director of PPH. This disclosure also constitutes disclosure for the purposes of the directors' and senior managers' disclosure obligations.

Christopher Huljich is also a director of PPH. This disclosure also constitutes disclosure for the purposes of the directors' and senior managers' disclosure obligations.

Certification

I, Shane Sampson, certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made

⁴ See the table on page 2.

APPENDIX 1

Details of PPH ordinary shares subject to trading restrictions

See separate table

Name(s) of Shareholder(s)	Number of shares that are subject to trading restrictions*	Percentage held in class	Relevant agreement	Expiry date of restriction	Comments
Pushpay Trustees Limited (as trustee of the SIS for the benefit of certain employee participants)	28,960	0.012%	Clause 7.1 of the SIS Rules	31-Mar-20	Under the rules of the SIS, legal title to the shares specified in the "Number of shares that are subject to trading restrictions" column is transferrable to certain employee participants around the date specified in the "Expiry date of restriction" column
Pushpay Trustees Limited (as trustee of the SIS for the benefit of certain employee participants)	124,295	0.050%	Clause 7.1 of the SIS Rules	30-Sep-19	Under the rules of the SIS, legal title to the shares specified in the "Number of shares that are subject to trading restrictions" column is transferrable to certain employee participants around the date specified in the "Expiry date of restriction" column
Pushpay Trustees Limited (as trustee of the SIS for the benefit of certain employee participants)	35,353	0.014%	Clause 7.1 of the SIS Rules	31-Mar-19	Under the rules of the SIS, legal title to the shares specified in the "Number of shares that are subject to trading restrictions" column is transferrable to certain employee participants around the date specified in the "Expiry date of restriction" column
Pushpay Trustees Limited (as trustee of the SIS for the benefit of certain employee participants)	140,427	0.056%	Clause 7.1 of the SIS Rules	30-Sep-18	Under the rules of the SIS, legal title to the shares specified in the "Number of shares that are subject to trading restrictions" column is transferrable to certain employee participants around the date specified in the "Expiry date of restriction" column

Pushpay Trustees Limited (as trustee of the SIS for the benefit of certain employee participants)	238,036	0.095%	Clause 7.1 of the SIS Rules	31-Mar-18	<p>Under the rules of the SIS, legal title to the shares specified in the “Number of shares that are subject to trading restrictions” column is transferrable to certain employee participants around the date specified in the “Expiry date of restriction” column.</p> <p>Of the shares which are transferable on 31 March 2018, 21,720 shares are subject to restrictions on sale until 31 March 2019 under SIS Participant Undertakings in the form attached as Appendix 2</p>
Pushpay Trustees Limited (as trustee of the SIS for the benefit of certain employee participants)	170,234	0.068%	Clause 7.1 of the SIS Rules	30-Sep-17	<p>Under the rules of the SIS, legal title to the shares specified in the “Number of shares that are subject to trading restrictions” column is transferrable to certain employee participants around the date specified in the “Expiry date of restriction” column.</p> <p>Of the shares which are transferrable on 30 September 2017, 10,166 are subject to restrictions on sale to 31 March 2018 under SIS Participant Undertakings in the form attached as Appendix 2</p>
26 Employees holding 128,848 shares in aggregate	128,848	0.051%	RSU Participant Undertakings	31-Mar-18	The form of RSU Participant Undertaking is attached Appendix 3
Alexander Ernest Houghton	122,948	0.049%	Investor undertaking dated 11 September 2015	5-Oct-17	Attached to PPH’s substantial product holder notice dated 5 October 2015
Blair Wolfgram & Anita Wolfgram	819,672	0.327%	Investor undertaking dated 1 September 2015	5-Oct-17	Attached to PPH’s substantial product holder notice dated 5 October 2015
FNZ Custodians Limited	410,652	0.164%	Investor undertaking dated 29 September 2015	5-Oct-17	Attached to PPH’s substantial product holder notice dated 5 October 2015
Sutton Group Holdings Limited	819,672	0.327%	Investor undertaking dated 11 September 2015	5-Oct-17	Attached to PPH’s substantial product holder notice dated 5 October 2015

Emma Jane Gordon & East Street Trustees Limited (Note that on 27 April 2017, Bruce Patrick Gordon replaced East Street Trustees Limited as a legal holder of these shares, as a new trustee of the East Street Trust)	174,044	0.069%	Investor undertaking dated 17 September 2015	5-Oct-17	Attached to PPH's substantial product holder notice dated 5 October 2015
Aaron Richard Bhatnagar & Alexander Ernest Houghton	1,065,572	0.425%	Investor undertaking dated 30 August 2015	5-Oct-17	Attached to PPH's substantial product holder notice dated 5 October 2015
Christopher Peter Huljich, Constance Maria Huljich & Elizabeth Anne Ferguson	230,544	0.092%	Investor undertaking dated 29 September 2015	5-Oct-17	Attached to PPH's substantial product holder notice dated 5 October 2015
Christopher & Banks Private Equity V Limited	3,621,912	1.445%	Investor undertaking dated 29 September 2015	5-Oct-17	Attached to PPH's substantial product holder notice dated 5 October 2015
Graham John Shaw & Delwyn Joy Shaw	409,836	0.164%	Investor undertaking dated 10 September 2015	5-Oct-17	Attached to PPH's substantial product holder notice dated 5 October 2015
David Leo Hickey	103,100	0.041%	Agency Agreement with Pushpay Limited dated 4 October 2016	5-Oct-17	Attached to Pushpay Limited's substantial product holder notice dated 4 October 2016
Noah John Hickey & Susannah Rose Hickey & Hayman Trustees Limited	248,544	0.099%	Agency Agreement with Pushpay Limited dated 4 October 2016	5-Oct-17	Attached to Pushpay Limited's substantial product holder notice dated 4 October 2016
Rex Macdonald	200,000	0.080%	Agency Agreement with Pushpay Limited dated 4 October 2016	5-Oct-17	Attached to Pushpay Limited's substantial product holder notice dated 4 October 2016
Shannon Trustee Company Ltd & Ruth Shannon & Ross Shannon	3,736,209	1.491%	Agency Agreement with Pushpay Limited dated 4 October 2016	5-Oct-17	Attached to Pushpay Limited's substantial product holder notice dated 4 October 2016

Troy Arden Pollock	195,732	0.078%	Agency Agreement with Pushpay Limited dated 4 October 2016	5-Oct-17	Attached to Pushpay Limited's substantial product holder notice dated 4 October 2016
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Total number of PPH shares subject to trading restrictions	13,024,590	5.197%
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* The number of shares set out in this table reflect the number of shares that are subject to trading restrictions. The actual number of shares held or controlled by the shareholders named in this table may differ.

Appendix 2

Form of SIS Participant Undertakings

PARTICIPANT UNDERTAKING

BY [] ("Participant")

IN FAVOUR OF PUSHPAY HOLDINGS LIMITED ("Company")

The Participant has accepted the Company's invitation to participate in the Company's Share Incentive Scheme. The rules of the Share Incentive Scheme prohibit the Participant from transferring or otherwise dealing with the shares in the Company issued to the Participant until the legal ownership of those shares have been transferred to the Participant.

In addition to the transfer restrictions set out in the rules of the Share Incentive Scheme, in respect of the [] shares in the Company ("**Relevant Shares**") which, subject to the rules of the Share Incentive Scheme, are due to be transferred to the Participant on or around [], the Participant hereby undertakes not to sell, transfer or otherwise dispose or offer to sell, transfer or otherwise dispose of any legal or beneficial interest in, or control over, any Relevant Shares until 11.59 pm on **[agreed date that is not less 12 months after the issue date]**, except:

- (a) for the transfer of legal title to the Relevant Shares from Pushpay Trustee Limited to the Participant under the rules of the Share Incentive Scheme;
- (b) with the prior written consent of the Company;
- (c) to accept a takeover offer under the Takeovers Code;
- (d) for compulsory acquisition of the Company's shares under the Takeovers Code;
- (e) to accept a buyback offer from the Company; or
- (f) by way of a scheme of arrangement approved by the Company's shareholders under the Companies Act 1993.

Nothing in this undertaking gives the Company any control over the Participant's voting rights.

EXECUTED AS A DEED

Date:

SIGNED by [] in the presence of:

[]

Signature of witness

Name of witness

Occupation

City/town of residence

Appendix 3

Form of RSU Participant Undertakings

EXHIBIT B

PARTICIPANT UNDERTAKING

PARTICIPANT :
COMPANY : PUSHPAY HOLDINGS LIMITED
SECURITY : SHARES
AMOUNT :
DATE :

In connection with the receipt of the above-listed Shares, the undersigned Participant undertakes to the Company as follows:

The Participant hereby agrees that Participant shall not, for a period of 12 months after the issue of the above listed-Shares to the Participant, offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend, or otherwise transfer or dispose of, directly or indirectly, those Shares except: (a) with the prior written consent of the Company; (b) to accept a takeover offer under the Takeovers Code (NZ); (c) for compulsory acquisition of the Shares under the Takeovers Code (NZ); (d) to accept a buyback offer from the Company; or (e) by way of a scheme of arrangement approved by the Company's shareholders under the Companies Act 1993 (NZ).

In addition, and without limiting the foregoing paragraph, Participant hereby agrees that Participant shall not offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend, or otherwise transfer or dispose of, directly or indirectly, any Shares (or other securities) of the Company or enter into any swap, hedging or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of any Shares (or other securities) of the Company held by Participant (other than those included in the registration) for a period specified by the representative of the underwriters of Shares (or other securities) of the Company not to exceed one hundred and eighty (180) days following the effective date of any registration statement of the Company filed under the Securities Act (or such other period as may be requested by the Company or the underwriters to accommodate regulatory restrictions on (i) the publication or other distribution of research reports and (ii) analyst recommendations and opinions, including, but not limited to, the restrictions contained in NASD Rule 2711(f)(4) or NYSE Rule 472(f)(4), or any successor provisions or amendments thereto).

PARTICIPANT:

PUSHPAY HOLDINGS LIMITED

Signature

By

Print Name

Title

Residence Address: