

Annual Meeting 2019 Proxy Form

The Annual Meeting of Pushpay Holdings Limited ('Pushpay') will be held at the Conference Centre, Level 2, 167 Victoria Street West, Auckland, New Zealand, on **Wednesday, 19 June 2019** commencing at **2:00 pm (NZT)**.

Attending

If you are attending the Annual Meeting, please bring this Proxy Form intact to the meeting as the barcode is required for registration purposes. You may also download the LinkVote App on the Apple App Store or Google Play Store if you would like to vote during the meeting using your mobile phone.

Not attending (Proxy Form)

If you do not propose to attend the Annual Meeting and wish to appoint a proxy to attend and vote at the Annual Meeting on your behalf, please complete and lodge this Proxy Form, to be received by Link Market Services, no later than 2:00 pm (NZT) on Monday, 17 June 2019. You can also appoint a proxy, vote on the resolutions and submit questions to be answered at the Annual Meeting online by visiting <http://vote.linkmarketservices.com/PPH>. Proxies need to be lodged as per the instructions below. You may appoint the Chairman of the Annual Meeting as your proxy by writing "Chairman of the Meeting" under Step 1 overleaf.

Webcast

If shareholders are unable to attend the meeting in person, they can join us via live video webcast by visiting pushpay.com/investors. The Annual Meeting will be available for on-demand viewing for three months following the Annual Meeting. Shareholders following proceedings via live video webcast can ask questions through the webcast platform but cannot vote through the webcast platform. All shareholders attending the Annual Meeting by webcast and wanting to vote, must do so by completing and returning this Proxy Form. Please see 'Return this Proxy Form' for instructions.

Instructions

Please register and be seated for the Annual Meeting by 1:50 pm (NZT) on Wednesday, 19 June 2019. Shareholders must register with Link Market Services on arrival. A shareholder entitled to attend and vote at the Annual Meeting is entitled to appoint a proxy or, in the case of a corporate shareholder, a representative, to attend and vote instead of him/her. That proxy or representative need not also be a shareholder. This Proxy Form must be signed by the shareholder or his/her/its attorney duly authorised in writing. In the case of a joint shareholding, this Proxy Form must be signed by each of the joint shareholders (or their duly authorised attorney). In the case of a corporate shareholder, this Proxy Form must be signed by a director or a duly authorised officer acting under the express or implied authority of the shareholder, or an attorney duly authorised by the shareholder. If this Proxy Form is signed by an attorney, when you return this Proxy Form to Link Market Services you must include with the Proxy Form a copy of the power of attorney (certified by a Solicitor, Justice of the Peace or Notary Public), together with an appropriate certificate of non-revocation. If you return this form without directing the proxy how to vote on any particular matter, your instruction will be to abstain from voting and your vote will not be counted when calculating a majority for that item. If you return this form without appointing a proxy, your Proxy Form will be invalid. If you have any questions regarding your voting please call the Link Market Services investor helpline on +64 9 375 5998 between 8:30 am and 5:00 pm (NZT) or email meetings@linkmarketservices.co.nz.

Return this Proxy Form

Online	https://vote.linkmarketservices.com/PPH
Scan & email	meetings@linkmarketservices.co.nz
Fax	+64 9 375 5990
Mail	Link Market Services, PO Box 91976, Auckland 1142, New Zealand
Deliver	Link Market Services, Level 11, Deloitte Centre, 80 Queen Street, Auckland 1010, New Zealand

Step 1: Appoint a proxy to vote on your behalf

I/We being a shareholder(s) of Pushpay Holdings Limited

hereby appoint (full name of proxy)

or failing that person (full name of proxy)

as my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of Pushpay to be held on Wednesday, 19 June 2019 commencing at 2:00 pm (NZT) and at any adjournment of that meeting.

Step 2: Proxy voting instructions

If you appoint a proxy, you may either direct your proxy how to vote for you or you may give your proxy discretion to vote as he or she sees fit. If you wish to give your proxy discretion, then you must mark the appropriate "Discretion" box(es) on this Proxy Form to grant your proxy that discretion.

This form is to be used to vote as follows:

Tick (✓) in box to vote

Resolutions	For	Against	Abstain	Discretion
1. That the existing constitution of the Company is revoked, and the constitution tabled at the Meeting and referred to in Explanatory Note 2 is adopted as the constitution of the Company with effect on 1 July 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That Mr Christopher Heaslip, retiring from office as a Director of Pushpay by rotation and being eligible for re-election, be re-elected as a Director of Pushpay.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That Mr Graham Shaw, retiring from office as a Director of Pushpay by rotation and being eligible for re-election, be re-elected as a Director of Pushpay.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. That Mr Peter Huljich, appointed by the Board as a Non-executive Director with effect on 8 May 2019, be elected as a Director of Pushpay.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. That the total amount of remuneration payable per annum to Non-executive Directors be increased from US\$450,000 to US\$650,000, to be paid and allocated to the Non-executive Directors as the Board considers appropriate and that any remuneration payable to Non-executive Directors may, at the Board's discretion, be paid either in part or in whole by way of an issue of ordinary shares in the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. That the Board be authorised to fix the fees and expenses of Deloitte as auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

and to vote on any other resolutions put before the meeting to amend any of the resolutions, on any resolution so amended, and on any other resolution proposed or procedural matter raised at the meeting (or any adjournment thereof). The Chairman of the Annual Meeting and any Director appointed as proxy intends to vote any discretionary proxies in favour of resolutions 1 to 6. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

Step 3: Shareholder questions

Shareholders who attend the Annual Meeting either in person or via webcast will have the opportunity to ask questions during the meeting. If you cannot attend the Annual Meeting but would like to ask a question you can submit a question online by going to <http://vote.linkmarketservices.com/PPH> and completing the online validation process or complete the question section below and return to Link Market Services by one of the methods overleaf. Questions will need to be submitted no later than 2:00 pm (NZT) on Monday, 17 June 2019. The Board will endeavour to address and answer all questions at the Annual Meeting.

Questions

Step 4: Signature of shareholder(s)

Signature(s) (all shareholders must sign)

Date

Mobile

Email

If you received this Proxy Form by mail and would like to receive your Pushpay investor communications electronically, please provide your email address above. By including your email address above and returning your Proxy Form to Link Market Services you are notifying Pushpay (including for the purposes of section 391(3A) of the Companies Act 1993) that you wish to receive all Pushpay documents (including notices, statements and reports) by electronic means and that those documents should be sent to the email address above. Pushpay may send documents to you by electronic means by sending you a link to a website on which the relevant document is available.