

## Notice of Annual Meeting 2020

Notice is hereby given that the Annual Shareholders' Meeting 2020 (the 'Meeting') of Pushpay Holdings Limited ('Pushpay' or 'the Company') will be held online by virtual webcast on **Thursday, 18 June 2020** commencing at **2:00 pm (NZT)**.

Due to the current COVID-19 situation, Pushpay has decided to take the prudent step to hold its Annual Meeting online only. We invite you to join us for the virtual Annual Meeting online at [www.virtualmeeting.co.nz/PPH20](http://www.virtualmeeting.co.nz/PPH20). Shareholders will be able to vote and ask questions at the virtual meeting.

**Where:** [www.virtualmeeting.co.nz/PPH20](http://www.virtualmeeting.co.nz/PPH20)

**When:** 2:00 pm (NZT) on Thursday, 18 June 2020

If you cannot attend, we encourage you to complete and lodge the Proxy Form in accordance with the instructions on the back of the form so that it reaches Link Market Services by 2:00 pm (NZT) on Tuesday, 16 June 2020.

### *Items of business*

- A. Chairman's address**
- B. Chief Executive Officer's presentation**
- C. Shareholder questions**

Consideration of any shareholder questions submitted prior to the Meeting (to the extent these questions have not already been addressed in the Chairman's address or the Chief Executive Officer's presentation) and any shareholder questions raised at the meeting. (See *Explanatory Note 1*)

- D. Resolutions**

**Resolution 1:** That Ms Justine Smyth, appointed by the Board as an Independent Director with effect on 26 August 2019, be elected as a Director of Pushpay. (See *Explanatory Note 2*)

**Resolution 2:** That Mr Christopher Fowler, appointed by the Board as an Executive Director with effect on 13 December 2019, be elected as a Director of Pushpay. (See *Explanatory Note 2*)

**Resolution 3:** That Ms Lovina McMurchy, appointed by the Board as an Independent Director with effect on 30 March 2020, be elected as a Director of Pushpay. (See *Explanatory Note 2*)

**Resolution 4:** That the Board be authorised to fix the fees and expenses of Deloitte as auditor. (See *Explanatory Note 3*)

- E. Other business**

To consider any other matter raised by a shareholder at the Meeting.

### *Virtual Annual Meeting*

Shareholders (and appointed proxies) will only be able to attend and participate in the Annual Meeting virtually via an online platform provided by our share registrar, Link Market Services at [www.virtualmeeting.co.nz/PPH20](http://www.virtualmeeting.co.nz/PPH20).

Shareholders attending and participating in the Annual Meeting virtually via the online platform will be able to vote and ask questions during the Annual Meeting. More information regarding virtual attendance at the Annual Meeting (including how to vote and ask questions virtually during the Meeting) is available in the Virtual Annual Meeting Online Portal Guide, which accompanies this announcement and is available on our website ([www.pushpay.com/investors](http://www.pushpay.com/investors)).

Pushpay strongly recommends that shareholders who wish to participate in the meeting virtually log in to the online portal at least 15 minutes prior to the scheduled start time for the meeting.

### *Voting*

Voting entitlements for the Meeting will be determined as at 5:00 pm (NZT) on Tuesday, 16 June 2020. Registered shareholders at that time will be the only persons entitled to vote at the Meeting and only the shares registered in those shareholders' names at that time may be voted at the Meeting. If you are entitled to vote and wish to do so in-person at the Meeting, you should attend the Meeting online. A corporation may appoint a person to attend the meeting as its representative in the same manner as a proxy is appointed.

The Chairman will require voting at the Annual Meeting to be conducted by poll, as required by the NZX Listing Rules.

### *Proxies*

A Proxy Form is included with this Notice of Meeting. Any shareholder of Pushpay who is entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend the Meeting and vote on his or her behalf. A proxy need not be a shareholder of Pushpay.

A shareholder wishing to appoint a proxy can do so online in accordance with the instructions set out in the Proxy Form, or complete the accompanying Proxy Form and return it to Link Market Services Limited. To be a valid appointment of a proxy, a completed Proxy Form must be submitted to Link Market Services Limited by no later than 2:00 pm (NZT) on Tuesday, 16 June 2020. Please refer to the Proxy Form for ways that you can return your completed Proxy Form to Link Market Services Limited.

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 the Proxy Form to grant your proxy that discretion.

If you do not tick any box for a particular resolution, or the form is otherwise unclear, then your instruction will be to abstain. If you mark more than one box on an item, your vote will be invalid on that item. If you do not name a proxy on your Proxy Form, or you name a proxy and your named proxy does not attend the Meeting, the Chairman of Meeting will act as your proxy.

If you name the Chairman of the Meeting or any other Director as proxy, he or she intends to vote any discretionary proxies in favour of resolutions 1 to 4. If you do not name a proxy on your Proxy Form or your named proxy does not attend the Meeting, the Chairman of Meeting will only vote in accordance with your express voting directions on the Proxy Form (and will not vote on a resolution if the Proxy Form provides for a discretionary vote).

If you appoint a proxy, your proxy will have the discretion as to whether, and how, to vote on any procedural matters at the Meeting and on any resolution which is put to the Meeting and which is not set out above under "Resolutions" (including any resolution to amend a resolution, and any resolution which is so amended).

### *Resolution requirements and voting restrictions*

Resolutions 1 to 4 are ordinary resolutions. In order for each of resolutions 1 to 4 to be passed as an ordinary resolution, it must be approved by a simple majority of the votes of shareholders who are entitled to vote and vote on the resolution, in person or by proxy.

There are no voting restrictions on resolutions 1 to 4.

## Presentation materials

Copies of presentation materials from the Meeting will be released to the NZX and ASX, and available on Pushpay's investor website, just prior to the Meeting commencing.

By order of the Board,



Graham Shaw  
Independent Chairman

20 May 2020

## Explanatory notes

### Note 1 – Shareholder questions

If you decide to vote online as per the instructions on the Proxy Form, you will be able to provide your questions as part of that process. Alternatively, please write your questions in the space provided on the Proxy Form and return it to Link Market Services as per the instructions on the Proxy Form. If you are joining the meeting via live webcast online, you will be able to submit questions and vote via the webcast platform. Instructions on how to join the meeting online are set out above and on the Proxy Form.

### Note 2 – Election of Directors (Resolutions 1, 2 and 3)

Pursuant to NZX Listing Rule 2.7.1, a Director appointed by the Board must not hold office (without election) past the next annual meeting following the Director's appointment.

Each of Ms Justine Smyth, Mr Christopher Fowler and Ms Lovina McMurchy was appointed by the Board following the last annual meeting, and each offers herself or himself for election at the Meeting.

Relevant experience of the candidates offering themselves for election at the Meeting is set out below.



*Justine Smyth | Independent Director*

Justine Smyth was appointed as an Independent Director of Pushpay on 26 August 2019.

Justine has extensive listed-company governance experience and is currently the Chair of Spark New Zealand, a Director of Auckland International Airport and Chair of The Breast Cancer Foundation New Zealand. Justine's business experience includes financial performance, mergers and acquisitions and taxation of large enterprises as the Group Finance Director at Lion Nathan and a Partner at Deloitte.

Justine also has extensive experience running businesses, having owned and successfully operated two medium-sized businesses over a period of 11 years. Justine has a Bachelor of Commerce from the University of Auckland and she is a Fellow of Chartered Accountants Australia and New Zealand, and a Chartered Fellow of the Institute of Directors. Justine lives with her family in Auckland.



***Christopher (Chris) Fowler | Visionary and Executive Director***

Chris Fowler was appointed as Visionary and Executive Director of Pushpay on 13 December 2019, following the completion of Pushpay's acquisition of Church Community Builder, Inc.

Chris started working on what became Church Community Builder for his local church in 1999, recognising a need for an internet-based solution to help people and their church connect with each other and to make sure people were not falling through the cracks, when their desire was to find connection and community. As an entrepreneur with a passion for the local church, Chris imagined something beyond the outdated back office tools of the time, which ultimately resulted in the church management system that Church Community Builder now provides the church.

As the child of a worship pastor and grandchild of a senior pastor, Chris has been involved in the church his entire life, including serving on the elder board of two churches including the mega-church he currently attends, New Life Church, in Colorado Springs, Colorado, US (a Customer of both Pushpay and Church Community Builder).

Chris previously served as the CEO of Church Community Builder. Chris also played a key role in the formation of Outreach, Inc (<https://www.outreach.com>) and prior to that led and grew the Audio Books division of Ingram Entertainment. Chris brings key industry knowledge and 26 years of business experience to the Pushpay Board of Directors. Chris holds a Bachelor of Business Administration (BBA) from Belmont University. Chris lives with his family in Colorado Springs.



***Lovina McMurchy | Independent Director***

Lovina McMurchy was appointed as an Independent Director of Pushpay on 30 March 2020.

Lovina has spent 20 years as a global technology executive with experience ranging across product development, go-to-market execution and P&L management. At Amazon she built and grew several large new subscription businesses before moving on to Alexa Shopping where she was General Manager for customer engagement and growth. Lovina held several senior leadership roles at Microsoft, including being Chief Marketing Officer for Latin America and leading sales strategy and operations for the small to mid-market sales organisation in the US.

Lovina is a Venture Partner for Movac, a locally based New Zealand venture capital fund. She is also a member of the Institute of Directors and serves on several private company boards in the technology space. Lovina has a Masters in Statistics from the University of Auckland and an MBA from Harvard Business School. She is also a member of the Artificial Intelligence (AI) Forum of New Zealand. Lovina lives with her family in Auckland.

### Note 3 – Auditor’s remuneration (Resolution 4)

Deloitte is automatically reappointed as auditor of Pushpay under section 207T of the Companies Act 1993. Resolution 4, if passed by shareholders, would authorise the Board to fix the fees and expenses of the auditor.

### Board recommendations

The Board recommends that shareholders vote in favour of resolutions 1 to 4.

### Further information

If you have any questions or require further information in relation to the Meeting, please contact [investors@pushpay.com](mailto:investors@pushpay.com).