



ASX: SMP
NZX: SPY

SHARE INFORMATION

Issued Shares: 204,704,659

BOARD OF DIRECTORS

Non- Exec Chairman: Greg Barclay
Managing Director: Bradley Gerdis
Non-Executive: Matthew Turnbull
Non-Executive: Carlos Gill
Non-Executive: William Pulver
Executive Director: Marty Pomeroy

WEBSITES

www.smartpay.co.nz
www.smartpay.com.au
www.smartpayinvestor.com

REGISTERED OFFICES

New Zealand:
205 – 209 Wairau Road
Wairau Valley
Auckland 0627
New Zealand

Phone: +64 (0)9 442 2700
Fax: +64 (0)9 442 2722

info@smartpay.co.nz

Australia:
Level 2
117 York Street
Sydney
NSW 2000

Phone: +61 (0)2 7903 6302
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info@smartpay.com.au

Opening of Share Purchase Plan

2 June 2020

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

Smartpay Holdings Limited (NZX:SPY / ASX:SMP) ("Smartpay") announced today the opening of its A\$2,000,000 non-underwritten share purchase plan ("SPP"). The SPP follows the A\$13 million institutional, sophisticated and professional investor placement announced on 22 May 2020 (the "Placement").

Eligible existing Smartpay shareholders with a registered address in New Zealand or Australia will receive their application forms to apply for up to a maximum of NZ\$32,200 / AU\$30,000 of new shares per shareholder. The price of these shares will be A\$0.42 per share, being the same price at which shares were issued under the Placement.

The SPP Offer Booklet, together with an application form, will be sent today to eligible retail shareholders as at the record date of 28 May 2020 with a registered address in New Zealand or Australia.

The new shares to be issued under the SPP will rank equally in all respects with Smartpay's existing ordinary shares.

Key dates relating to the SPP are as follows:

SPP Record Date – 28 May 2020
SPP Opens – 2 June 2020
SPP Closes – 18 June 2020
Settlement on ASX – 23 June 2020
Settlement on NZX – 24 June 2020
Allotment of shares on NZX and ASX – 25 June 2020
Commencement of trading of shares on NZX – 25 June 2020
Commencement of trading of shares on ASX – 26 June 2020

The above timetable is indicative only and subject to change without notice (subject to applicable laws and the NZX Listing Rules and ASX Listing Rules). All dates and times are New Zealand times (unless stated otherwise).

A copy of the SPP Offer Booklet accompanies this announcement.

Ends

Approved for release by the Board of Smartpay Holdings Limited, 2 June 2020.

For further information contact: Bradley Gerdis, Managing Director, +61 (2) 7903 6333 / 64 (9) 442 2717 ENDS

Not for distribution or release in the United States.

This announcement does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or in any jurisdiction in which such an offer would be illegal. The SPP shares have not been, and will not be, registered under the United States Securities Act of 1933 (the U.S. Securities Act), or the securities laws of any state or other jurisdiction of the United States. Accordingly, the SPP shares may not be offered or sold, directly or indirectly, to any person in the United States or any person acting for the account or benefit of a person in the United States.

Corporate Directory

Registered and Principal offices

New Zealand:

205 – 209 Wairau Road
Wairau Valley, Auckland 0627

Email: info@smartpay.co.nz

Phone: +64 (0)9 442 2700

Fax: +64 (0)9 442 2722

Website:

www.smartpay.co.nz

Australia:

Level 2, 117 York Street
Sydney, NSW 2000

Email: info@smartpay.com.au

Phone: +61 (0)2 7903 6302

Fax: +61 (0)2 9869 4223

Website:

www.smartpay.com.au

Shareholder Enquiries

Enquiries concerning shareholdings should be addressed to:

New Zealand:

Computershare Investor Services Limited
Private Bag 92119, Auckland 1142

Phone: + 64 (0)9 488 8700

Fax: + 64 (0)9 488 8787

Australia:

Computershare Investor Services Pty Limited
GPO Box 3329
Melbourne, VIC 3001

Free phone: 1 800 501 366

Fax: +61 (0)3 9473 2500



Share Purchase Plan Offer Document

Smartpay Holdings Limited

2 June 2020

This is an important document. You should read the whole document before deciding whether to subscribe for shares in Smartpay Holdings Limited. If you have any doubts as to what you should do, you should consult your financial advisor.

This offer document may not be distributed outside New Zealand or Australia. NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

Contents

Key Information	1
Key Dates	2
Important Information	3
Chairman’s Letter	5
Questions & Answers	6
Terms & Conditions	9
Glossary	16
Directory	17

Key Information

Eligibility	You may participate in this Share Purchase Plan (SPP) if you were a shareholder of Smartpay Holdings Limited (Smartpay) at 7:00pm New Zealand time / 5:00pm Sydney time on the Record Date of 28 May 2020, with a registered address in New Zealand or Australia. You may not participate if you hold the Shares on behalf of another person who resides outside New Zealand or Australia. In particular, you are not eligible to participate in the SPP if you are in the United States or are acting for the account or benefit of a person in the United States.
Transferability	The offer made under this SPP is personal to you. You cannot transfer your entitlement to participate in the SPP to any other person.
Equal participation	Each Eligible Shareholder has the right to apply for the same maximum value of Shares on the same terms and conditions as each other Eligible Shareholder.
Application amount	If you wish to participate in this SPP, you apply for a dollar amount of Shares, not for a certain number of Shares. Eligible Shareholders can apply for Shares up to a maximum of NZ\$32,200 / A\$30,000. The maximum application amounts are based on the maximum limit under ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 of A\$30,000.
Issue Price of Shares	<p>The Shares will be issued at A\$0.42, being the same price that ordinary shares in Smartpay were issued to certain institutional, sophisticated and professional investors in a placement announced to the market on 22 May 2020. The issue price of A\$0.42 is less than the VWAP of Smartpay Shares on the ASX during the period from 22 May 2020 to 26 May 2020 (being A\$0.4602) and is less than the VWAP of Smartpay Shares on the NZX during the same period (being NZ\$0.4918, or A\$0.4582 using the NZ\$:A\$ exchange rate published by the New Zealand Reserve Bank on its website at 7:00pm New Zealand time on 27 May 2020).</p> <p>If you apply in New Zealand dollars, the issue price will be determined by reference to the NZ\$:A\$ exchange rate published by the New Zealand Reserve Bank on its website at 7:00pm New Zealand time on the Closing Date of 18 June 2020.</p>
No Underwriting	The SPP is not underwritten.
How to apply	You can apply by following the step-by-step instructions set out on the reverse of the enclosed personal Application Form. You should read the instructions on the Application Form carefully. Applications MUST be received by the Share Registrar by 7:00pm New Zealand time / 5:00pm Sydney time on the Closing Date of 18 June 2020 to be accepted.
Receiving your Shares	You will receive your Shares on or about 26 June 2020, unless the Closing Date is extended.
Offer size and scaling	Smartpay may accept applications for up to A\$2,000,000 of Shares in aggregate under the SPP. If Smartpay receives applications for Shares in excess of this amount, applications will be scaled down by reference to the shareholders' holding of Shares at the Record Date of the Offer (see clause 3 of the Terms and Conditions for more information about scaling).

Key Dates*

Date	Event	Summary
28 May 2020	Record Date	Record date to determine Eligible Shareholders as at 7.00pm NZ time / 5.00pm Sydney time.
2 June 2020	SPP Opening Date	SPP opens.
18 June 2020	SPP Closing Date	The SPP closes at 7:00pm NZ time / 5:00pm Sydney time, unless extended. Application Forms and payment must be received by the Share Registrar by this time.
19 June 2020	Announce Results of SPP	Announcement to be made on the NZX and ASX.
23 June 2020	ASX Settlement Date	Settlement on the ASX.
24 June 2020	NZX Settlement Date	Settlement on the NZX.
25 June 2020	Allotment Date	Shares allotted on the NZX and ASX.
25 June 2020	Commencement of trading on NZX	Trading of Shares under the SPP is expected to commence on the NZX.
26 June 2020	Commencement of trading on ASX	Trading of Shares under the SPP is expected to commence on the ASX.
29 June 2020	Despatch Date	Transaction confirmations despatched to participating shareholders.

* Smartpay reserves the right to alter any dates for the SPP (subject to NZX Listing Rules, ASX Listing Rules and applicable laws).

Important Information

General Information

This document has been prepared by Smartpay in connection with an offer of new ordinary Shares (“SPP” or “Offer”).

In New Zealand, the Offer is made to Eligible Shareholders under the exclusion in clause 19 of Schedule 1 of the Financial Markets Conduct Act 2013 and in reliance on a class waiver issued by NZX Regulation dated 19 March 2020. In Australia, the Offer is made to Eligible Shareholders in accordance with the relief granted under ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.

This document is not a product disclosure statement or prospectus or other disclosure document and does not contain all of the information which may be required in order to make an informed investment decision about the Offer or Smartpay.

Additional Information

Smartpay is subject to continuous disclosure obligations under the NZX Listing Rules. Market releases by Smartpay, including its most recent financial statements, are available at www.nzx.com under ticker code “SPY” and www.asx.com.au under ticker code “SMP”. We encourage you to read these releases carefully before you decide whether to participate.

Smartpay may, during the Offer, make additional releases to NZX and ASX. No release by Smartpay to NZX or ASX will permit an Applicant to withdraw any previously submitted application without Smartpay’s consent, whether or not there has been any permissible variation of the Offer.

The market price for the Shares may change between the date this Offer opens, the date you apply for Shares under the Offer, and the date on which the Shares are allotted to you. This is particularly the case given the wide volatility and fluctuations in the share prices for many listed companies in recent times due to the continuing impacts of COVID-19. Accordingly, the price paid for Shares under the Offer may be higher or lower than the price at which Shares are trading on the NZX Main Board or the ASX at the time shares are issued under the Offer. The market price of new Shares following allotment may be higher or lower than the Issue Price.

Offering Restrictions

This document is intended for use only in connection with the Offer to Eligible Shareholders with a registered address in New Zealand and Australia. This document does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such offer or invitation. No action has been taken to permit a public offering of the Shares in any jurisdiction outside New Zealand and Australia. The distribution of this document (including an electronic version) in a jurisdiction outside New Zealand and Australia may be restricted by law and persons who come into possession of it (including nominees, trustees or Custodians) should seek advice on and observe any such restrictions.

In particular, this document does not constitute an offer to sell, or a solicitation of an offer to buy, any Shares in the United States.

No person may subscribe for, purchase, offer, sell, distribute or deliver the Shares, or be in possession of, or distribute to any other person, any offering material or any documents in connection with the Shares, in any jurisdiction other than in compliance with all applicable laws and regulations. Without limiting the foregoing, this document may not be sent to or distributed in the United States.

Changes to the Offer

Subject to the NZX Listing Rules, the ASX Listing Rules and applicable laws, Smartpay reserves the right to alter the dates set out in this document. Smartpay reserves the right to withdraw the Offer and the issue of new Shares at any time before the Allotment Date at its absolute discretion.

No Guarantee

No person named in this document (nor any other person) guarantees the Shares to be issued pursuant to the Offer or warrants the future performance of Smartpay or any return on any investment made pursuant to this document.

Decision to Participate in the Offer

The information in this document does not constitute a recommendation to acquire Shares or financial product advice. This document has been prepared without taking into account the investment objectives, financial, or taxation situation or particular needs of any Applicant or investor.

Before deciding whether to invest in Shares under the SPP, you must make your own assessment of the risks associated with an investment in Smartpay, and consider whether such an investment is suitable for you having regard to publicly available information, your personal circumstances and following consultation with a financial or other professional adviser. Please read this document carefully and in full before making that decision.

Privacy

Any personal information you provide on the Application Form will be held by Smartpay and/or the Share Registrar at the address set out in the Directory. This information will be used for the purposes of administering your investment in Smartpay. This information will only be disclosed to third parties with your consent or if otherwise required by law. Under the Privacy Act 1993 (NZ) or the Privacy Act 1988 (Aus) (as applicable), you have the right to access and correct any personal information held about you.

Enquiries

For enquiries about the Offer, please contact Smartpay's Share Registrar (refer to the Directory at the back of this document for contact details).

Defined Terms

Capitalised terms used in this document have the specific meaning given to them in the Glossary at the back of this document. Words importing the plural include the singular and vice versa.

Chairman's Letter

Dear Smartpay Shareholder

On 29 May 2020 we announced an intention to undertake a share purchase plan offer following a successful private placement to institutional, sophisticated and professional investors which raised A\$13 million of new capital for Smartpay (**Placement**). We were particularly pleased by the interest shown in the Placement and the fact that the new shares under the Placement were issued at no discount to the closing price of Smartpay's Shares on the ASX on the last trading day prior to the announcement of the Placement.

On behalf of the Board, it is my pleasure to invite you to participate in this share purchase plan (SPP). Eligible Shareholders are all persons who were recorded in Smartpay's share register at 7:00pm New Zealand time / 5:00pm Sydney time on 28 May 2020 as being a holder of Smartpay Shares and having an address in New Zealand or Australia. The SPP will enable all Eligible Shareholders to participate in Smartpay's capital raising and acquire new Smartpay Shares at the same price as in the Placement (being A\$0.42 per Share).

Purpose of Capital Raising

Funds raised from the SPP, together with the funds raised from the Placement, will be applied to growth opportunities in Australia and New Zealand, general working capital and debt repayment.

How you may participate in the SPP

Participation in the SPP is optional. Each Eligible Shareholder may elect to subscribe for up to NZ\$32,200 / A\$30,000 of Shares, subject to scaling. This limit of A\$30,000 is the maximum amount permitted under ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.

Shareholders have the option to apply for as many or as few Offer Shares as they want, up to the cap referred to above. If the Offer is oversubscribed, applications will be scaled by reference to existing shareholdings on 28 May 2020 (being the Record Date for the SPP).

Details of the SPP, including terms and conditions of the Offer and an explanation of how you can participate, are contained in this document and the Application Form. **We encourage you to read this document and seek investment advice from a suitably qualified professional adviser before you consider investing.**

If you wish to participate in the SPP, you must complete and return your Application Form. Application Forms and payment must be received by Smartpay's Share Registrar, Computershare Investor Services Limited, no later than 7:00pm New Zealand time / 5:00pm Sydney time on 18 June 2020. Shares under the SPP are expected to be allotted on or around 25 June 2020, unless the Closing Date is extended.

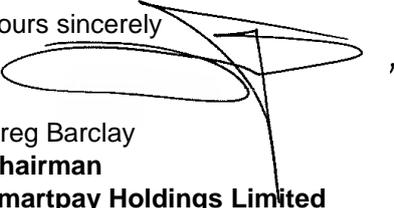
Further information

We encourage you to read through all of Smartpay's recent announcements at www.nzx.com under the ticker code "SPY" and at www.asx.com.au under the ticker code "SMP" before making an investment decision.

If you have any questions about the SPP or how to complete your Application Form, please call the Registrar on 0800 650 034 (toll free within New Zealand) or +64 9 488 8777 or email smartpay@computershare.co.nz, or contact your financial adviser or other professional adviser.

On behalf of the board of directors of Smartpay, thank you for your continued support, and we welcome your consideration of, and participation in, the SPP.

Yours sincerely



Greg Barclay
Chairman
Smartpay Holdings Limited

Questions & Answers

These Questions and Answers are a summary only and you should refer to the attached Terms and Conditions for further information.

1. What is the share purchase plan?

The SPP allows Eligible Shareholders to purchase Shares in Smartpay without incurring brokerage or other transaction costs. Smartpay is inviting applications under the SPP for up to A\$2,000,000 of Shares. All Shares issued under the SPP will be of the same class as, and rank equally with, all ordinary shares currently on issue by Smartpay.

It is a term of the Offer that Smartpay will take any necessary steps to ensure that the Shares issued under the SPP are immediately quoted on the NZX and ASX after issue.

2. Am I eligible?

You are eligible to participate in the SPP if you are a shareholder of Smartpay and:

- (a) you were registered as a holder of fully paid Shares at 7:00pm New Zealand time / 5:00pm Sydney time on the Record Date, which is 28 May 2020;
- (b) your registered address is in New Zealand or Australia;
- (c) you are not in the United States and you are not acting for the account or benefit of a person in the United States; and
- (d) you do not hold the Shares on behalf of another person who resides outside of New Zealand or Australia.

Any failure to comply with the above restrictions may contravene applicable securities law. Smartpay disclaims all liability in respect of any such contraventions.

3. What will the proceeds be used for?

Funds raised from the SPP, together with the funds raised from the Placement, will be applied to growth opportunities in Australia and New Zealand, general working capital and debt repayment.

4. What is the price of the shares and how many can I purchase?

The Issue Price is A\$0.42, being the same price as shares issued under the recent placement undertaken by Smartpay and announced to the market on 22 May 2020.

The Issue Price is an Australian dollar amount. If you apply for a New Zealand dollar amount of Shares, Smartpay will convert the Australian dollar Issue Price to New Zealand dollars at the NZ\$:A\$ exchange rate published by the New Zealand Reserve Bank on its website at 7:00pm New Zealand time on the Closing Date. The market price of the Shares may change between the Opening Date, the date you apply for Shares under the SPP, and the Allotment Date. The risks associated with this potential market fluctuation are described in question 9 below.

The issue of new Shares under the Offer will be up to a maximum value of NZ\$32,200 / A\$30,000, subject to scaling.

If you apply for a New Zealand dollar amount of shares and the exchange rate varies such that the dollar amount you applied for exceeds A\$30,000 (being the maximum limit under ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547), Shares having a total issue price equal to A\$30,000 will be issued to you and you will be refunded the excess cash amount.

If you wish to participate in the SPP, you should complete the Application Form in accordance with the instructions set out in question 10 below and make payment, in the relevant currency, for the value of the exact amount applied for on the Application Form. To determine whether you are a Custodian refer to clause 4 of the Terms and Conditions.

Smartpay is inviting applications for up to A\$2,000,000 of Shares in aggregate under the SPP. Smartpay reserves the right to, at its absolute discretion, scale any application for Shares under the SPP. If Smartpay receives applications in excess of the total amount of the Offer, it will scale back all applications on a proportionate basis in accordance with the number of Smartpay Shares held by the Applicant (or, in the case of an application made by a Custodian, the relevant beneficial owner(s) named in the schedule submitted with the Application Form) on the Record Date. If your application is scaled back by Smartpay, your application monies will be greater than the value of the new Shares you will be allotted at the Issue Price and a refund will be issued in accordance with clause 6 of the Terms and Conditions. The board of Smartpay believes this is the most equitable manner in which to deal with applications in excess of the funds required under the SPP.

Any fractional Shares allocated under the SPP will be rounded down to the nearest whole number of Shares and Smartpay will retain any difference due to rounding.

5. What rights will the Shares have?

Shares under the SPP will rank equally with existing Shares quoted on the NZX and ASX, with the same voting rights, dividend rights and other entitlements.

6. What dividends can I expect to receive?

Smartpay has not paid any dividends as at the date of this Offer and the directors of Smartpay are unable to predict when any dividend may be paid in the future. Payment of future dividends will depend on a number of factors including the future success, profitability, growth requirements and financial position of Smartpay.

7. What if I own shares through a trustee or custodian or own shares in more than one capacity?

If you own Shares through a trustee or Custodian, then subject to certain certification requirements and other conditions, you may instruct the trustee or Custodian to purchase Shares on your behalf, up to the NZ\$32,200 / A\$30,000 limit. If you own Shares through a trustee or Custodian and also own Shares in your own name, then you may either purchase Shares yourself or instruct your trustee or Custodian to purchase Shares on your behalf. You may not do both.

If you receive more than one copy of this document, or if you hold Shares in more than one capacity (e.g. because you are both a sole and joint holder of Shares), the maximum amount you may apply to invest under the SPP in all capacities, and in aggregate, is NZ\$32,200 / A\$30,000. You may not purchase some Shares on your own behalf and some Shares as a joint holder. By applying to purchase Shares under the SPP, you represent that you have not exceeded this NZ\$32,200 / A\$30,000 limit.

If you are an Eligible Shareholder and hold Shares as Custodian, you may apply for up to NZ\$32,200 / A\$30,000 worth of new Shares for each beneficiary for whom you, directly or indirectly, act as Custodian provided that you complete the Application Form and certify as to each of the matters set out in section 4.4 of the Terms and Conditions of this SPP.

8. Is this offer transferable to another person?

No. This Offer is personal to you and non-renounceable, so if you elect not to purchase any Shares under the SPP you may not transfer your right to purchase Shares under the SPP to anyone else.

9. What are the risks of investing in the SPP and what if I choose not to participate in the SPP?

The market price for the Shares may change between the Opening Date, the date you apply for Shares under the SPP, and the Allotment Date. Accordingly, the price paid under the SPP may be higher or lower than the price at which Shares in Smartpay are trading on the NZX and ASX at the time the Shares are issued to you under the SPP. The Share price is quoted on the NZX website: www.nzx.com and ASX website: www.asx.com.au.

While Smartpay has attempted to make the Offer as fair as possible for Eligible Shareholders by providing for the individual application cap to be NZ\$32,200 / A\$30,000 of Shares (in line with the maximum limit under ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547), and by providing that any scaling will be in reference to individual shareholdings at the Record Date, the Offer is not in accordance with your proportionate shareholding.

Even if you participate in the Offer, your percentage shareholding in Smartpay may change. Large shareholders may not be able to obtain sufficient Shares to maintain their percentage shareholding, while smaller shareholders may be able to increase their percentage shareholding. If you do not subscribe for any Shares under the SPP, then your percentage shareholding in Smartpay will be reduced.

10. How do I apply for shares under the SPP?

If you wish to participate in the SPP, you should follow the step-by-step instructions set out on the reverse of the enclosed personalised Application Form. You should return your completed Application Form with your payment to the Share Registrar so that it is received by 7:00pm New Zealand time / 5:00pm Sydney time on the Closing Date (18 June 2020).

By applying to purchase Shares under the SPP, you represent that you have not exceeded the NZ\$32,200 / A\$30,000 limit. If the exact amount of money is not tendered, Smartpay reserves the right not to accept all or part of your payment. In those circumstances, Smartpay will return your Application Form and refund all or part of your payment without interest.

If an Application Form is rejected, all of the amounts paid will be refunded to the relevant Applicant. If applications are scaled back, the Applicant will receive the number of Shares at the Issue Price accepted by Smartpay following scaling and a refund of the balance of the relevant payment amount. All refunds will be made without interest. Any amount less than \$5 due to scaling or rounding will be retained by Smartpay. Refunds will be issued within five business days following the Allotment Date (see clause 6 of the Terms and Conditions for more information).

You will not be able to withdraw or revoke your Application Form once you have sent it in.

11. How long is the SPP open and when will I receive my shares?

The SPP opens on 2 June 2020 and is expected to close at 7:00pm New Zealand time / 5:00pm Sydney time on 18 June 2020, unless extended. If you want to participate, you should ensure your application and payment is received by 7:00pm New Zealand time / 5:00pm Sydney time on the Closing Date (18 June 2020). If you are returning your Application Form by mail, please allow adequate time for mail deliveries to be received. Applications received after this time may not be accepted.

You will receive Shares issued to you under the SPP on the Allotment Date, which is currently expected to be on or around 25 June 2020. Confirmation of the number of Shares issued to you under the SPP will be sent on the Despatch Date, currently expected to be on or around 29 June 2020.

12. What is the current Share price?

The Share price is quoted on the NZX website: www.nzx.com and ASX website: www.asx.com.au.

Terms & Conditions

If you apply to participate in the SPP by completing and submitting the Application Form, you are accepting the risk that the market price of Shares may change between the Opening Date, the date you apply for Shares under the SPP, and the Allotment Date. This means that it is possible that up to or after the Allotment Date, you may be able to buy Shares on the NZX Main Board or the ASX at a lower price than the Issue Price. We encourage you to seek your own financial advice regarding your participation in the SPP.

1. Offer Timetable

Record Date:	Eligible Shareholders registered at 7:00pm New Zealand time / 5:00pm Sydney time on 28 May 2020 may participate in the SPP.
Opening Date:	The Offer opens on 2 June 2020. This document is mailed to Eligible Shareholders on 2 June 2020.
Closing Date:	The Offer closes at 7:00pm New Zealand time / 5:00pm Sydney time on 18 June 2020, unless extended. Application Forms, and payment in accordance with the instructions provided, must be received by the Share Registrar by this time. Application Forms may, at Smartpay's option, not be processed or held to be valid if they have not been received by this time.
Announcement of SPP Results Date:	The completion and results of the SPP will be announced on the NZX and ASX on or before 19 June 2020.
ASX Settlement Date:	Settlement on the ASX on 23 June 2020.
NZX Settlement Date:	Settlement on the NZX on 24 June 2020.
Allotment Date:	The Shares are proposed to be allotted on or around 25 June 2020, unless the Closing Date is extended.
NZX Commencement of trading:	Smartpay expects the Shares under the SPP will commence trading on the NZX on the Allotment Date.
ASX Commencement of trading:	Smartpay expects the Shares under the SPP will commence trading on the ASX on 26 June 2020.
Despatch Date:	Smartpay expects that a transaction confirmation will be despatched to you on or around 29 June 2020.

2. Eligible Shareholders

2.1 You may participate in the SPP if you are an Eligible Shareholder. You are not eligible to participate in the SPP if you are in the United States or are acting for the account or benefit of a person in the United States. If you are acting for the account or benefit of a person in the United States, you are not permitted to apply for or acquire Shares for, or for the account or benefit of, that person. Joint holders of Shares are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and the certification on the Application Form is taken to have been given by all of them.

2.2. If you are an Eligible Shareholder, your rights under this Offer are personal to you and non-renounceable, so you may not transfer them.

- 2.3 Smartpay accepts no liability where an Eligible Shareholder does not receive an Application Form, or does not receive the Application Form in time.

3. Issue Price and number of shares

- 3.1 The Issue Price for Shares under the SPP is A\$0.42, being the same price at which Shares were issued under the recent placement to institutional, sophisticated and professional investors which was announced to the market on 22 May 2020. The issue price of A\$0.42 is less than the VWAP of Smartpay Shares on the ASX during the period from 22 May 2020 to 26 May 2020 (being A\$0.4602) and is less than the VWAP of Smartpay Shares on the NZX during the same period (being NZ\$0.4918, or A\$0.4582 using the NZ\$:A\$ exchange rate published by the New Zealand Reserve Bank on its website at 7.00pm New Zealand time on 27 May 2020).
- 3.2 Eligible Shareholders may elect to purchase Shares up to a maximum of NZ\$32,200 / A\$30,000, subject to scaling, by filling in the appropriate box on the Application Form. Any fractional Shares allocated under the SPP will be rounded down to the nearest whole number of Shares.
- 3.3 The Issue Price is an Australian dollar amount. If you apply for a New Zealand dollar amount of Shares, Smartpay will convert the Australian dollar Issue Price to New Zealand dollars at the NZ\$:A\$ exchange rate published by the New Zealand Reserve Bank on its website at 7:00pm New Zealand time on the Closing Date. The market price of the Shares may change between the Opening Date, the date you apply for Shares under the SPP, and the Allotment Date.
- 3.4 If you apply for a New Zealand dollar amount of shares and the exchange rate varies such that the dollar amount you applied for exceeds A\$30,000 (being the maximum limit under ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547), Shares having a total issue price equal to A\$30,000 (subject to rounding) will be issued to you and you will be refunded the excess cash amount.
- 3.5 Eligible Shareholders may only make a single application for Shares under the SPP. This applies to all Eligible Shareholders, including those who receive more than one offer under the SPP (for example, because they hold Shares in more than one capacity) and including whether the Eligible Shareholder is applying through a Custodian or on his or her own behalf. Accordingly, if you own Shares through a trustee or Custodian and also own Shares in your own name, then you may either purchase Shares yourself or instruct your trustee or Custodian to purchase Shares on your behalf. You may not do both.
- 3.6 Smartpay is inviting applications for up to A\$2,000,000 of Shares in aggregate. If Smartpay receives applications in excess of the total amount of the Offer, it will scale back all applications on a proportionate basis in accordance with the number of Smartpay Shares held by the Applicant (or, in the case of an application made by a Custodian, the relevant beneficial owner(s) named in the schedule submitted with the Application Form) on the Record Date. The board of Smartpay believes this is the most equitable manner in which to deal with applications in excess of the funds required under the SPP.
- 3.6 To the maximum extent permitted by law, Smartpay and its related bodies corporate and affiliates, and each of their respective directors, officers, partners, employees, representatives and agents, disclaim all liability, including for negligence, for any failure to obtain any particular exchange rate, or any movements in exchange rates, if exchanging the Australian dollar Issue Price of Shares into New Zealand dollars. Smartpay reserves the right to allocate entitlements to Shares under the SPP at its discretion.

4. Custodians

- 4.1 Under the SPP, a Custodian is any Eligible Shareholder:

(a) in the case of any Eligible Shareholder having a registered address in New Zealand, that:

- (i) is a trustee corporation or a nominee company and holds Shares in Smartpay by reason only of acting for another person in the ordinary course of business of that trustee corporation or nominee company; or
 - (ii) holds Shares in Smartpay by reason only of being a bare trustee of a trust to which the Shares are subject.
- (b) in the case of any Eligible Shareholder having a registered address in Australia, provides a custodial or depository service in relation to shares of Smartpay and who:
- (i) holds an Australian financial services licence covering the provision of a custodial or depository service;
 - (ii) is exempt from the requirement to hold an Australian financial services licence covering the provision of a custodial or depository service;
 - (iii) holds an Australian financial services licence covering the operation of an IDPS (as defined in ASIC Class Order [CO/13/763]) or is a responsible entity of an IDPS-like scheme (as defined in ASIC Class Order [CO 13/762]);
 - (iv) is a trustee of a self-managed superannuation fund or a superannuation master trust; or
 - (v) is a registered holder of Shares and is noted on the register of members of Smartpay as holding the Shares on account of another person.

4.2 Custodians may apply to purchase Shares for an amount greater than NZ\$32,200 / A\$30,000, provided that the Custodian only applies for no more Shares than collectively have an aggregate application price of NZ\$32,200 / A\$30,000 for each beneficial owner for whom the Custodian acts as a Custodian. Each beneficial owner may only direct the Custodian to apply on behalf of that beneficial owner for a single share parcel.

4.3 Custodians must confirm to Smartpay that they are holding Shares as a Custodian for one or more beneficial owners and certify the matters described in clause 4.4 below when they sign the Application Form. If you would like further information on how to apply for Shares as a Custodian, you should contact Smartpay's Share Registrar, Computershare Investor Services Limited, at any time from 8:30am to 5:00pm New Zealand time / Sydney time (Monday to Friday) prior to the Closing Date on 18 June 2020.

4.4 If a Custodian applies to purchase Shares on behalf of one or more beneficial owners, the Custodian must certify the following to Smartpay as set out in the Application Form:

- (a) that the Custodian holds Shares directly or indirectly as a custodian for each such beneficial owner;
- (b) the number of those beneficial owners;
- (c) the name and address of each of those beneficial owners;
- (d) in respect of each of those beneficial owners, the number of Shares that the Custodian holds on their behalf;
- (e) that each beneficial owner has a registered address in New Zealand or Australia;
- (f) in respect of each of the beneficial owners, how many Shares the beneficial owner or the beneficial owner's agent has instructed the Custodian to apply for on behalf of that beneficial owner;

- (g) that the Custodian undertakes not to accept on behalf of any of those beneficial owners on whose behalf it holds Shares, in any 12 month period, Shares under the Offer or any similar arrangement the total issue price of which is more than NZ\$32,200 or A\$30,000 (as applicable);
- (h) that each beneficial owner on whose behalf the Custodian is submitting an application is not making an application as an Eligible Shareholder for Shares under the Offer, and no other Custodian is submitting an application under the Offer for any of those beneficial owners;
- (i) that there are no beneficial owners in respect of which the total of the application price for the following exceeds NZ\$32,200 or A\$30,000 (as applicable):
 - (i) the Shares applied for by the Custodian on their behalf under the Offer;
 - (ii) any other Shares in the class issued to the Custodian in the 12 months before the application as a result of an instruction given by them to the Custodian to apply for Shares on their behalf under an arrangement similar to the Offer; and
- (j) that a copy of this document was given to each beneficial owner.

4.5. Custodians are not permitted to participate in the SPP on behalf of, and must not distribute this document or any documents (including the Application Form) relating to this SPP to, any person in the United States. In the event that a Custodian is acting for the account or benefit of a person in the United States, it is not permitted to participate in respect of that person.

5. Completing the application form and paying for shares

- 5.1 If you wish to participate in the SPP, you must complete and return by email or mail a printed Application Form together with payment in accordance with the instructions set out in the Application Form.
- 5.2. Eligible Shareholders should make payment for the value of the exact amount (and in the currency) applied for on the Application Form.
- 5.3. To be valid, your application and payment must be received by Computershare Investor Services Limited by 7:00pm New Zealand time / 5:00pm Sydney time on 18 June 2020. Application Forms or payment received after that date will only be accepted at Smartpay's discretion. Application Forms should be returned in the following manners:

BY EMAIL: smartpay@computershare.co.nz (Please use "Smartpay Share Purchase Plan" as the subject of the email).

BY MAIL: Computershare Investor Services Limited
Private Bag 92119,
Auckland 1142
New Zealand

or

Computershare Investor Services Pty Ltd
GPO Box 2975
Melbourne VIC 3000
Australia

6. Smartpay's discretion to accept, reject or scale back applications

- 6.1 Smartpay has discretion to accept or reject your Application Form to purchase Shares under the SPP, including (without limitation) if:

- (a) your Application Form is incorrectly completed or incomplete or otherwise determined by Smartpay to be invalid;
 - (b) your payment is dishonoured or has not been completed correctly;
 - (c) your payment is not denominated in New Zealand dollars or Australian dollars (as applicable), for the exact amount applied for on the Application Form;
 - (c) it appears that you are applying to buy more than NZ\$32,200 / A\$30,000 (in aggregate) of Shares (except if you are a Custodian applying on behalf of more than one beneficial owner in accordance with clause 4.2);
 - (d) your Application Form or payment is received after the Closing Date. While Smartpay has discretion to accept late Application Forms and payments, there is no assurance that it will do so. Late Application Forms and payments, if not processed, will be returned to you at your registered address. No interest will be paid on any application money returned to you;
 - (e) Smartpay believes that you are not an Eligible Shareholder or Custodian; or
 - (f) Smartpay considers that your application does not comply with these Terms and Conditions.
- 6.2. Smartpay reserves the right to scale back at its absolute discretion any application for Shares under the SPP. If Smartpay receives applications in excess of the total amount of the Offer (being A\$2,000,000), it will scale back all applications on a proportionate basis in accordance with the number of Smartpay Shares held by the Applicant (or, in the case of an application made by a Custodian, the relevant beneficial owner(s) named in the schedule submitted with the Application Form) on the Record Date. The board of Smartpay believes this is the most equitable manner in which to deal with applications in excess of the funds required under the SPP.
- 6.3 If an application is rejected, all of the relevant amounts will be refunded to the Applicant. If applications are scaled back, the Applicant will receive the number of Shares at the Issue Price in respect of which the application is accepted and a refund of the balance of the relevant application payment. All refunds will be made without interest.
- 6.4. Any difference less than \$5 due to scaling or rounding will be retained by Smartpay and not refunded.
- 6.5. Refunds will either be made by direct credit to the bank account held by Smartpay's Share Registrar, Computershare Investor Services Limited, or by a cheque payable to the relevant Applicant in their name(s), which will be posted to the address set out in the Application Form. Refunds will be issued within five business days following the Allotment Date.

7. Significance of sending in an application / representations, warranties and agreements

- 7.1 If you apply to participate in the SPP by completing and returning the Application Form, you will be deemed to make the following representations, warranties and agreements:
- (a) your application, on these Terms and Conditions, will be irrevocable and unconditional (i.e. it cannot be withdrawn);
 - (b) you certify to Smartpay that you are an Eligible Shareholder entitled to apply for Shares under these Terms and Conditions;
 - (c) you agree to be bound by the Constitution of Smartpay;
 - (d) you certify to Smartpay that you are not applying for Shares under the SPP with an application price in excess of NZ\$32,200 / A\$30,000, even though you may have received more than one offer under the SPP or received offers in more than one capacity under the SPP;

- (e) without limiting Smartpay's discretion to accept or reject applications in section 6 above, you authorise Smartpay (and its officers or agents) to correct any error in, or omission from, your Application Form and to complete the Application Form by the insertion of any missing details;
- (f) you acknowledge that Smartpay may at any time irrevocably determine that your Application Form is valid, in accordance with these Terms and Conditions, even if the Application Form is incomplete, contains errors or is otherwise defective;
- (g) you accept the risk associated with any refund that may be despatched to you by cheque to your address shown on Smartpay's share register;
- (h) you agree to indemnify Smartpay for, and to pay to Smartpay within five business days of demand, any dishonour fees or other costs Smartpay may incur in presenting a cheque for payment which is dishonoured;
- (i) you acknowledge that none of Smartpay, its advisers or agents has provided you with investment advice or financial product advice, and that none of them has an obligation to provide advice concerning your decision to apply for and purchase Shares under the SPP;
- (j) you acknowledge the risk that the market price for the Shares may change between the Opening Date, the date you apply for Shares under the SPP, and the Allotment Date. A change in market price during this period may affect the Issue Price or value of the Shares you receive under the SPP;
- (k) you acknowledge that Smartpay is not liable for any exercise of its discretions referred to in these Terms and Conditions;
- (l) you are not in the United States and are not acting for the account or benefit of a person in the United States (or in the event that you are acting for the account or benefit of a person in the United States, you are not applying for, or acquiring, any Shares for the account or benefit of that person);
- (m) you understand and acknowledge that the Shares have not been, and will not be, registered under the U.S. Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States, and accordingly, the Shares may not be offered, sold or otherwise transferred, directly or indirectly, in the United States, or to any person acting for the account or benefit of a person in the United States (to the extent such person is acting for the account or benefit of a person in the United States);
- (n) you have not, and will not, send this document or any materials relating to the SPP to any person in the United States;
- (o) if you are acting as a trustee, nominee or Custodian, each beneficial holder on whose behalf you are applying for and acquiring Shares is resident in New Zealand or Australia and is not in the United States;
- (q) you irrevocably and unconditionally agree to these Terms and Conditions and agree not to do any act or thing which would be contrary to the spirit, intention or purpose of the SPP.

7.2. If a Custodian applies to purchase Shares under the SPP for a beneficial owner pursuant to clause 4.2:

- (a) the certification referred to in clause 7.1(d) will be taken to be given by the beneficial owner on whose behalf the Custodian is applying to purchase Shares; and
- (b) in addition to the matters referred to in clause 7.1, the Custodian also certifies each of the matters set out in the Application Form.

8. The shares

- 8.1 Shares issued under the SPP will rank equally in all respects with existing Shares quoted on the NZX and ASX, with the same voting rights, dividend rights and other entitlements. The Shares will be quoted on the NZX and ASX and it is expected that the Shares will be quoted upon completion of the allotment procedures. However, neither NZX Limited nor ASX Limited accepts any responsibility for any statement in this document.
- 8.2. The issue of new Shares under the SPP up to a maximum value of NZ\$32,200 per Eligible Shareholder (or per beneficial owner, in the case of holdings held by Custodians) is being undertaken pursuant to NZX Listing Rule 4.3.1 (Share Purchase Plan) as modified by the NZX Class Waiver, which, among other things, increased the maximum consideration payable for equity securities in an SPP to NZ\$50,000 per registered holder.
- 8.3 The issue of new Shares under the SPP up to a maximum value of A\$30,000 per Eligible Shareholder (or per beneficial owner, in the case of holdings by Custodians) in Australia, is being undertaken pursuant to ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.

9. Financial instruments

- 9.1 You may obtain free of charge the most recent annual report and financial statements of Smartpay by contacting Smartpay's Share Registrar, Computershare Investor Services Limited, or you may download the reports from Smartpay's website: www.smartpayinvestor.com.

10. Amendments to the SPP and waiver of compliance

- 10.1 Notwithstanding any other term or condition of the SPP and/or the Application Form, Smartpay may, at its discretion:
 - (a) make non-material modifications to the SPP or these Terms and Conditions without notice (in which case applications for Shares under the SPP will remain binding on all Applicants notwithstanding such modification and irrespective of whether an Application Form was received by Computershare Investor Services Limited before or after such modification is made); and/or
 - (b) suspend or terminate the SPP at any time prior to the issue of the Shares under the SPP. If the SPP is terminated, application monies will be refunded to Applicants without interest.
- 10.2. Smartpay reserves the right to waive compliance with any provision of these Terms and Conditions (either generally, or in respect of a particular Applicant or Applicants).

11. Governing law

- 11.1 These Terms and Conditions shall be governed by and construed in accordance with the laws of New Zealand.

12. Disputes

- 12.1. If any dispute arises in connection with the SPP, Smartpay may settle it in any manner it thinks fit. It may do so generally or in relation to any particular participant, application or Share. Smartpay's decision will be final and binding.

13. Inconsistency

- 13.1. Unless otherwise determined by the directors of Smartpay, in the event of any inconsistency between the Terms and Conditions of the SPP and Smartpay's constitution, Smartpay's constitution shall prevail.

Glossary

A\$	Australian dollars
Allotment Date	On or around 25 June 2020, unless the Closing Date is extended.
Applicant	An applicant for Shares in the SPP.
Application Form	The personalised application form relating to the SPP that you received with this document, including the instructions on the reverse of the form.
ASX	ASX Limited or the market it operates (as the context requires).
ASX Listing Rules	The listing rules from time to time of the ASX.
ASX Settlement Date	On or around 23 June 2020, unless extended.
Closing Date	7:00pm New Zealand time / 5:00pm Sydney time on 18 June 2020, unless extended.
Custodian	See clause 4.1 of the Terms and Conditions for the definition of “Custodian”.
Despatch Date	On or around 29 June 2020, unless extended.
Eligible Shareholder	A person who, at 7:00pm New Zealand time / 5:00pm Sydney time on the Record Date, was recorded in Smartpay’s share register as being a registered holder of Shares and having an address in New Zealand or Australia. A person who holds Shares on behalf of another person who resides outside New Zealand or Australia is not an Eligible Shareholder.
Ineligible Shareholder	A person who, at 7:00pm New Zealand time / 5:00pm Sydney time on the Record Date, was recorded in Smartpay’s share register as being a registered holder of Shares and is not an Eligible Shareholder.
Issue Price	A\$0.42 per Share
NZ\$	New Zealand dollars
NZX	The main board financial product market operated by NZX Limited.
NZX Class Waiver	The NZXR Regulation issued Class Waiver and Ruling in relation to Section 4 of the NZX Listing Rules dated 19 March 2020.
NZX Listing Rules	The listing rules from time to time of the NZX Main Board.
NZX Settlement Date	24 June 2020.
Opening Date	2 June 2020.
Placement	The placement of Shares to institutional, sophisticated and professional investors announced to the market on 22 May 2020.
Record Date	7:00pm New Zealand time / 5:00pm Sydney time on 28 May 2020.
Shares	Ordinary shares of Smartpay.
Share Registrar	Smartpay’s share registrar, Computershare Investor Services Limited.
Smartpay	Smartpay Holdings Limited, a company listed on the NZX and ASX.
SPP or Offer	The SPP detailed in this document.
VWAP	The volume weighted average price of Shares traded on the NZX Main Board or the ASX, as applicable.

Directory

<p>Smartpay Holdings Limited</p> <p>205-209 Wairau Road Wairau Valley Auckland New Zealand</p> <p>www.smartpay.co.nz</p>	<p>Legal Advisers</p> <p>Claymore Partners Limited Level 2 63 Fort Street Auckland New Zealand</p>
<p>Directors of Smartpay Holdings Limited</p> <p>Gregor John Barclay (Independent and Chair)</p> <p>Bradley Gavin Gerdis (Managing Director)</p> <p>Matthew George Turnbull (Independent Director)</p> <p>Carlos Gill (Non-Executive Director)</p> <p>Martyn Richard Pomeroy (Executive Director)</p> <p>William Robert Pulver (Non-Executive Director)</p>	<p>If you have any queries about how to apply please contact the Share Registrar at:</p> <p>Computershare Investor Services Limited Level 2, 159 Hurstmere Road Takapuna Auckland 0622 Private Bag 92119, Auckland 1142 New Zealand</p> <p>Phone: 0800 650 034 (toll free from within New Zealand) or +64 9 488 8777 (from outside New Zealand)</p> <p>Email: smartpay@computershare.co.nz</p>