

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Smartpay Holdings Limited (**SMP**)

ACN/ARSN NZ Registered Number 304625

1. Details of substantial holder (1)

Name MOELIS AUSTRALIA LIMITED (**MAL**) and the entities listed in Annexure A

ACN/ARSN (if applicable) MAL 142 008 428

There was a change in the interests of the substantial holder on 18/05/2021

The previous notice was given to the company on 11/12/2020

The previous notice was dated 11/12/2020

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary fully paid stapled securities (Ordinary)	11,157,667	5.33%	14,697,764	6.33%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
See Annexure B					

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
MA Visa Fund Manager Pty Ltd ACN 142 008 482 (MAVFM)	J.P. Morgan Nominees Australia Pty Ltd ACN 002 899 961 (JPM)	MAAM	Relevant interest pursuant to section 608(1) as investment manager of MA SIV Public Investment Fund (PIF) due to the power to exercise, or control the exercise of, a right to vote attached to the securities and	13,409,577 ordinary	13,409,577

			the power to dispose of, or control the exercise of a power to dispose of the securities, .		
MA Investment Management Pty Ltd ACN 621 552 896 (MAIM)	JPM	MAAM	Relevant interest pursuant to section 608(1) as investment manager of MA Equity Opportunities Fund (EOF) due to the power to exercise, or control the exercise of, a right to vote attached to the securities and the power to dispose of, or control the exercise of a power to dispose of the securities	1,288,187 ordinary	1,288,187
MA Asset Management Ltd ACN 142 008 535 (MAAM)		MAAM	Relevant interest pursuant to section 608(1) as trustee of PIF and EOF due to the power to exercise, or control the exercise of, a right to vote attached to the securities and the power to dispose of, or control the exercise of a power to dispose of the securities	14,697,764	14,697,764
MAL		MAAM	Relevant interest pursuant to section 608(3) due to holding voting power of above 20% in MAVFM, MAIM and MAAM	14,697,764 ordinary	14,697,764

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	

6. Addresses

The addresses of persons named in this form are as follows:

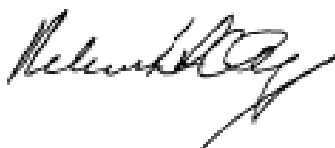
Name	Address
See Annexure A	

Signature

print name REBECCA ONG

Capacity COMPANY SECRETARY

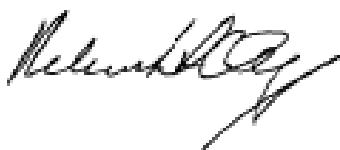
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date 21/ 05 / 2021

ANNEXURE A TO FORM 604 NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL HOLDER

This is annexure A of two pages referred to in Form 604 Notice of change of interests of substantial holder dated 21 May 2021.



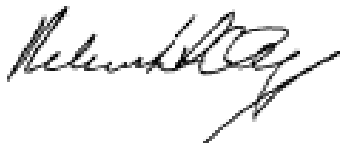
REBECCA ONG, COMPANY SECRETARY

Name	Address
A.C.N. 167 316 109 Pty Ltd ACN 167 316 109	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
Armada Funds Management Pty Ltd ACN 124 754 847	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
Eastern Credit Management Pty Ltd ACN 623 243 336	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
Global Wealth Aged Care Pty Ltd ACN 610 989 994	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
Global Wealth Residential Pty Ltd ACN 607 039 216	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
KCF ST Pty Ltd ACN 623 251 196	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
MA Asset Management Ltd ACN 142 008 535	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
MA Credit Investments Pty Ltd ACN 631 017 037	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
MA Hotel Management Pty Ltd ACN 619 297 228	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
MA Investment Management Pty Ltd ACN 621 552 896	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
MA Visa Fund Manager Pty Ltd ACN 142 008 482	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
MAAM GP Pty Ltd ACN 164 411 607	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
MAAM Holdings Pty Ltd ACN 621 215 450	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
MAAM TT Pty Ltd ACN 629 587 560	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
MACDF TT Pty Ltd ACN 169 652 742	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
MAF Credit Pty Ltd ACN 623 716 503	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
MAAM RE Limited ACN 135 855 186	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
Moelis Australia Advisory Pty Ltd ACN 142 008 446	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
Moelis Australia Finance Pty Ltd ACN 621 554 845	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
Moelis Australia Foundation Pty Ltd ACN 622 860 904	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
Moelis Australia Operations Pty Ltd ACN 138 030 289	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
Moelis Australia Securities Pty Ltd ACN 122 781 560	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
Moelis Australia Share Plan Pty Ltd ACN 610 383 590	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000

Redcape Hotel Group Management Ltd ACN 610 990 004	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
Rockford Capital Pty Ltd ACN 116 067 497	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
TMASL Finance Pty Ltd ACN 623 313 057	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
Western Funds Management Pty Ltd ACN 169 019 765	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
Moelis Australia Partners Holdings Pty Ltd ACN 622 353 191	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
Moelis Australia Partners Pty Ltd ACN 622 354 152	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
MAAM TT (Figtree) Pty Ltd ACN 630 343 261	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
MAAM TT (Marion) Pty Ltd ACN 636 257 835	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
MAAM TT (Marion) Advertising Pty Ltd ACN 637 793 563	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
BHBB TT Pty Ltd ACN 637 771 647	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
MAAM Holdings Pty Ltd ACN 638 953 661	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
Grassroots Childcare Developments Holdings Pty Ltd ACN 637 595 914	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
Grassroots Childcare Developments Pty Ltd ACN 637 596 019	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
MAKM Holdings Pty Ltd ACN 638 953 661	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
Avena Holdings Pty Ltd ACN 644 907 791	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
Courthouse Fund TT Pty Ltd ACN 135 855 186	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
MADT Corporate Pty Ltd ACN 645 649 654	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000

ANNEXURE B TO FORM 604 NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL HOLDER

This is annexure B of two pages referred to in Form 604 Notice of change of interests of substantial holder dated 21 May 2021.



REBECCA ONG, COMPANY SECRETARY

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
				Ordinary
MAAM, MAIM, MAL	2/12/2020	\$23,883.66		34,614
MAAM, MAIM, MAL	15/12/2020	\$24,354.40		34,792
MAAM, MAIM, MAL	16/12/2020	\$177,135.43		253,703
MAAM, MAIM, MAL	17/12/2020	\$42,948.94		61,505
MAAM, MAIM, MAL	21/12/2020	\$8,562.60		12,780
MAAM, MAIM, MAL	29/12/2020	\$6,800.00		10,000
MAAM, MAIM, MAL	31/12/2020	\$16,730.57		24,971
MAAM, MAIM, MAL	8/01/2021	\$188,730.00		270,000
MAAM, MAIM, MAL	19/01/2021	\$164,000.00		200,000
MAAM, MAIM, MAL	20/01/2021	\$262,500.00		300,000
MAAM, MAIM, MAL	28/01/2021	\$89,000.00		100,000
MAAM, MAIM, MAL	11/02/2021	\$134,250.00		150,000
MAAM, MAIM, MAL	11/03/2021	\$282,225		355,000
MAAM, MAIM, MAL	24/03/2021	\$63,197.68		72,800
MAAM, MAIM, MAL	1/4/2021	\$35,176		40,000
MAAM, MAIM, MAL	15/04/2021	\$167,057.31		192,211
MAAM, MAIM, MAL	19/04/2021	\$231,435.60		261,596
MAAM, MAIM, MAL	20/04/2021	\$465,851.96		523,609
MAAM, MAIM, MAL	21/04/2021	\$27,035.13		31,222
MAAM, MAIM, MAL	22/04/2021	\$23,866.71		27,433
MAAM, MAIM, MAL	23/04/2021	\$17,565.48		19,848
MAAM, MAIM, MAL	29/04/2021	\$250,500.00		300,000
MAAM, MAIM, MAL	30/04/2021	\$123,000.00		150,000

MAAM, MAIM, MAL	10/05/2021	\$42,265.30		54,890
MAAM, MAIM, MAL	17/05/2021	\$6,111.29		8,156
MAAM, MAIM, MAL	18/05/2021	\$38,082.54		50,967