



LODGE YOUR PROXY

Online: vote.linkmarketservices.com/PPH
Scan & email: meetings@linkmarketservices.co.nz
Please use "Pushpay Proxy Form" as the subject for easy identification
Deliver: Link Market Services
Level 30, PwC Tower, 15 Customs Street West
Auckland 1010, New Zealand
Mail: Use the enclosed reply paid envelope or address to: Link Market Services Limited
PO Box 91976, Auckland 1142, New Zealand

Scan this QR code with your smartphone and appoint a proxy online



General enquiries: +64 9 375 5998
enquiries@linkmarketservices.com

VOTING/PROXY FORM (AND ADMISSION CARD) FOR PUSHPAY HOLDINGS LIMITED NEW SCHEME MEETING

This form is for a special purpose special meeting of shareholders (the 'New Scheme Meeting') of Pushpay Holdings Limited ('Pushpay'), for shareholders to consider and vote on the revised scheme of arrangement under which Pegasus Bidco Limited proposes to acquire all of the Shares in Pushpay (the 'Scheme' and the resolution to be voted on being, the 'Scheme Resolution'). The terms and conditions of the Scheme are explained in the Supplementary Scheme Booklet dated 3 April 2023 to be read in conjunction with the Scheme Booklet dated 3 February 2023.

Capitalised terms used in this form and not otherwise defined have the meanings given to those terms in the Supplementary Scheme Booklet.

Your vote is important and you are strongly encouraged to exercise your right to vote. The Scheme Resolution will be put as a single resolution for the purposes of confirming the approvals of each interest class and a simple majority of the votes of all shareholders.

Your vote in respect of the previous Scheme Meeting on 3 March 2023 does not count in respect of the revised Scheme. Therefore, to have your say on the revised Scheme you must vote again. The closing time for proxy appointments is 10:00 am on Wednesday, 26 April 2023 (NZT).

The New Scheme Meeting will be held online by virtual webcast at www.virtualmeeting.co.nz/pphscheme23 on **Thursday, 27 April 2023 commencing at 10:00 am (NZT)**. Pushpay will also hold a concurrent physical meeting at the offices of **Link Market Services, Level 30, PwC Tower, 15 Customs Street West, Auckland**. If you attend online, you will require your Holder Number for security purposes.

You can use this form to appoint a proxy and give your proxy voting instructions on the Scheme Resolution. You can also appoint your proxy to vote on the Scheme Resolution by going to vote.linkmarketservices.com/PPH or by scanning the QR code above with your smartphone.

This is a New Scheme Meeting for Pushpay Shareholders to vote on the revised Scheme. The New Scheme Meeting will commence at 10:00 am Thursday, 27 April 2023 (NZT). Proxy voting closes at 10:00 am on Wednesday, 26 April 2023 (NZT).

APPOINTMENT OF PROXY/CORPORATE REPRESENTATIVE



STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

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

hereby appoint _____ of _____
(full name of proxy) (e-mail address)

or failing that person _____ of _____
(full name of proxy) (e-mail address)

as my/our proxy to vote for me/us on my/our behalf at the New Scheme Meeting of Pushpay Holdings Limited to be held concurrently online at www.virtualmeeting.co.nz/pphscheme23 and physically at the offices of **Link Market Services, Level 30, PwC Tower, 15 Customs Street West, Auckland** on **Thursday, 27 April 2023 commencing at 10:00 am (NZT)** (or any adjournment of that meeting). See "Appointment of a proxy" for what will happen if you return this form without appointing a proxy or if your named proxy does not attend the New Scheme Meeting. If you wish, you may appoint as your proxy the Chair of the New Scheme Meeting or any other Non-Conflicted Director.

STEP 2: ITEMS OF BUSINESS – PROXY VOTING INSTRUCTIONS

Complete this part if you have appointed a proxy above. You must tick one box. If no box is ticked in relation to the Scheme Resolution, or the form is otherwise unclear, then your proxy will be treated as having discretion on how to vote on the Scheme Resolution.

To consider and, if thought fit, pass the following resolution:

1. That the Scheme (the terms of which are described in the Supplementary Scheme Booklet and, to the extent not superceded by the Supplementary Scheme Booklet, the Scheme Booklet) be and is hereby approved.	TICK (✓) IN BOX TO VOTE			
	FOR	AGAINST	ABSTAIN	DISCRETION
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

And to vote on any resolutions to amend the resolution, on any resolution so amended, and on any other resolution proposed at the New Scheme Meeting (or any adjournment thereof). The proxy is appointed only in respect of the New Scheme Meeting or any adjournment thereof.

STEP 3: SHAREHOLDER QUESTIONS

Shareholders present at the New Scheme Meeting will have the opportunity to ask questions during the meeting. If you cannot attend but would like to ask a question, you can submit a question online by going to vote.linkmarketservices.com/PPH and completing the online validation process or complete the question section below and return to Link Market Services in the same manner as lodging a proxy set out in this form. Questions included in the section below will need to be returned to **Link Market Services by 10:00 am, Wednesday, 26 April 2023 (NZT)**. Questions can be submitted online at any time prior to the date and time specified above. The Board may, in its discretion, address and answer questions during the New Scheme Meeting.

Question:

STEP 4: SIGNATURE OF SHAREHOLDER(S) This section must be completed

Shareholder 1

or duly authorised person or attorney

Shareholder 2

or duly authorised person or attorney

Shareholder 3

or duly authorised person or attorney

Contact Name _____ Contact Daytime Phone _____ Date _____

Electronic Investor Communications: If you received the Notice of Meeting and Proxy Form by mail and wish to receive your future investor communications by email please provide your email address below.

IMPORTANT INFORMATION

Entitlement to vote

The only persons entitled to vote at the New Scheme Meeting are registered shareholders at 10:00 am on 26 April 2023 (NZT).

Appointment of proxy

Any shareholder entitled to attend and vote at the New Scheme Meeting can appoint a proxy to attend and vote. A proxy need not be a shareholder of Pushpay. Any corporation that is a shareholder of Pushpay may appoint a person as its representative to attend the New Scheme Meeting and vote on its behalf, in the same manner as that in which it could appoint a proxy.

If you appoint a proxy, you can either direct your proxy how to vote (by ticking the “For”, “Against” or Abstain” box) or let them decide on your behalf by ticking the “Discretion” box. If you do not tick a box for the Scheme Resolution, or the form is otherwise unclear, then your proxy will be treated as having discretion on how to vote. If you return this form without appointing a proxy, or your named proxy does not attend the New Scheme Meeting, the Chair of the meeting will be your proxy and will vote in accordance with your express direction. If you have not provided an express direction, the Chair of the New Scheme Meeting and any other Non-Conflicted Director appointed as proxy intend to vote undirected proxies in favour of the Scheme Resolution unless the Non-Conflicted Directors have changed their recommendation prior to the New Scheme Meeting, in which case the Chair and all other Non-Conflicted Directors of Pushpay will vote undirected proxies against the Scheme Resolution. For the appointment of a proxy to be valid, you must deliver, post or email your completed Voting/Proxy Form so it is received by Link Market Services Limited, or appoint a proxy online on the basis set out above, by no later than **10:00 am, Wednesday, 26 April 2023 (NZT)**.

Voting of your holding

If you tick the ‘Discretion’ box for the Scheme Resolution, you are directing your proxy to decide how to vote on that resolution on your behalf. If you tick the ‘Abstain’ box for the resolution, you are directing your proxy not to vote on the Scheme Resolution. If a proxy does not vote on your behalf on the Scheme Resolution, your votes will not be counted when calculating the majority of that resolution.

Appointing the Chair of the New Scheme Meeting or any other Non-Conflicted Director of Pushpay as your proxy

If you wish, you may appoint the Chair of the New Scheme Meeting or any other Non-Conflicted Director as your proxy. The Chair or other Non-Conflicted Director will vote according to your express direction or, if you have not provided an express direction, undirected proxies will be voted in favour of the Scheme Resolution (except as otherwise set out in this form).

Changing or revoking your proxy instructions

You may, before the deadline for valid proxy appointments, change the identity of your proxy or your voting instructions by providing an updated form online, or via email, post or delivery, so it is received by Link Market Services Limited by no later than **10:00 am, Wednesday, 26 April 2023 (NZT)**. You may also revoke your proxy appointment by written notice to Link Market Services via email, post or delivery before that deadline. If you attend the New Scheme Meeting in person or online you may, but are not required to, revoke your earlier proxy. The last proxy appointment and voting instructions received by Link Market Services will prevail over any previous appointment or instructions.

Attending the meeting

If you propose to attend the New Scheme Meeting in person please bring this form (with all pages intact) with you as the barcode on the front page is required for registration at the New Scheme Meeting. If you propose to attend the virtual webcast, prior to the New Scheme Meeting please review the Virtual Meeting Online Guide at: <https://bcast.linkinvestorservices.co.nz/generic/docs/OnlinePortalGuide.pdf>.

Signing instructions for proxy forms

Individual

Where the shareholding is one individual, the shareholder must sign this Voting/Proxy Form (or their duly authorised attorney).

Joint Holding

Where the holding is in more than one name, all of the joint shareholders (or their duly authorised attorney) must sign this Voting/Proxy Form.

Power of Attorney

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney under which it was signed (if not previously provided to Link Market Services Limited), and a signed certificate of non-revocation of the power of attorney must accompany this form.

Corporate Shareholder

In the case of a corporate shareholder, a duly authorised person or director must sign this Voting/Proxy Form. Persons who sign on behalf of a corporate shareholder must be acting with that corporate shareholder's express or implied authority, or execute under the common seal of the corporate shareholder (if it has one).