



MARKET RELEASE

RESOLUTIONS PASSED AT ANNUAL MEETING OF SHAREHOLDERS

AUCKLAND, 9 September 2014 – The Board of Smartpay Holdings Limited (NZX: SPY, ASX : SMP), a leading provider of payments and transactional solutions in New Zealand and Australia, is pleased to advise that at the Annual Meeting of Shareholders of the Company held on Tuesday 9 September 2014, all resolutions were passed by shareholders as follows:

<u>Resolution</u>	<u>Result</u>	<u>Proxy Voting</u>
1. Board Authorised to fix the auditor's remuneration for the ensuing year	Passed by shareholders on a vote by way of show of hands	For: 52,813,867 Against: 75 Discretionary: 14,131,039 Abstain: 0
2. Gregor John Barclay re-elected as a director of Smartpay	Passed by shareholders on a vote by way of show of hands	For: 53,157,442 Against: 136,100 Discretionary: 13,651,439 Abstain: 0
3. Martyn Richard Pomeroy re-elected as a director of Smartpay	Passed by shareholders on a vote by way of show of hands	For: 53,274,061 Against: 1,250 Discretionary: 13,669,670 Abstain: 0

The Board advises that, in terms of NZSX Listing Rule 3.3.3(a), the independent directors of the Company are:

- Ivan Hammerschlag (Independent Chairman)
- Gregor Barclay
- Matthew Turnbull

ENDS

Any enquiries should be directed to Bradley Gerdis Managing Director + 612 7903 6333