

Notice of Annual Meeting 2017

Notice is hereby given that the Annual Shareholders' Meeting 2017 (the 'Meeting') of Pushpay Holdings Limited ('Pushpay' or 'the Company') will be held at the Conference Centre, Level 2, 167 Victoria Street West, Auckland, New Zealand, on **Tuesday, 18 July 2017** commencing at **2:00 pm (NZT)**.

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

To consider and, if thought fit, pass the following ordinary resolutions:

Resolution 1: That Mr Bruce Gordon, retiring from office as a Director of Pushpay Holdings Limited by rotation, be re-elected as a Director of Pushpay Holdings Limited. *(See Explanatory Note 2)*

Resolution 2: That Mr Graham Shaw, retiring from office as a Director of Pushpay Holdings Limited by rotation, be re-elected as a Director of Pushpay Holdings Limited. *(See Explanatory Note 2)*

Resolution 3: That Mr Daniel Steinman, appointed by the Board as an additional Director on 3 July 2017, be elected as a Director of Pushpay Holdings Limited. *(See Explanatory Note 3)*

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

Mr Douglas Kemsley will resign as a Director of Pushpay at the end of the Annual Shareholders' Meeting 2017. The board and management of Pushpay would like to thank Mr Kemsley for his invaluable contribution to Pushpay including his service as a Director and his continued support as a shareholder.

Voting

Voting entitlements for the Meeting will be determined as at 6:00 pm (NZT) on Friday, 14 July 2017. 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, you should attend the Meeting and bring your Proxy Form with you to the meeting or download the LinkVote App on the Apple App Store or Google Play Store if you would like to vote during the meeting using your mobile phone. A corporation may appoint a person to attend the meeting as its representative in the same manner as a proxy is appointed.

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 2:00 pm (NZT) on Sunday, 16 July 2017. 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 appoint a proxy on your Proxy Form, your Proxy Form will be invalid. The Chairman of the Meeting and any Director appointed as proxy intends to vote any discretionary proxies in favour of resolutions 1 to 4.

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”.

Resolution requirements and voting restrictions

In order for each resolution 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, www.pushpay.com/investors just prior to the Meeting commencing.

On behalf of the Board,



Bruce Gordon

Chairman

Pushpay Holdings Limited

3 July 2017

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, you will be able to submit questions via the webcast platform, but you will not be able to vote via the webcast platform. Instructions on how to join the meeting via live webcast are set out on the Proxy Form.

Note 2 – Re-election of Directors (Resolutions 1 and 2)

Pursuant to clause 18.6 of Pushpay's Constitution and NZX Main Board Listing Rule 3.3.11, subject to certain exceptions at least one third of Pushpay Directors (or if their number is not a multiple of three, the number nearest one third) must retire by rotation at each Annual Meeting, although they may offer themselves for re-election if they wish. The Directors required to retire are those who have been longest in office since their last election. Each of Mr Bruce Gordon and Mr Graham Shaw will retire as a Director of Pushpay by rotation at the Meeting in accordance with NZX Main Board Listing Rule 3.3.11 and each offers himself for re-election at the Meeting. The Board unanimously supports the re-election of both Mr Bruce Gordon and Mr Graham Shaw as Directors of Pushpay.

Relevant experience of the candidates offering themselves for re-election at the Meeting is set out below:

Bruce Gordon | Independent Chairman



Bruce Gordon joined Pushpay as a Director on 20 February 2014, he currently serves on the Pushpay 'Audit and Risk Management Committee' and serves as the Chairman of the 'Nominations and Remuneration Committee' and the 'Technology, Information and IP Committee'.

Bruce has over 30 years' experience in business holding senior positions with both SMEs and Corporate Organisations across Asia Pacific, the UK and the USA.

He currently serves as Chief Executive of Eco-Products Group which was recently acquired by Vector and has expertise in retail, banking, finance and electronic payments.

A pioneer of many of the electronic banking services that consumers now enjoy, Bruce was Chairman of Electronic Transaction Services (now Paymark), Chief Manager Electronic Banking and Payments at Bank of New Zealand and has held senior roles at Retail Financial Services (trading as Farmers Credit), National Australia Bank, ASB Bank and The Warehouse Group. He has extensive board experience including Vector Energy Solutions, The Warehouse Financial Services, The Merino Company of New Zealand, and Bendon Group.

Bruce is a Fellow of FINSIA and holds an MBA and a PGDipBus (Information Systems) both from the University of Auckland. Bruce lives with his family in Auckland.

Graham Shaw | Independent Director



Graham Shaw joined Pushpay as a Director on 22 January 2015, he currently serves on the Pushpay 'Nominations and Remuneration Committee' and serves as the Chairman of the 'Audit and Risk Management Committee'.

Graham is a chartered accountant with over 30 years' experience in business. He sits on a number of corporate and not-for-profit boards, and has extensive SaaS governance experience from being on the board of Xero for eight years and more recently Gentrack.

He spent 10 years with KPMG primarily as an advisor to businesses. He then joined Works Infrastructure where he held a number of finance roles before being appointed Chief Executive Officer, leading the company to substantial growth and successful expansion into Australia. Graham has also been Chief Executive Officer of Kensington Swan, one of New Zealand's national law firms.

Graham has a BCom from the University of Canterbury, is a Member of Chartered Accountants Australia and New Zealand, a Chartered Member of the Institute of Directors in New Zealand, a Fellow of the New Zealand Institute of Management and a Companion of the Institution of Professional Engineers New Zealand. Graham lives with his family in Wellington.

Note 3 – Election of Director (Resolution 3)

Mr Daniel (Dan) Steinman was appointed by the Board as an additional Director of Pushpay on 3 July 2017. Under NZX Main Board Listing Rule 3.3.6, Mr Steinman is required to retire from office as a Director at the Meeting and he offers himself for election by the shareholders at the Meeting. The Board unanimously supports Mr Steinman's election. The Board considers Mr Steinman to be an independent director, with regard to the relevant guidance set out in the NZX Main Board Listing Rules.

Mr Steinman has been providing consultancy services for Pushpay since 1 September 2016 as an expert in Customer Success. His work to date with our Customer Success team has been extremely valuable. In relation to his consultancy services, Mr Steinman participates under Pushpay's Share Incentive Plan and is reimbursed for some travel expenses. The remuneration relating to his consultancy services falls outside his duties as a director.

Pushpay is focused on continuing to grow its business, particularly in the US. To assist with its growth plans and goals, Pushpay wishes to further broaden the skill set and global coverage of the Board. The Board continues to seek further US-based Directors to join the Pushpay Board.

Daniel (Dan) Steinman | Independent Director



Dan Steinman joined Pushpay as a Director on 3 July 2017, he currently serves on the Pushpay 'Audit and Risk Management Committee' and 'Technology, Innovation and IP Committee'.

Dan Steinman is the General Manager for Gainsight EMEA after having served as Chief Customer Officer and Chief Evangelist for the past five years. Dan has spent almost all of his career in Silicon Valley in customer-facing roles so Customer Success was a natural landing place. He is a worldwide recognised and sought-after expert in the field who co-authored the best-selling book "Customer Success: How Innovative Companies Are Reducing Churn and Growing Recurring Revenue".

Dan is a 30-year Silicon Valley start-up veteran whose track record includes being a founding employee at E.piphany which went on to a highly successful IPO, Co-founder at NearbyNow and the first VP of Customer Success at Marketo (another IPO) before joining Gainsight as a founder in 2012.

Dan has a Computer Science degree from North Dakota State University and joins Pushpay with a passion not only for technology and growth companies, but also for the broader mission of Pushpay. Dan currently lives in London with his wife, Karen, while their five adult children await their return to California.

Note 4 – 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.

Further information

If you have any questions or require further information in relation to the Meeting, please feel free to contact Investor Relations by email to investors@pushpay.com.

Directory

Registered office

Level 6, Building D
167 Victoria Street West
Auckland 1010
New Zealand

Phone: +64 9 377 7720

Postal address

PO Box 90383
Victoria Street West
Auckland 1142
New Zealand

Company number

New Zealand 3481675
ARBN 613 314 104

Website

www.pushpay.com

Investor Relations

Sarah Elder

Gabrielle Wilson

investors@pushpay.com

Directors

Bruce Gordon
Chairman

Graham Shaw

Daniel Steinman

Christopher Hujich

Douglas Kemsley

Christopher Heaslip

Eliot Crowther

Leadership team

Christopher Heaslip
*CEO, Executive Director
and Co-founder*

Eliot Crowther
*Sales, Executive Director
and Co-founder*

Shane Sampson
CFO

Steve Basden
President of echurch

James Maiocco
*Chief Business
Development Officer*

Legal advisors

Harmos Horton Lusk
New Zealand

Corrs Chambers
Westgarth
Australia

Wilson Sonsini Goodrich
& Rosati
USA

Nixon Peabody
USA

Auditor

Deloitte New Zealand

Stock Exchanges

NZX Main Board

ASX

Share Registrar

Link Market Services
Level 11, Deloitte Centre
80 Queen Street
Auckland 1010
New Zealand

Phone: +64 9 375 5998

Level 12
680 George Street
Sydney, NSW 2000
Australia

Phone: +61 1300 554 474