

# Notice of Annual Shareholders' Meeting 2018

Notice is hereby given that the Annual Shareholders' Meeting 2018 (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, 17 July 2018** commencing at **2:00 pm (NZT)**.

## Items of business

### A. *Chairman's address*

### B. *Chief Executive Officer's presentation*

### C. *Eliot Crowther address*

Eliot Crowther, Co-founder of Pushpay, resigned as an Executive Director on 21 June 2018. Pushpay invites Eliot Crowther to address shareholders.

### D. *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*)

### E. *Resolutions*

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

**Resolution 1:** That Mr Christopher Huljich, retiring from office as a Director of Pushpay by rotation and being eligible for re-election, be re-elected as a Director of Pushpay. (See *Explanatory Note 2*)

**Resolution 2:** That Mr Bruce Gordon, retiring from office as a Director of Pushpay by rotation and being eligible for re-election, be re-elected as a Director of Pushpay. (See *Explanatory Note 2*)

**Resolution 3:** That the Board be authorised to fix the fees and expenses of Deloitte as auditor. (See *Explanatory Note 3*)

## Diversity

At Pushpay, we are proud to have an ingrained inclusive culture, where our differences become strengths that can be used to better serve our Customers and drive strong business performance. We value creating equal opportunities for each of our people to progress within the Company. The Board recognises the benefits of a more diverse workforce and while it considers that the Company is upholding its Diversity Policy, Pushpay has taken further steps to future-proof the business by having a stronger focus in this area. Pushpay recently welcomed Leilani Lutali, a diversity expert, to its team as Director of Talent Acquisition, who has made significant progress in this area. We believe that having a more diverse pool of candidates when hiring is essential. Some steps Pushpay is taking to improve in this area include:

- identifying and presenting a diverse pool of candidates to our hiring managers;
- ensuring the use of a diverse interview loop;
- working closely with US military and veteran organisations to attract more diverse candidates;
- providing diversity sourcing training for our talent acquisition team; and
- initiation of Company-wide unconscious bias training.

The Board is actively searching for an additional US-based Director and is considering suitably qualified candidates of diverse backgrounds and experience.

## Voting

Voting entitlements for the Meeting will be determined as at 7:00 pm (NZT) on Friday, 13 July 2018. 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, 15 July 2018. 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 Chair of the Meeting and any Director appointed as proxy intends to vote any discretionary proxies in favour of resolutions 1 to 3.

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 3.

## Presentation materials

Copies of presentation materials from the Meeting will be released to the NZX and ASX, and available on Pushpay's investor website, just prior to the Meeting commencing.

On behalf of the Board,



**Bruce Gordon**

Chairman

26 June 2018

## 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 Christopher Hулjich and Mr Bruce Gordon will retire as 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 Christopher Hулjich and Mr Bruce Gordon as Directors of Pushpay.

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



*Christopher Hулjich / Non-Executive Director*

Christopher Hулjich was appointed a Non-Executive Director of Pushpay on 1 February 2014.

Christopher was the Co-founder of Best Corporation, which floated on the NZX in 1991, and was subject to a takeover by the Danone Group in 1995.

He has over 40 years' experience in both commercial and residential property in New Zealand and Australia including large scale commercial, industrial and residential developments and has business interests in many listed and unlisted companies in New Zealand and Australia.

Christopher is the Managing Partner of Christopher & Banks and has invested in many SaaS-based companies, including the sole pre-IPO funding for Diligent Board Member Services. He is also the Co-founder of the Hулjich Foundation, which aims to provide memorable experiences for children suffering from life threatening disease.

Christopher brings immense business knowledge across many industries as well as good strategic appreciation and vision. Christopher holds a BCom from the University of Auckland. Christopher lives with his family in Auckland.



*Bruce Gordon | Independent Chairman*

Bruce Gordon was appointed as the Independent Chairman of Pushpay on 20 February 2014.

Bruce has over 30 years' experience in business holding senior positions with both SMEs and corporate organisations across Asia Pacific, the UK and the US. He is Chairman of PropertyNZ (trading as homes.co.nz) and Chairman of Jude.com, and is a mentor to Ask Nicely.

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

#### *Note 3 – Auditor's remuneration (Resolution 3)*

Deloitte is automatically reappointed as auditor of Pushpay under section 207T of the Companies Act 1993. Resolution 3, 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 contact [investors@pushpay.com](mailto:investors@pushpay.com).