



## Ongoing Disclosure Notice

### Disclosure of Directors and Senior Managers Relevant Interests

Sections 297(2) and 298(2), Financial Markets Conduct Act 2013

To NZX Limited; and
Name of listed issuer:
Date this disclosure made:
Date of last disclosure:

Pushpay Holdings Limited
21 December 2018
28 September 2018

#### Director or senior manager giving disclosure

Full name(s):
Name of listed issuer:
Name of related body corporate (if applicable):
Position held in listed issuer:

Joshua Michael Robb
Pushpay Holdings Limited
Senior VP of Product and Engineering

#### Summary of acquisition or disposal of relevant interest (excluding specified derivatives)

Class of affected quoted financial products:
Nature of the affected relevant interest(s):
<b>For that relevant interest-</b>
Number held in class before acquisition or disposal:
Number held in class after acquisition or disposal:
Current registered holder(s):
Registered holder(s) once transfers are registered:

Unlisted conditional contractual right to be issued ordinary shares in Pushpay Holdings Limited pursuant to the Pushpay Holdings Limited 2016 Share Incentive Plan ( <b>RSUs</b> ).
Holder of RSUs. Each RSU entitles the holder to be issued one ordinary share in Pushpay Holdings Limited subject to satisfaction of certain vesting criteria.
0
101,902
Not applicable
Joshua Michael Robb

#### Summary of acquisition or disposal of specified derivatives relevant interest (if applicable)

Type of affected derivative:
Class of underlying financial products:
<b>Details of affected derivative-</b>
The notional value of the derivative (if any) or the notional amount of underlying financial products (if any):
A statement as to whether the derivative is cash settled or physically settled:
Maturity date of the derivative (if any):
Expiry date of the derivative(if any):
The price specified in the terms of the derivative (if any):
Any other details needed to understand how the amount of the consideration payable under the derivative or the value of the derivative is affected by the value of the underlying financial products:
<i>For that derivative,-</i>
Parties to the derivative:
If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative:

Not applicable

#### Details of transactions giving rise to acquisition or disposal

Total number of transactions to which notice relates:
<b>Details of transactions requiring disclosure-</b>
Date of transaction:
Nature of transaction:
Name of any other party or parties to the transaction (if known):
The consideration, expressed in New Zealand dollars, paid or received for the acquisition or disposal. If the consideration was not in cash and cannot be readily converted into a cash value, describe the consideration:
Number of financial products to which the transaction related:
<i>If the issuer has a financial products trading policy that prohibits directors or senior managers from trading during any period without written clearance (a closed period) include the following details—</i>
Whether relevant interests were acquired or disposed of during a closed period:
Whether prior written clearance was provided to allow the acquisition or disposal to proceed during the closed period:
Date of the prior written clearance (if any):

1
21 December 2018
Award of RSUs pursuant to the Pushpay Holdings Limited 2016 Share Incentive Plan as part of the remuneration package.
Pushpay Holdings Limited
The RSUs were granted at a value of NZ\$3.2286 each. No cash consideration is required to be paid for the RSUs to vest (i.e. for an equivalent number of Ordinary Shares in Pushpay to be issued).
101,902
Yes
Not applicable - under Pushpay's Securities Trading Policy, an acquisition of RSUs through an issue does not require clearance.
Not applicable

#### Summary of other relevant interests after acquisition or disposal:

Class of quoted financial products:
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Fully paid ordinary shares in Pushpay Holdings Limited ( <b>Ordinary Shares</b> )
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Nature of relevant interest:

1. Registered holder and beneficial owner  
2. Beneficial owner, pursuant to Pushpay Holdings Limited's Share Incentive Scheme

*For that relevant interest,-*

Number held in class:

1. 76,094  
2. 19,172

Current registered holder(s):

1. Joshua Michael Robb  
2. Pushpay Trustees Limited

*For a derivative relevant interest,-*

Type of derivative:

**Details of derivative,-**

The notional value of the derivative (if any) or the notional amount of underlying financial products (if any):

A statement as to whether the derivative is cash settled or physically settled:

Maturity date of the derivative (if any):

Expiry date of the derivative (if any):

The price's specified terms (if any):

Any other details needed to understand how the amount of the consideration payable under the derivative or the value of the derivative is affected by the value of the underlying financial products:

*For that derivative relevant interest,-*

Parties to the derivative:

If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative:

**Certification**

I certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.

Signature of director or officer:



Date of signature:

21 December 2018

or

Signature of person authorised to sign on behalf of director or officer:

Date of signature:

Name and title of authorised person:

**Notes**

Use this form to disclose all the acquisitions and disposals by a director or senior manager of a listed issuer, or of a related body corporate, or in specified derivatives. The disclosure must be made within—

- (a) 20 working days after the first acquisition or disposal disclosed in this notice if the acquisitions or disposals are of a kind referred to in section 297(2)(a) of the Financial Markets Conduct Act 2013; or
- (b) in any other case, 5 trading days after the first acquisition or disposal disclosed in this notice.