



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
31 December 2018
29 December 2017

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:

James Maiocco
Pushpay Holdings Limited
Former Chief Business Development Officer (ceased employment as of 1 August 2018)

**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:

(a) Ordinary shares in Pushpay Holdings Limited (Ordinary Shares); (b) Unlisted conditional contractual right to be issued Ordinary Shares in Pushpay Holdings Limited (Restricted Stock Units or RSUs)
(a) Legal ownership of Ordinary Shares - under the terms of the RSU Plan and subject to certain exceptions, James Maiocco has agreed not to sell these 35,086 Ordinary Shares issued 31 December 2018 for a period of 12 months from issue; (b) Holder of RSUs, subject to the terms of the Pushpay Holdings Limited 2016 Share Incentive Plan (RSU Plan)
(a) 180,261 (b) 309,196
(a) 215,347 (b) 0
(a) James Maiocco (b) James Maiocco
(a) James Maiocco (b) James Maiocco

**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):

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(1) 31 December 2018 (2) 21 December 2018
(1) Issue of Ordinary Shares upon vesting of RSUs allocated to James Maiocco under the RSU Plan (2) Forfeiture of RSUs allocated to James Maiocco under the RSU Plan as a result of cessation of employment
Not applicable

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:

35,086 Ordinary Shares were issued upon vesting of 46,379 RSUs granted under the RSU Plan as part of the remuneration of James Maiocco. 11,293 RSUs granted to James Maiocco under the RSU Plan were cancelled in connection with income tax withholding relating to the vesting of 46,379 RSUs granted to James Maiocco. No cash consideration was required to be paid for the RSUs to vest. The 262,817 RSUs held by James Maiocco which were not vesting at 31 December 2018 were forfeited on 21 December 2018

(1) 35,086 Ordinary Shares  
(2) 262,817 RSUs

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—

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):

Yes  
 Not applicable - Issue of Ordinary Shares upon vesting of RSUs and forfeiture of RSUs in accordance with the rules of the RSU Plan  
 Not applicable

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

Class of quoted financial products:  
 Nature of relevant interest:  
*For that relevant interest,-*  
 Number held in class:  
 Current registered holder(s):  
*For a derivative relevant interest,-*  
 Type of derivative:

Not applicable


**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:

Not applicable

**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:  
 or  
 Signature of person authorised to sign on behalf of director or officer:  
 Date of signature:  
 Name and title of authorised person:

  
 31 December 2018

**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.