

Dear Shareholder

I am pleased to invite you to attend the 2019 Annual Meeting of Smartpay Holdings Limited which is being held in Sydney. Full details of the venue and business of the meeting are contained in the enclosed formal notice of meeting.

We encourage you to attend the meeting as it is a good opportunity for you to meet the Board in person and hear about industry trends and opportunities facing our Company. We recognise that over 90% of our voting securities are held in New Zealand and Australia combined, with 60 % being Australian held. This along with active trading on the ASX and Australia being our recognised growth market, your Board felt it appropriate to hold this year's AGM in Australia once again. To ensure that our New Zealand and international holders have equal opportunity to participate in the meeting, we will be holding the meeting through the Lumi AGM online system. As per last year's meeting, you will be able to attend the Meeting remotely, vote and ask questions via the Lumi AGM on-line system. Further information on how to do this is set out in our formal notice of meeting which is enclosed and the Virtual Meeting Guide available on our website www.smartpayinvestor.com. If you are unable to attend in person I encourage you to use this technology so we can report to you on our achievements and answer any questions you may have about Smartpay or its performance.

I will open the Meeting in my capacity as Chair of the Board and will provide some introductory comments. Bradley Gerdis, Smartpay's Chief Executive will then present on Smartpay's progress over the last year and the direction of the Company. There will be an opportunity following his presentation to ask questions and shareholders attending the meeting in person and remotely will be able to submit questions. Our auditors will be in attendance at the meeting as will members of our senior management team and will be available to answer questions.

We will then deal with the formal business of the meeting and following the meeting close we invite those present in Sydney to join us for refreshments and a further opportunity for informal questions and discussions with our Board and members of the senior management team present.

If you cannot attend the Meeting, either in person or via Lumi AGM, I encourage you to appoint a proxy by 10.30am AEST (12.30pm NZT) on Sunday 22 September 2019. You can appoint a proxy by completing and lodging the enclosed Proxy Form so that it reaches our share registrar Computershare Investor Services Limited, by the time set out above. Alternatively, you can securely appoint a proxy online by following the instructions on the Proxy Form. If your proxy is not the Chair of the Board or a director and they will be attending remotely online using Lumi AGM, please ensure that you provide their contact details (phone), if this is not provided, we cannot guarantee remote admission to the virtual meeting for your proxy.

Shareholders physically present at the Meeting or attending remotely will have the opportunity to submit questions to the Board, our senior management and auditors during the meeting. If you would like to ask a question prior to the Meeting please email our Company Secretary, Rowena Bowman on rowena.bowman@smartpay.co.nz or fill in the 'email us' box on our website smartpayinvestor.com by 10.30 am AEST (12.30pm NZT) on Sunday 22 September 2019. The Board will endeavour to address all appropriate questions at the Meeting.

For those shareholders who are attending the Meeting in person please bring the accompanying proxy form (Admission Card) with you to assist with your registration. You can also download Lumi AGM from the Apple App or Google Play Stores if you would like to vote during the meeting using a mobile device.

Thank you for your continued support of our business.

Regards



Greg Barclay
Chairman



NOTICE OF ANNUAL MEETING OF SHAREHOLDERS SMARTPAY HOLDINGS LIMITED

To be held at 10.30am AEST (12.30pm NZST)
on Tuesday 24 September 2019

ASX: SMP
NZX: SPY

SHARE INFORMATION

Issued Shares: 171,752,278

BOARD OF DIRECTORS

Non- Exec Chairman: Greg Barclay

Managing Director: Bradley Gerdis

Non-Executive: Matthew Turnbull

Non-Executive: Carlos Gil

Non-Executive: William Pulver

Executive Director: Marty Pomeroy

WEBSITES

www.smartpay.co.nz

www.smartpay.com.au

www.smartpayinvestor.com

REGISTERED OFFICES

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Notice is hereby given that the 2019 Annual Meeting of Shareholders of Smartpay Holdings Limited ("Smartpay" or "the Company") will be held at The Pina Room 5, The Grace Hotel, 77 York Street Sydney NSW 2000 Australia on Tuesday 24 September 2019 commencing at 10.30am AEST (12.30pm NZT).

ITEMS OF BUSINESS

A. Chair's welcome and introduction

B. Minutes of previous annual meeting held on 25 September 2018

C. Managing Director's review

D. Financial statements

In relation to Smartpay's annual report for the year ended 31 March 2019, to receive the financial statements for that period and the auditor's report on those financial statements.

E. Shareholder questions

F. Ordinary resolutions

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

Fixing Remuneration of Auditor

1. That the Board be authorised to fix the auditor's remuneration for the ensuing year.
(See Explanatory Note 1)

Re-election of Directors – Matthew George Turnbull, Martyn Richard Pomeroy, William Robert Pulver and Carlos Gil

2. That Matthew George Turnbull be re-elected as a director of Smartpay.
(See Explanatory Note 2)
3. That Martyn Richard Pomeroy be re-elected as a director of Smartpay
(see explanatory Note 3)
4. That William Robert Pulver be re-elected as a director of Smartpay.
(See Explanatory Note 4)
5. That Carlos Gil be re-elected as a director of Smartpay
(see explanatory Note 5)

By order of the Board
Greg Barclay

21 August 2019

IMPORTANT INFORMATION

ATTENDING IN PERSON

Shareholders will be able to attend the Meeting in person. Voting at the Meeting will be by poll and you will be able to vote either by bringing and using your Proxy Form or a ballot paper supplied on the day, or by using your mobile device. If you wish to vote during the meeting using your mobile device you should download Lumi AGM from the Apple App or Google Play Stores. Alternatively, you can login via your internet browser by visiting web.lumiagm.com. Further information is available in the Virtual Meeting Guide on the Investors section of Smartpay's website smartpayinvestor.com.

ATTENDING REMOTELY

This year we will again be holding a hybrid meeting where shareholders can participate in the Annual Meeting of Shareholders by attending in person or via Lumi AGM. By using Lumi AGM, you will be able to watch the meeting, access relevant documents, vote, and ask questions. Further information is available in the Virtual Meeting Guide on the Investors section of Smartpay's website smartpayinvestor.com. If you propose to attend remotely via Lumi AGM, please ensure that your contact details are up to date on the register by contacting Computershare Investor Services Limited at enquiry@computershare.co.nz.

PROXIES

Any person who is entitled to attend and vote at the Annual Meeting may appoint another person as his or her proxy to attend and vote instead of him or her by filling out, and following the instruction on, the accompanying proxy form. Alternatively, you can securely appoint a proxy online by following the instructions on the Proxy Form. In order to complete the validation process to appoint a proxy online, NZX registered holders will need their common shareholder number (CSN) and post code. If you need to obtain these details, please contact Computershare. Their contact details are set out in the Proxy Form.

A proxy need not be a shareholder of Smartpay, you may appoint the "Chair of the Meeting" as your proxy if you wish. A proxy form accompanies this Notice of Meeting. 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 they see fit. If you wish to give your proxy discretion, then you must tick the appropriate boxes in each resolution to grant your proxy that discretion. If you do not tick any box for a resolution, then your instruction for your proxy will be to abstain. The Chair of the Meeting and any Director appointed as proxy intend to vote all discretionary proxies in favour of the relevant resolution. If you do not appoint a proxy on your proxy form your proxy or your proxy does not attend the meeting, the Chair of the meeting will be appointed your proxy and will vote in accordance with your express direction and if no direction has been given in respect of any resolution then the Chair of the meeting will abstain. If you tick more than one box for a resolution, your vote on that resolution will be invalid.

Proxy Forms must be lodged at the offices of the Company's share registry, Computershare Investor Services Limited, Level 2, 159 Hurstmere Road, Takapuna, Auckland (Private Bag 92-119, Auckland 1142), not less than 48 hours before the commencement of the Meeting, being no later than 10.30 am AEST (12.30pm NZT) on Sunday 22 September 2019.

ORDINARY RESOLUTIONS

The formal business of the Meeting is to pass the Ordinary Resolutions set out in the preceding pages. An ordinary resolution is a resolution passed by a simple majority of more than 50% of votes of shareholders who are entitled to vote on the resolution and who exercise their right to vote.

SHAREHOLDERS ENTITLED TO ATTEND AND VOTE

Pursuant to section 125 of the Companies Act 1993, the Board has determined that, for the purposes of voting at the Annual Meeting, only those persons who are registered as shareholders of the Company as at 10.30am AEST (12.30pm NZT) Friday 20 September 2019 being a day which is not more than 20 working days before the Annual Meeting, will be entitled to exercise the right to vote at the Annual Meeting.

VOTING RESTRICTIONS

No voting restrictions apply to resolutions 1, 2, 3, 4 or 5, all shareholders may vote on those resolutions.

MORE INFORMATION

If you have any questions or require further information about this Notice of Meeting, please contact Smartpay's Company Secretary, Rowena Bowman, at rowena.bowman@smartpay.co.nz.

EXPLANATORY NOTES

Explanatory Note 1: Resolution 1, Remuneration of Auditor

KPMG is automatically re-appointed as the company's auditor under section 207T of the Companies Act 1993. This resolution authorises the Board to fix the fees and expenses of the auditor.

The Board unanimously recommends that shareholders vote in favour of authorizing the Board to fix the fees and expenses of the auditor.

Explanatory Note 2: Resolution 2, Re-election of Director – Matthew George Turnbull

The NZX Listing Rule 2.7.1 requires that a director must not hold office (without re-election) past the third annual meeting following the Director's appointment or 3 years, whichever is longer. Matt was re-elected by the shareholders at the Annual Meeting held on 8 September 2015, and being eligible, hereby stands for re-election.

Matt joined the Board of Smartpay in April 2013, he is a Chartered Accountant and is a member of Chartered Accountants Australia and New Zealand. He commenced his career with PWC (then Price Waterhouse) and has over 20 years' experience providing accounting and corporate advisory services. Matt has a detailed understanding of Smartpay, having assisted the company in the 2012 recapitalisation and restructure, and the acquisition of Viaduct Limited.

Matt resides in Auckland, New Zealand.

In addition to being on the Board, Matt serves on the Board's Remuneration and Nominations Committee and is the Chair of the Audit and Finance Committee.

The Board has determined that Matt is an independent director in accordance with the NZX Listing Rules.

The Board unanimously recommends that shareholders vote in favor of Matt's re-election.

Explanatory Note 3: Resolution 3, Re-election of Director – Martyn Richard Pomeroy

The NZX Listing Rule 2.7.1 requires that a director must not hold office (without re-election) past the third annual meeting following the Director's appointment or 3 years, whichever is longer. Marty was re-elected by the shareholders at the Annual Meeting held on 31 August 2016, and being eligible, hereby stands for re-election.

Marty joined Smartpay in January 2013 post the acquisition of Viaduct Limited. Marty joined the Smartpay Board in April 2014.

Prior to joining Smartpay Marty was one of the two founding Directors of Viaduct Limited. Marty was instrumental in the development and success of the Viaduct business from a startup in 2001, through a period of growth to it becoming the third largest provider of EFTPOS terminals in New Zealand with an annual turnover of \$7 million and employing 36 staff. Prior to Viaduct Marty held managerial roles in sales and service with EFTPOS New Zealand. He brings over 15 years of experience in the NZ Payments industry to the Board.

Marty has a detailed understanding of the operational, sales and commercial elements of the Smartpay business and is also involved in the strategy and build of the opportunity in Australia.

Marty resides in Auckland, New Zealand.

The Board unanimously recommends that shareholders vote in favor of Marty's re-election.

Explanatory Note 4: Resolution 4, Re-election of Director – William Robert Pulver

The NZX Listing Rule 2.7.1 requires that a director appointed by the Board must not hold office (without re-election) past the next annual meeting following the Director's appointment. Bill was appointed to the Board on 11 December 2018 and, being eligible stands for re-election.

Bill Pulver was Chief Executive Officer of Australian Rugby Union (ARU) from February 2013 until January 2018. Prior to joining Australian Rugby, Bill was CEO of Appen Pty Ltd a Linguistic Technology Solutions company and is currently a non-executive director of Appen.

From 2008 to 2010 he was Chairman of Repucom International, a global leader in sports marketing research.

Bill spent eight years as President and Chief Executive Officer of the New York based, NASDAQ-listed internet media research company NetRatings Inc .

Bill spent 17 years at global marketing research company ACNielsen, in roles that included Managing Director in Australia, Group Chief Executive for Japan and Korea based in Tokyo; and President of ACNielsen eRatings.com, an internet audience measurement company based in London.

Bill holds a Bachelor of Commerce degree, with a major in marketing from the University of New South Wales in Sydney.

In addition to being on the Board, Bill serves on the Board's Remuneration and Nominations Committee.

Bill resides in Sydney, Australia.

The Board has determined that Bill is an independent director in accordance with the NZX Listing Rules.

The Board unanimously recommends that shareholders vote in favor of Bill's re-election.

Explanatory Note 5: Resolution 5, Re-election of Director – Carlos Gil

The NZX Listing Rule 2.7.1 requires that a director appointed by the Board must not hold office (without re-election) past the next annual meeting following the Director's appointment. Carlos was appointed to the Board on 5 December 2018 and, being eligible stands for re-election.

Carlos Gil is the founder and current CEO of ASX listed Microequities Asset Management, Smartpay's largest shareholder. He has extensive experience in stockbroking, funds management, and investment research gained over a career spanning more than 20 years. He has held various senior management positions in Europe, including roles as Head of International Securities at BM Securities, and at Banesto Bank (Santander Group).

Carlos holds a Bachelor of Economics from Sydney University, a Graduate Diploma in Applied Finance and Investment Analysis from the Australian Securities Institute and a Master in Applied Finance and Investment Analysis from the Financial Services Institute of Australia.

In addition to being on the Board, Carlos serves on the Board's Audit and Finance Committee.

Carlos resides in Sydney, Australia.

The Board unanimously recommends that shareholders vote in favor of Carlos' re-election.