

Disclosure Document Relating to Repurchase of Shares in the Company

(Companies Act 1993, section 62)

20 May 2020

To: All shareholders of the Company

Introduction

This document is provided to all shareholders of Pushpay Holdings Limited (**Company**) in accordance with the requirements set out in section 62 of the Companies Act 1993 (**Companies Act**). It sets out details of the Company's intention to acquire ordinary shares in the Company from Pushpay Trustees Limited (in its capacity as the trustee of the Pushpay Share Incentive Scheme) (**Trustee**) in accordance with the NZX Listing Rules and the Companies Act (**Repurchase**).

Share Incentive Scheme

The Company has for some years operated a share incentive scheme known as the Pushpay Share Incentive Scheme (**Scheme**), under which selected eligible persons, being employees, directors and individuals who provide services as an independent contractors of or to the Company or its subsidiaries (or associated interests of those persons) (together, the **Participants**) may acquire an interest in fully paid ordinary shares in the Company (**Incentive Shares**).

Under the Scheme, Participants are entitled to purchase Incentive Shares at the invitation of the Board of Directors of the Company. These Incentive Shares are issued to the Trustee and held on trust for the benefit of the Participants, until legal title to those Incentive Shares transfers to the participants on the applicable qualifying dates determined by the Board.

If a Participant ceases to be employed or contracted by the Company or its subsidiaries before legal title to all of the Participant's Incentive Shares has transferred to that Participant, or by agreement with a Participant, the Company may direct the Trustee to repurchase the beneficial interest in all or part of that Participant's Incentive Shares which remain in the Scheme. The Trustee has previously repurchased the beneficial interest in 115,733 Incentive Shares, and may over the next 12 months repurchase the beneficial interest in 73,203 further Incentive Shares, up to a total of 188,936 Incentive Shares (on and following repurchase, such Incentive Shares will be **Unallocated Shares**) from Participants.

From time to time, the Scheme provides that the Company may repurchase legal title to any Incentive Shares held by the Trustee that are not allocated to a Participant. Consistent with this, the Company intends to repurchase Unallocated Shares at their original allocation price.

The Repurchase of the Unallocated Shares will have no cash cost to the Company.

Once repurchased from the Trustee, the Company intends to immediately cancel the Unallocated Shares.

Nature and terms of the Repurchase

The Board of Directors of the Company has resolved to offer to acquire up to 188,936 Unallocated Shares from the Trustee for the consideration for which the Trustee repurchased, or will repurchase, the Unallocated Shares from former Participants, as set out in the Schedule to this disclosure document. This offer will be made not less than 10 working days and not more than 12 months after this disclosure document has been sent to each shareholder of the Company.

Relevant interest of directors of the Company in Unallocated Shares

No director of the Company has a relevant interest in the Unallocated Shares that are the subject of the Repurchase.

Board resolutions

On 20 May 2020, Pushpay's Board resolved to offer to acquire up to 188,936 Unallocated Shares from the Trustee for the consideration that the Trustee repurchased the Unallocated Shares from former Participants per Unallocated Share. It is intended that the acquisition of Unallocated Shares will be completed by or before 30 June 2020. The text of the resolution required by section 61 of the Companies Act is set out below:

1. Pursuant to section 60(1)(b)(ii) of the Companies Act, clause 5.1 of the Company's constitution and rule 4.14.1(b)(ii) of the NZX Listing Rules (including in reliance on a waiver from NZX Regulation from NZX Listing Rule 7.6.1(f)(i), which is equivalent to current rule 4.14.1(b)(ii), dated 11 August 2015 and an NZX class ruling dated 19 November 2018), the Company wishes to Repurchase the Unallocated Shares from the Trustee for the prices set out in the schedule to these resolutions (being the price as which beneficial title to the Unallocated Shares was acquired, or will be acquired, by the Trustee).
2. The Repurchase is in the best interests of the Company and is of benefit to the remaining shareholders of the Company.
3. The terms of, and the consideration for, the Repurchase are fair and reasonable to the Company and the remaining shareholders.
4. The Board is not aware of any information that will not be disclosed to the shareholders of the Company:
 - (a) which is material to an assessment of the value of the Unallocated Shares; and
 - (b) as a result of which the terms of the offer and consideration offered for the Unallocated Shares are unfair to the shareholder accepting the Repurchase offer.
5. The reason for the directors' conclusions above is that:
 - (a) the Unallocated Shares will be acquired from the Trustee at the price at which the Unallocated Shares were issued to the Trustee;
 - (b) the Unallocated Shares were originally issued to the Trustee for the benefit of persons who are no longer participants in the Company's Share Incentive Scheme. As those shares are no longer held for the former participants' benefit, the directors believe that it is appropriate that they be acquired by the Company;
 - (c) the Repurchase will have no cash cost to the Company (as the purchase price will be set off against amounts owing by the Trustee to the Company for the original issue price of the Unallocated Shares); and
 - (d) the Repurchase will have the effect of increasing shareholders' economic interest in the Company on a proportionate basis.
6. The Board is satisfied that the Company will satisfy the solvency test as defined by sections 4 and 52 of the Companies Act immediately after the Repurchase. The grounds for this conclusion are that immediately after the Repurchase, the Company will be able to pay its debts as they become due in the normal manner and the value of the Company's assets will exceed the value of the Company's liabilities, having had regard to:
 - (a) the most recent financial statements of the Company for the year ended 31 March 2020;

- (b) the accounting records of the Company; and
 - (c) all other circumstances that the directors know or ought to know affect, or may affect, the value of the Company's liabilities, including its contingent liabilities.
7. The Unallocated Shares shall be cancelled immediately upon acquisition.
 8. The Company shall send to each shareholder a Repurchase Disclosure Document on or about 20 May 2020 in relation to the Repurchase in accordance with section 62 of the Companies Act.
 9. In accordance with section 61(6) of the Companies Act, the proposed Repurchase by the Company will occur on a date ("Repurchase Date") not less than 10 working days and not more than 12 months after a copy of the Repurchase Disclosure Document has been sent to each shareholder. The Company's Chief Financial Officer is delegated the authority to determine the Repurchase Date.
 10. Any Director of the Company, the Chief Financial Officer and the Head of Investor Relations are authorised to approve and sign any document, give any notice or other communication, or take any action, on behalf of the Company that is required or is desirable in connection with the Repurchase and any of the other matters referred to in these resolutions.

Kind regards,



Bruce Gordon
CEO and Executive Director

Schedule

Shares Previously Repurchased by the Trustee	
<i>Purchase share price (\$)</i>	<i>Number of shares</i>
4.1663	24,089
1.8509	7,240
1.3625	7,340
1.6476	4,067
3.1296	23,496
2.0400	4,411
2.2400	45,090
Total	115,733

Possible Further Trustee Repurchases	
<i>Purchase share price (\$)</i>	<i>Number of shares</i>
3.1296	1,070
3.9612	5,919
4.1663	21,564
3.9275	44,650
Total	73,203
	188,936