

Dear Shareholder

I am pleased to invite you to attend the 2020 Annual Meeting of Smartpay Holdings Limited, full details of the business of the meeting are contained in the enclosed formal notice of meeting.

Due to the current uncertainties relating to public health restrictions associated with COVID 19 the Company has made the decision to hold the meeting through the Lumi AGM online system. You will be able to attend the Meeting remotely, vote and ask questions via the Lumi AGM online 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. 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. Marty Pomeroy, Smartpay's new 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 which will be managed through the online platform. Our auditors will be in attendance at the meeting as will members of our senior management team and will be available to answer questions. Following Marty's presentation we will deal with the formal business of the meeting .

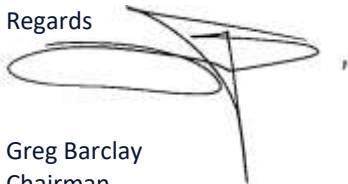
If you are not able to attend the Meeting, I encourage you to appoint a proxy no later than 2.30 pm NZST (12.30 pm AEST) on Wednesday 23 September 2020. You can appoint a proxy by completing and lodging the enclosed Proxy Form so that it reaches our share registrar Computershare Investor Services Limited, by the time set out above. Alternatively, you can securely appoint a proxy online by following the instructions on the Proxy Form.

Shareholders attending the Meeting will have the opportunity to submit questions to the Board, our senior management and auditors during the meeting and you are also invited to submit any questions prior to the commencement of the meeting by email to our Company Secretary, Rowena Bowman on rowena.bowman@smartpay.co.nz, in the questions section of the proxy form, or fill in the 'email us' box on our website www.smartpayinvestor.com by close of business on Monday 21 September 2020. The Board will endeavour to address all appropriate questions at the Meeting.

We encourage all our shareholders to register to receive communications electronically, in these changing times this assists us to communicate with you quickly and efficiently. To do so please register online with Computershare at : www.investorcentre.com/nz

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 2.30 pm NZST (12.30 pm AEST) on Friday 25
September 2020

ASX: SMP
NZX: SPY

SHARE INFORMATION

Issued Shares: 209,466,562

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

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Notice is hereby given that the 2020 Annual Meeting of Shareholders of Smartpay Holdings Limited (“Smartpay” or “the Company”) will be held virtually via the Lumi AGM online system on Friday 25 September 2020 commencing at 2.30 pm NZST (12.30 pm AEST).

ITEMS OF BUSINESS

A. Chair’s welcome and introduction

B. Minutes of previous annual meeting held on 24 September 2019

C. Managing Director’s review

D. Financial statements

In relation to Smartpay’s annual report for the year ended 31 March 2020, to receive the financial statements for that period and the auditor’s report on those financial statements.

E. Shareholder questions

F. Ordinary resolution

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

Fixing Remuneration of Auditor

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

G. Special Resolution

To consider and, if thought fit, to pass the following special resolution:

Adoption of new Constitution

2. That the existing Constitution of the Company be revoked and a new Constitution in the form tabled at the meeting, and referred to in the explanatory notes, be adopted with effect from the close of the Annual Meeting.
(See Explanatory Note 2)

By order of the Board
Greg Barclay

24 August 2020

IMPORTANT INFORMATION

ATTENDING THE MEETING

Shareholders will not be able to attend the Meeting in person, attendance at the meeting will only be via Lumi AGM. By using Lumi AGM, you will be able to listen to 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 are attending the meeting please ensure that your contact details are up to date on the register by contacting Computershare Investor Services Limited at enquiry@computershare.co.nz.

VOTING

Voting at the Meeting will be by poll and you will be able to vote by using your mobile device, tablet, laptop or pc. If you wish to vote during the meeting you can login via your internet browser by visiting web.lumiagm.com. Alternatively, to use your mobile device you should download Lumi AGM from the Apple App or Google Play Stores. Further information is available in the Virtual Meeting Guide enclosed and on the Investors section of Smartpay's website smartpayinvestor.com.

While Smartpay's constitution does not currently permit electronic voting at meetings of shareholders, under the COVID-19 Response (Requirements for Entities – Modifications and Exemptions) Act 2020, Smartpay has the ability to allow electronic voting at meetings of shareholders and intends to do so for the purposes of voting at the Meeting the subject of this notice.

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 instructions 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 (but it will need to be someone who can attend the online Meeting and vote on your behalf). 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 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 2.30pm NZST (12.30 pm AEST) on Wednesday 23 September 2020.

ORDINARY RESOLUTIONS

Part of the formal business of the Meeting is to pass the Ordinary Resolution 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.

SPECIAL RESOLUTION

The revocation of the existing Constitution and adoption of the new Constitution requires a Special Resolution. A special resolution is a resolution passed by a majority of more than 75% 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 11am NZST (9am AEST) on Monday 21 September 2020 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 the resolutions, all shareholders may vote on the 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, Adoption of new Constitution

On 1 January 2019, an amended version of the NZX Listing Rules ("Listing Rules") took effect. The Listing Rules (currently the January 2020 version) may be viewed on the NZX website: www.nzx.com.

To comply with the latest version of the Listing Rules, the Company proposes to amend its Constitution. As part of this exercise the Company also proposes to make changes to its Constitution to update references to relevant legislation and also to adopt a limited number of new provisions to provide maximum flexibility regarding the holding of meetings and voting at meetings.

A copy of the existing Constitution, a clean copy of the proposed new Constitution and a marked-up copy of the Company's existing Constitution showing all of the proposed changes, can be viewed on the Company's website: <https://www.smartpayinvestor.com/corporate-documents/>. Shareholders will also have the opportunity to review these documents during the Meeting.

A summary of the key changes to the substance of the Constitution is set out below (unless expressly stated otherwise, references to clause numbers below are references to clause numbers in the new Constitution). Further commentary on the changes is also included in the marked-up copy of the Company's existing Constitution which can be viewed as detailed above.

- **Statutory references and terminology:** The Constitution has been updated to reflect current terminology under the Listing Rules and the Financial Markets Conduct Act 2013 (and to reflect the fact that the Securities Transfer Act has been superseded by the Financial Markets Conduct Act 2013). By way of example, references to "Securities" have been replaced with references to "Financial Products" or "Equity Securities", as applicable, and definitions have been included for these new terms.
- **Share transfer procedures:** Clause 14.1 has been updated to reflect the more common methods of transferring shares in companies listed on the NZX and/or ASX. In addition, a new clause 14.9(c) has been included to provide flexibility for the Company to use the procedures set out in the ASX Settlement Operating Rules in order to acquire or sell shareholdings of less than a Minimum Holding.

The changes to these clauses have also necessitated the inclusion of a number of new definitions for terms such as "ASX Settlement", "ASX Settlement Operating Rules", "CHESS Holding", "CS Facility Licensee", "CS Facility Rules" and "Issuer Sponsored Holding".

- **Incorporation/Compliance with Listing Rules:** Section 2 of the Constitution has been amended to:
 - More logically order the provisions which are required to be included in the Constitution under the Listing Rules. These are now contained in clause 2.2;
 - Include a new clause 2.4 (in substitution for the previous clause 2.5) to provide for the potential scenario of the Company obtaining a waiver from ASX as well as from NZX (the previous clause only contemplated waivers being obtained from NZX);
 - Clause 2.5 has been amended to align with the current wording in Listing Rule 2.20.2
 - A new clause 2.7 has been included to make it expressly clear that the relevant clauses in the Constitution requiring the Company to comply with the Listing Rules and ASX Listing Rules only apply for so long as the Company is listed on the NZX or ASX, as applicable.

In addition to the changes to section 2, clause 5.1 has been amended to align with the current wording in Listing Rule 6.7.1.

- **Meetings and electronic appointments/voting:** Certain changes have been made to provide flexibility regarding the holding of meetings and voting at meetings. For instance, clause 17.1 has been amended to provide that a meeting may be held by means of a combination of an "in-person" meeting and an on-line meeting. A new clause 26 has been included to enable appointment of Representatives and voting at shareholder meetings to be undertaken by electronic means.

- **Voting at meetings of shareholders:** The Constitution has been amended to reflect the changes to the Listing Rules which require that all voting at shareholders' meetings must be conducted by way of a poll (clause 22.1). In addition, clause 22.3 has been amended to provide maximum flexibility for the Chair of a shareholders' meeting to determine the manner in which voting will be undertaken in the case of audio/on-line meetings.
- **Independent Directors:** As required by the Listing Rules, the Constitution has been amended to provide that the Company must at all times have a minimum of two Independent Directors (see clause 29.2).
- **Director rotation:** The Constitution has been amended to reflect the Director rotation requirements of the Listing Rules, which provide that a Director must not hold office (without being re-elected) past the third annual meeting following that Director's appointment or 3 years, whichever is longer (see clause 29.6).
- **Removing office of Managing Director:** Previously, the Listing Rules included a concept of a "Managing" or "Executive" Director, who was exempt from the usual Director rotation requirements. This distinction has been removed from the Listing Rules and, as a result, the provisions relating to the Managing Director are no longer necessary and have been removed from the Constitution.

Pursuant to the Companies Act 1993, the proposed amendments to the Constitution must be approved by a special resolution of the Company's shareholders. As the amendments to the Constitution do not impose or remove a restriction on the activities of the Company or affect the rights attaching to its shares, the shareholder minority buy-out rights under the Companies Act 1993 do not apply.

The Company's lawyers, Claymore Partners Limited, have provided an opinion to NZX that it considers that the Constitution as amended complies with the latest version of the Listing Rules.

The Directors unanimously recommend that shareholders vote to approve this Special Resolution.