

Notice of Annual Meeting 2021

Notice is hereby given that the Annual Shareholders' Meeting 2021 (the 'Meeting') of Pushpay Holdings Limited ('Pushpay' or 'the Company') will be held online by virtual webcast on **Wednesday, 16 June 2021** commencing at **2:00 pm (NZT)**.

Due to the ongoing COVID-19 situation, Pushpay has decided to hold its Annual Meeting online. Shareholders will only be able to participate online. We invite you to join us for the Virtual Annual Meeting online at www.virtualmeeting.co.nz/PPH21. Shareholders will be able to vote and ask questions at the Virtual Annual Meeting.

Where: www.virtualmeeting.co.nz/PPH21

When: 2:00 pm (NZT) on Wednesday, 16 June 2021

If you cannot attend, we encourage you to complete and lodge the Proxy Form in accordance with the instructions on the back of the form so that it reaches Link Market Services by 2:00 pm (NZT) on Monday, 14 June 2021.

Items of business

- A. Chairman's address
- B. Chief Executive Officer's presentation
- C. Shareholder questions

Consideration of any shareholder questions submitted prior to the Meeting (to the extent these questions have not already been addressed in the Chairman's address or the Chief Executive Officer's presentation) and any shareholder questions raised at the Meeting. (See Explanatory Note 1)

D. Resolutions

Resolution 1: That Ms Lorraine Witten, appointed by the Board as an Independent Director with effect on 22 September 2020, be elected as a Director of Pushpay. (See Explanatory Note 2)

Resolution 2: That the Board be authorised to fix the fees and expenses of Deloitte as auditor. (See Explanatory Note 3)

E. Other business

To consider any other matter raised by a shareholder at the Meeting.

Virtual Annual Meeting

Shareholders (and appointed proxies) will only be able to attend and participate in the Annual Meeting virtually via an online platform provided by our share registrar, Link Market Services at www.virtualmeeting.co.nz/PPH21.

Shareholders attending and participating in the Annual Meeting virtually via the online platform will be able to vote and ask questions during the Annual Meeting. More information regarding virtual attendance at the Annual Meeting (including how to vote and ask questions virtually during the Meeting) is available in the Virtual Annual Meeting Online Portal Guide, which accompanies this announcement and is available on our website (www.pushpay.com/investors).

Pushpay strongly recommends that shareholders who wish to participate in the Meeting virtually review the Virtual Annual Meeting Online Portal Guide in advance of the Meeting and log in to the online portal at least 15 minutes prior to the scheduled start time for the Meeting.



Voting

Voting entitlements for the Meeting will be determined as at 5:00 pm (NZT) on Monday, 14 June 2021. Registered shareholders at that time will be the only persons entitled to vote at the Meeting and only the shares registered in those shareholders' names at that time may be voted at the Meeting. If you are entitled to vote and wish to do so in-person at the Meeting, you should attend the Meeting online. A corporation may appoint a person to attend the Meeting as its representative in the same manner as a proxy is appointed.

The Chairman will require voting at the Annual Meeting to be conducted by poll, as required by the NZX Listing Rules.

Proxies

A Proxy Form is included with this Notice of Meeting. Any shareholder of Pushpay who is entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend the Meeting and vote on his or her behalf. A proxy need not be a shareholder of Pushpay.

A shareholder wishing to appoint a proxy can do so online in accordance with the instructions set out in the Proxy Form, or complete the accompanying Proxy Form and return it to Link Market Services Limited. To be a valid appointment of a proxy, a completed Proxy Form must be submitted to Link Market Services Limited by no later than 2:00 pm (NZT) on Monday, 14 June 2021. Please refer to the Proxy Form for ways that you can return your completed Proxy Form to Link Market Services Limited.

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 he or she sees fit. If you wish to give your proxy discretion, then you must mark the appropriate "Discretion" box(es) on the Proxy Form to grant your proxy that discretion.

If you do not tick any box for a particular resolution, or the form is otherwise unclear, then your instruction will be to abstain. If you mark more than one box on an item, your vote will be invalid on that item. If you do not name a proxy on your Proxy Form, or you name a proxy and your named proxy does not attend the Meeting, the Chair of the Meeting will act as your proxy.

If you name the Chair of the Meeting or any other Director as your proxy, he or she intends to vote any discretionary proxies in favour of resolutions 1 and 2. If you do not name a proxy on your Proxy Form or your named proxy does not attend the Meeting, the Chair of the Meeting will only vote in accordance with your express voting directions on the Proxy Form.

If you appoint a proxy, your proxy will have the discretion as to whether, and how, to vote on any procedural matters at the Meeting and on any resolution which is put to the Meeting and which is not set out above under "Resolutions" (including any resolution to amend a resolution, and any resolution which is so amended).

Resolution requirements and voting restrictions

Resolutions 1 and 2 are ordinary resolutions. In order for each of resolutions 1 and 2 to be passed, it must be approved by a simple majority of the votes of shareholders who are entitled to vote and vote on the resolution, in person or by proxy.

There are no voting restrictions on resolutions 1 and 2.

Presentation materials

Copies of presentation materials from the Meeting will be released to the NZX and ASX, and available on Pushpay's investor website, prior to the Meeting commencing.



By order of the Board,



Graham Shaw Independent Chairman

18 May 2021

Explanatory notes

Note 1 - Shareholder questions

If you decide to cast a proxy vote online as per the instructions on the Proxy Form, you will be able to provide your questions as part of that process. Alternatively, please write your questions in the space provided on the Proxy Form and return it to Link Market Services as per the instructions on the Proxy Form. If you are joining the Meeting via live webcast online, you will be able to submit questions and vote via the webcast platform. Instructions on how to join the Meeting online are set out above and on the Proxy Form.

Note 2 - Election of Director (Resolution 1)

Pursuant to NZX Listing Rule 2.7.1, a Director appointed by the Board must not hold office (without election) past the next Annual Meeting following the Director's appointment.

Ms Lorraine Witten was appointed by the Board following the last Annual Meeting and offers herself for election at the Meeting. Her relevant experience is set out below.



Lorraine Witten | Independent Director

Lorraine Witten was appointed as an Independent Director of Pushpay on 22 September 2020.

Lorraine has significant governance experience and is currently a Director of NZX-listed-companies, Rakon and TIL Logistics Group, where she is also Chair of the Audit and Risk Committees of both companies. Lorraine is also a Director of Horizon Energy Group and Chair of private companies, Simply Security, a company she founded in 2007, and vWork. Lorraine also has extensive commercial experience in the technology, Software as a Service and Information and Communications Technology sectors, with expertise in financial management, entrepreneurship, strategy and high-change environments.

Lorraine is a Chartered Fellow of the New Zealand Institute of Directors and has more than 25 years' experience in senior management and finance roles, including as past General Manager of Telecom Mobile from 1997 to 2001. Lorraine lives with her family in Auckland.

Note 3 - Auditor's remuneration (Resolution 2)

Deloitte is automatically reappointed as auditor of Pushpay under section 207T of the Companies Act 1993. Resolution 2, if passed by shareholders, authorises the Board to fix the fees and expenses of the auditor.



Board recommendations

The Board recommends that shareholders vote in favour of resolutions 1 and 2.

Further information

If you have any questions or require further information in relation to the Meeting, please contact investors@pushpay.com.