

NOTICE OF MEETING

**ANNUAL MEETING
OF SHAREHOLDERS**
2023

Annual Meeting Notice of 2023

The 2023 Annual Meeting of Smartpay Holdings Limited (the Company) will be held at Smartpay's Sydney Office

Date:

Thursday 27 July 2023

Time:

12.30pm NZST (10.30am AEST)

Attend in Person:

Smartpay Sydney Office
Level 9, 151 Castlereagh Street,
Sydney, NSW, 2000, Australia

Attend Virtually:

Computershare Meeting Services web platform
<https://meetnow.global/nz>

Agenda:

- A. Chair's address to shareholders.
- B. Chief Executive Officer's address to shareholders.
- C. Shareholders questions and discussions.
- D. To consider, and if thought appropriate, pass the following ordinary resolutions:

Appointment of Auditors

1. That the reappointment of PricewaterhouseCoopers as external auditors of the Company be ratified and approved.
(see Explanatory Note 1)

Fixing Remuneration of Auditor

2. That the Board be authorised to fix the auditor's remuneration for the ensuing year.
(See Explanatory Note 2)

Important Dates:

- **Record date for voting entitlements**
- 12.30pm NZST (10.30am AEST) on Monday 24 July 2023
- **Latest time for receipt of proxy forms**
- 12.30pm NZST (10.30am AEST) on Tuesday 25 July 2023

Explanatory Notes

Explanatory Note 1: Appointment of Auditor

As advised on 31 October 2022 the Company accepted the resignation of KPMG as external auditor of the Company with effect from 7 November 2022 and, to fill the casual vacancy arising from KPMG's resignation, the Board resolved to appoint PricewaterhouseCoopers (PwC) as the Company's new external auditor on the same day for the financial year commencing 1 April 2022. This resolution seeks the ratification and approval by the shareholders of the reappointment of PricewaterhouseCoopers as the external auditors of the Company.

The Board unanimously recommends that shareholders vote in favour of ratifying and approving the reappointment of PricewaterhouseCoopers as the Company's external auditor.

Explanatory Note 2: Remuneration of Auditor

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 3: Election and Re-election of Directors

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 Turnbull, Marty Pomeroy, Carlos Gil and Geoff Carrick were re-elected by the shareholders at the Annual Meeting held on 25 August 2022. Greg Barclay was re-elected by the shareholders at the Annual meeting held on 29 September 2021. There are therefore no directors standing for re-election.

Important Information

Attend in person or remotely

Smartpay is holding a hybrid meeting where shareholders can participate in the Annual Meeting of Shareholders by attending in person or via Computershare's Meeting Platform. By using the Computershare Meeting Platform you will be able to watch the meeting, access relevant documents, vote, and ask questions. Further information is available in the Virtual Meeting Guide enclosed and on the Investors section of Smartpay's website smartpayinvestor.com. If you propose to attend remotely 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.

Resolutions 1 and 2 are ordinary resolutions and are required to be passed by a simple majority of the votes of shareholders who are entitled to vote and voting on the resolution, in person or by proxy.

There are no voting restrictions applying to either of the resolutions.

Voting entitlements will be determined at 12.30pm NZST (10.30am AEST) on Monday 24 July 2023. Registered shareholders at that time will be entitled to exercise the right to vote at the meeting.

Shareholders may cast their votes using one of the following options:

At the Annual Meeting:

Shareholders attending the meeting in person can bring their Proxy Form with them to vote, or alternatively will be provided with voting papers, which can be completed and handed in at the conclusion of the meeting. Alternatively, shareholders can vote online by attending the meeting virtually through the Computershare Meeting Platform <https://meetnow.global/nz>.

Please refer the Virtual Meeting Guide available at www.computershare.com/vm-guide-nz for more information. You will need the latest version of Chrome, Safari or Edge to access the meeting.

Appoint a proxy to vote:

You may appoint a proxy to attend the Annual Meeting, to act generally at the meeting and to vote on your behalf. A proxy does not need to be a shareholder but does need to be someone who can attend the meeting and vote on your behalf. To do this, you should complete the accompanying proxy form and post it to Computershare or complete 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 the Control Number (found on the Proxy Form), your CSN/security holder number and postcode or country of residence. If you need to obtain these details, please contact Computershare, their contact details are set out in the Proxy Form.

If, in appointing a proxy, you have inadvertently not named someone to be your proxy, the Chair of the meeting will be your proxy and will vote in accordance with your express direction. All completed forms must be received by than 12.30pm NZST (10.30am AEST) on Tuesday 25 July 2023 to be effective.

Questions

If you have any questions, please contact Smartpay's Company Secretary, Rowena Bowman, at rowena.bowman@smartpay.co.nz or by email to info@smartpay.co.nz