



NEW ZEALAND'S EXCHANGE
TE PAEHOKO O AOTEAROA

Template Capital Change Notice

Updated as at June 2023

Please do not amend or delete individual rows. As this template relates to prescribed content, changes to content should only be made where it is clearly indicated that this is permitted, otherwise, if an Issuer considers a particular element does not apply, mark the row as N/A. Any other changes to this prescribed form must first be approved by NZX as required under NZX Listing Rule 3.26.1.

Section 1: Issuer information	
Name of issuer	Smartpay Holdings Limited
NZX ticker code	SPY
Class of financial product	Ordinary Shares
ISIN (If unknown, check on NZX website)	NZDMBE0001S2
Currency	NZD
Section 2: Capital change details	
Number issued/acquired/redeemed	3,828,432
Nominal value (if any)	Nil
Issue/acquisition/redemption price per security	Shares issued on the vesting of Share Performance Rights are issued for nil consideration. Share Performance Rights have a nil exercise price.
Nature of the payment (for example, cash or other consideration)	Not applicable
Amount paid up (if not in full)	Not applicable
Percentage of total class of Financial Products issued/acquired/redeemed/ (calculated on the number of Financial Products of the Class, excluding any Treasury Stock, in existence) ¹	1.61%
For an issue of Convertible Financial Products or Options, the principal terms of Conversion (for example the Conversion price and Conversion date and the ranking of the Financial Product in relation to other Classes of Financial Product) or the Option (for example, the exercise price and exercise date)	The full details of the performance hurdles and other vesting conditions of the Share Performance Rights were set out in the Notice of Meeting lodged with NZX on 27 August 2021. Each vested Share Performance Right entitles the holder to one fully paid ordinary share in SPY
Reason for issue/acquisition/redemption and specific authority for issue/acquisition/redemption/ (the reason for change must be identified here)	Issued in accordance with meeting all conditions of vesting of the Share Performance Rights
Total number of Financial Products of the Class after the issue/acquisition/redemption/Conversion (excluding Treasury	242,113,395 Nil Treasury Stock

¹ The percentage is to be calculated immediately before the issue, acquisition, redemption or Conversion.

Stock) and the total number of Financial Products of the Class held as Treasury Stock after the issue/acquisition/redemption.	
In the case of an acquisition of shares, whether those shares are to be held as treasury stock	Not applicable
Specific authority for the issue, acquisition, or redemption, including a reference to the rule pursuant to which the issue, acquisition, or redemption is made	Shareholder approval at the Annual Meeting held on 29 September 2021 and directors' resolution dated 13 June 2022
Terms or details of the issue, acquisition, or redemption (for example: restrictions, escrow arrangements)	See above. Listing Rule 4.6 and Notice of Meeting filed 27 August 2021. Certain SPRs were also issued under Listing Rule 4.6.1.
Date of issue/acquisition/redemption ²	10/6/24
Section 3: Authority for this announcement and contact person	
Name of person authorised to make this announcement	Rowena Bowman
Contact person for this announcement	Cherise Barrie
Contact phone number	027 503 6119
Contact email address	Cherise.barrie@smartpay.co.nz
Date of release through MAP	10/6/24

² Continuous issuers using this form in reliance on Rule 3.13.2, please indicate the period during which the relevant issue/acquisition/redemptions were made (for example, 1 January 2019 to 31 January 2019).