

Lodge your proxy



Online
www.investorvote.co.nz



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PROXY FORM/ADMISSION CARD FOR SMARTPAY HOLDINGS LIMITED'S 2018 ANNUAL MEETING



www.investorvote.co.nz

Lodge your proxy online, 24 hours a day, 7 days a week:

Smartphone?

Scan the QR code to vote now.

Your secure access information

Control Number:

CSN/Securityholder Number:

PLEASE NOTE: You will need your CSN/Securityholder Number and postcode or country of residence (if outside New Zealand) to securely access InvestorVote and then follow the prompts to appoint your proxy and exercise your vote online.



For your proxy to be effective it must be received by 10.30am AEST (12.30pm NZT) Sunday 23 September 2018

The Annual Meeting of Smartpay Holdings Limited (Smartpay) will be held on Tuesday 25 September 2018 commencing at 10.30am AEST (12.30pm NZT) (the Meeting) in The Wilarra Room, The Grace Hotel, 77 York Street, Sydney, NSW 2000, Australia. If you attend the Meeting in person please bring this form to assist with your registration.

Shareholders are able to attend in person or remotely via Lumi AGM. Voting will be by way of a poll. If you propose to attend remotely via Lumi AGM, please ensure that your contact details are up to date on the register by contacting Computershare Investor Services Limited (Computershare) using the details above. More information regarding remote attendance at the Meeting and voting online via Lumi AGM is available in the Virtual Meeting Guide, which is available on our website www.smartpayinvestor.com. If you wish to vote in person, you should attend the meeting.

If you do not propose to attend the Meeting, whether in person or via Lumi AGM, but wish to be represented by proxy, please lodge your proxy in accordance with the lodgment instructions above, by no later than 10.30am AEST (12.30pm NZT) on Sunday 23 September 2018. You can complete and return this form to Smartpay's registrar, Computershare at the address above. You can also appoint your proxy and vote on the resolutions online by going to www.investorvote.co.nz, or by scanning the QR code above with your smartphone.

A corporation may appoint a person to attend and vote at the Meeting as its representative in the same manner as it would to appoint a proxy. That person need not also be a shareholder.

Appointment of proxy

The Chair of the Meeting and any other Director is willing to act as proxy for any shareholder who wishes to appoint him. To appoint the Chair of the Meeting as your proxy enter 'The Chair of the Meeting' or to appoint a Director or another person as your proxy write the full name of that Director or the full name of such other person in the space allocated in 'Step 1' on the reverse of this form. If you do not appoint a proxy, your Proxy Form will be invalid. Your proxy need not also be a shareholder.

Voting on your holding

Direct your proxy how to vote by making the appropriate election, either online or on this Proxy Form, for each item of business (resolutions 1 to 6). If you do not make an election for a resolution, your instruction for your proxy will be to abstain. If you make more than one election for a resolution, your vote on that resolution will be invalid.

Appointing the Chair of the Meeting or a Director as your proxy

If you appoint the Chair of the Meeting or any other Director as your proxy and elect to give them discretion on how to vote on a resolution, you acknowledge that they will exercise your vote in favour of resolutions 1 to 6.

Voting Restrictions

Resolution 5: In accordance with NZX Main Board Listing Rule 9.3.1 the non-executive directors of the Company (being Greg Barclay, Matt Turnbull and Bruce Mansfield) and any associated person of any such non-executive directors cannot vote on resolution 5, unless casting votes under an express proxy of a person who is not disqualified from voting.

Resolution 6: In accordance with NZX Main Board Listing Rule 9.3.1, the subscribers for the convertible notes, being Anacacia Pty Limited ATF The Wattle Fund, G Chan Pension Pty Limited ATF Chan Superannuation Fund, Australian Philanthropic Services Foundation and Craig Chapman, their directors, shareholders and associated persons may not vote on resolution 6, unless casting votes under an express proxy of a person who is not disqualified from voting.

No voting restrictions apply to resolutions 1, 2, 3 or 4, all shareholders may vote on those resolutions.

Signing Instructions for proxy forms

Individual

Where the holding is in one name, the shareholder must sign this Proxy Form.

Joint Holding

Where the holding is in more than one name all of the joint shareholders must sign this Proxy Form.

Power of Attorney

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney under which it was signed (if not previously provided to the Registrar), and a signed certificate of non-revocation of the power of attorney, must accompany this Proxy Form.

Corporate Shareholder

In the case of a corporate shareholder, a duly authorised officer or director must sign this Proxy Form. Persons who sign on behalf of a corporate shareholder must be acting with the corporate shareholder's express or implied authority, or execute this Proxy Form under the Common seal of the corporate shareholder (if it has one).

PROXY/CORPORATE REPRESENTATIVE FORM

STEP 1 APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a shareholder/s of Smartpay Holdings Limited

hereby appoint _____ of _____

or failing him/her _____ of _____

as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions at the **Annual Meeting of Shareholders of Smartpay Holdings Limited being held on Tuesday 25 September 2018 commencing at 10.30am AEST (12.30pm NZT) in The Wilarra Room, The Grace Hotel, 77 York Street, Sydney, NSW 2000, Australia** and simultaneously, to be held remotely via Lumi AGM, and at any adjournment of that Meeting. If no direction has been given in respect of any resolution, then my/our instruction to the proxy will be to abstain.

If your proxy is not the Chair or a director, and they are attending remotely online, please provide their phone number.

Proxy Contact Details (phone) _____

STEP 2 ITEMS OF BUSINESS – PROXY VOTING INSTRUCTIONS

Please note: For each resolution you must tick one box. If you mark the abstain box for an item, you are directing your proxy not to vote on your behalf and your votes will not be counted in computing the required majority for that item. If no box is ticked for an item, your instruction for your proxy will be to abstain. If you tick more than one box for an item, your vote on that item will be invalid.

ORDINARY BUSINESS

		For	Against	Abstain	Proxy Discretion
1	That the Board be authorised to fix the auditor's remuneration for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	That Bruce Andrew Mansfield be re-elected as a director of Smartpay Holdings Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	That Gregor John Barclay be re-elected as a director of Smartpay Holdings Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	That, in accordance with Clause 28.1 of the Company's Constitution, the shareholders approve the increase of the maximum number of directors on the Board to 7.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	That the aggregate fees payable to the Company's non-executive Directors be increased from \$200,000 to \$300,000 per annum with effect from 1 October 2018.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	That the issue of AU\$7,500,000 of convertible notes convertible into ordinary shares in the Company at AU\$0.25 per share to various institutional and high net worth investors in Australia be approved and ratified. (see explanatory Note 6)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SIGN

SIGNATURE OF SECURITY HOLDER(S) This section must be completed

Securityholder 1

or Sole Director/Director

Securityholder 2

or Director (if more than one)

Securityholder 3

Contact Name _____ Contact Daytime Telephone _____ Date _____

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QUESTION(S) TO BE ANSWERED AT THE MEETING

ATTENDANCE SLIP

smartpay
payment solutions made easy

Annual Meeting of Shareholders Smartpay Holdings Limited
to be held in The Wilarra Room, The Grace Hotel, 77 York Street,
Sydney, NSW 2000, Australia on Tuesday 25 September 2018
commencing at 10.30am AEST (12.30pm NZT)