



**ASX: SMP**

**NZX: SPY**

#### SHARE INFORMATION

Issued Shares: 171,752,278

#### BOARD OF DIRECTORS

**Non- Exec Chairman:** Greg Barclay

**Managing Director:** Bradley Gerdis

**Non-Executive:** Matthew Turnbull

**Executive Director:** Marty Pomeroy

#### WEBSITES

[www.smartpay.co.nz](http://www.smartpay.co.nz)

[www.smartpay.com.au](http://www.smartpay.com.au)

[www.smartpayinvestor.com](http://www.smartpayinvestor.com)

#### REGISTERED OFFICES

##### New Zealand:

205 – 209 Wairau Road  
Wairau Valley  
Auckland 0627  
New Zealand

Phone: +64 (0)9 442 2700

Fax: +64 (0)9 442 2722

[info@smartpay.co.nz](mailto:info@smartpay.co.nz)

##### Australia:

Level 2  
117 York Street  
Sydney  
NSW 2000

Phone: +61 (0)2 7903 6302

Fax: +61 (0)2 9869 4223

[info@smartpay.com.au](mailto:info@smartpay.com.au)

## PRELIMINARY, INDICATIVE, NON-BINDING, CONDITIONAL PROPOSAL RECEIVED TO ACQUIRE ALL OF THE SHARES IN SMARTPAY

31 August 2017

Smartpay Holdings Limited (NZX/ASX: SPY/SMP, "Smartpay") announces that it has received a preliminary, indicative, non-binding and conditional proposal ("Indicative Proposal") from Pemba Capital Partners Pty Limited ("Pemba"), a Sydney based investment firm, to acquire all of the shares in Smartpay by way of a scheme of arrangement under Part 15 of the *Companies Act 1993* (NZ) for a total of NZ\$0.235 cash per share. This pricing would include any Smartpay interim dividend declared and paid between now and the settlement of the Indicative Proposal. The price will be reduced by any such dividend.

The Indicative Proposal is subject to a number of conditions (proposed by Pemba) including:

- the completion of due diligence to the satisfaction of Pemba and its financiers;
- no material adverse change to the business of Smartpay; and
- successful engagement by Pemba with the major shareholders of Smartpay.

In addition, the normal statutory provisions such as shareholder approvals, court approvals and compliance with the Listing Rules in both Australia and New Zealand will be required to be satisfied for any scheme to be successfully implemented.

The Board of Smartpay notes that there is no certainty that the Indicative Proposal will result in a binding offer, what the final terms of any offer will be, and whether or not that offer (if it occurs) will be recommended by the Smartpay Board.

Smartpay shareholders do not need to take any action in response to this Indicative Proposal and the Smartpay Board will update shareholders as and when appropriate.

The Smartpay Board is and remains committed to acting in the best interests of, and maximising value for, all Smartpay shareholders.

**ENDS**

**For further information contact:**

**Bradley Gerdis, Managing Director, +64 (9) 442 2717 / +61 (2) 7903 6333.**

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## Corporate Directory

### Registered and Principal offices

New Zealand:

205 – 209 Wairau Road  
Wairau Valley, Auckland 0627

Email: [info@smartpay.co.nz](mailto:info@smartpay.co.nz)

Phone: +64 (0)9 442 2700

Fax: +64 (0)9 442 2722

Website:

[www.smartpay.co.nz](http://www.smartpay.co.nz)

Australia:

Level 2, 117 York Street  
Sydney, NSW 2000

Email: [info@smartpay.com.au](mailto:info@smartpay.com.au)

Phone: +61 (0)2 7903 6302

Fax: +61 (0)2 9869 4223

Website:

[www.smartpay.com.au](http://www.smartpay.com.au)

### Shareholder Enquiries

Enquiries concerning shareholdings should be addressed to:

New Zealand:

Computershare Investor Services Limited  
Private Bag 92119, Auckland 1142

Phone: + 64 (0)9 488 8700

Fax: + 64 (0)9 488 8787

Australia:

Computershare Investor Services Pty Limited  
GPO Box 3329  
Melbourne, VIC 3001

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