

Lodge your proxy



Online
www.investorvote.co.nz



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PROXY FORM FOR SMARTPAY HOLDINGS LIMITED'S 2020 SPECIAL 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 10.30 am NZST (AEST 8:30am) on Friday 24 April 2020

A special meeting of Smartpay Holdings Limited (Smartpay) will be held via a Zoom conference meeting on 29 April 2020 commencing at 10:30am NZT (AEST 8:30am).

Attending the meeting

Shareholders will not be able to attend the Special Meeting in person. To attend the Zoom conference meeting proceedings, shareholders must register at <http://www.smartpayinvestor.com/sgm-registration>. Only shareholders entitled to attend and vote as outlined in the Notice of Meeting will be approved to access the Special Meeting. Information on how to access the Special Meeting will then be provided via email to approved attendees.

Proxies

Voting at the Special Meeting will be by proxy only. Any person who is entitled to attend and vote at the Special Meeting may only vote by appointing the Chair of the Meeting as their proxy. You can appoint the Chair of the Meeting as your proxy by following the instructions on this Proxy Form. Alternatively, you can securely appoint the Chair of the Meeting as your proxy online by following the online Investorvote instructions above.

When you appoint the Chair of the Meeting as your proxy, you may either direct your proxy how to vote for you or you may give your proxy discretion to vote as they see fit. If you wish to give your proxy discretion, then you must tick the appropriate box in the resolution to grant your proxy that discretion. If you do not tick any box for the resolution, then your instruction for your proxy will be to abstain. The Chair of the Meeting intends to vote all discretionary proxies in favour of the resolution. If you do not appoint a proxy on your proxy form, the Chair of the Meeting will be appointed your proxy and will vote in accordance with your express direction and if no direction has been given in respect of any resolution then the Chair of the Meeting will abstain. If you tick more than one box for the resolution, your vote on the resolution will be invalid.

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 should 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).

Voting Restrictions

As outlined in the Notice of Meeting no voting restrictions apply to the resolution, all shareholders may vote on the resolution.

Asking a question

If you would like to ask a question prior to the Special Meeting please email our company secretary, Rowena Bowman on rowena.bowman@smartpay.co.nz or fill in the "email us" box on our website smartpayinvestor.com by 24 April 2020, the Board will endeavour to address all appropriate questions at the meeting.

Turn over to complete the form to vote

PROXY FORM

STEP 1 LODGE YOUR PROXY

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

hereby appoint The Chair of the Meeting to vote as directed below at the Special meeting of Smartpay Holdings Limited (Smartpay) will be held via a Zoom conference meeting on 29 April 2020 commencing at 10:30am NZT (AEST 8:30am) and at any adjournment of that meeting.

STEP 2 VOTING INSTRUCTIONS

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

ORDINARY BUSINESS

- To approve the following resolution:
"That the sale under the asset sale agreement dated 28 November 2019 in relation to the New Zealand business and assets, between Verifone, Inc. (as purchaser) and certain Smartpay subsidiaries (as vendors) is approved as required by rule 5.1.1(c) of the NZX Listing Rules."

For	Against	Abstain	Proxy Discretion
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SIGN SIGNATURE OF SECURITYHOLDER(S) This section must be completed.

Securityholder 1 <input type="text"/>	Securityholder 2 <input type="text"/>	Securityholder 3 <input type="text"/>
or Sole Director/Director	or Director (if more than one)	

Contact Name _____ Contact Daytime Telephone _____ Date _____

? QUESTION(S) TO BE ANSWERED AT THE MEETING