



Ongoing Disclosure Notice

Disclosure of Directors and Senior Managers Relevant Interests

Sections 297(2) and 298(2), Financial Markets Conduct Act 2013

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|----------------------------|
| To NZX Limited; and |
| Name of listed issuer: |
| Date this disclosure made: |
| Date of last disclosure: |

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|--------------------------|
| Pushpay Holdings Limited |
| 29 September 2020 |
| 29 July 2020 |

Director or senior manager giving disclosure

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|---|
| Full name(s): |
| Name of listed issuer: |
| Name of related body corporate (if applicable): |
| Position held in listed issuer: |

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|--------------------------|
| Shane Sampson |
| Pushpay Holdings Limited |
| |
| Chief Financial Officer |

Summary of acquisition or disposal of relevant interest (excluding specified derivatives)

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| Class of affected quoted financial products: |
| Nature of the affected relevant interest(s): |
| For that relevant interest- |
| Number held in class before acquisition or disposal: |
| Number held in class after acquisition or disposal: |
| Current registered holder(s): |
| Registered holder(s) once transfers are registered: |

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| (a) Ordinary shares in Pushpay Holdings Limited (Ordinary Shares); (b) Unlisted conditional contractual right to be issued Ordinary Shares in Pushpay Holdings Limited (Restricted Stock Units or RSUs) |
| (a) Legal ownership of Ordinary Shares - under the terms of the Pushpay Holdings Limited 2016 Share Incentive Plan (RSU Plan) and subject to certain exceptions, Shane Sampson has agreed not to sell these Ordinary Shares for a period of 12 months from issue; (b) Holder of RSUs, subject to the terms of the RSU Plan |
| |
| (a) 225,148 (b) 191,169 |
| (a) 248,020 (b) 157,032 |
| (a) Shane Sampson (b) Shane Sampson |
| (a) Shane Sampson (b) Shane Sampson |

Summary of acquisition or disposal of specified derivatives relevant interest (if applicable)

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| Type of affected derivative: |
| Class of underlying financial products: |
| Details of affected derivative- |
| The notional value of the derivative (if any) or the notional amount of underlying financial products (if any): |
| A statement as to whether the derivative is cash settled or physically settled: |
| Maturity date of the derivative (if any): |
| Expiry date of the derivative(if any): |
| The price specified in the terms of the derivative (if any): |
| Any other details needed to understand how the amount of the consideration payable under the derivative or the value of the derivative is affected by the value of the underlying financial products: |
| <i>For that derivative, -</i> |
| Parties to the derivative: |
| If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative: |

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|----------------|
| Not applicable |
| Not applicable |
| Not applicable |
| Not applicable |
| Not applicable |
| Not applicable |
| Not applicable |
| Not applicable |
| Not applicable |
| Not applicable |
| Not applicable |
| Not applicable |

Details of transactions giving rise to acquisition or disposal

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| Total number of transactions to which notice relates: |
| Details of transactions requiring disclosure- |
| Date of transaction: |
| Nature of transaction: |
| Name of any other party or parties to the transaction (if known): |
| The consideration, expressed in New Zealand dollars, paid or received for the acquisition or disposal. If the consideration was not in cash and cannot be readily by converted into a cash value, describe the consideration: |
| Number of financial products to which the transaction related: |

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|---|
| One |
| 29 September 2020 |
| Issue of Ordinary Shares upon vesting of RSUs allocated to Shane Sampson under the RSU Plan. |
| Not applicable |
| Upon the vesting of 34,137 RSUs granted under the RSU Plan as part of the remuneration package of Shane Sampson, 22,872 Ordinary Shares were issued and 11,265 RSUs were cancelled (with the cancellation taking place on account of income tax withholding obligations). No cash consideration was required to be paid for the RSUs to vest. |
| (a) 22,872 Ordinary Shares (b) 34,137 RSUs |

If the issuer has a financial products trading policy that prohibits directors or senior managers from trading during any period without written clearance (a closed period) include the following details—

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| Whether relevant interests were acquired or disposed of during a closed period: |
| Whether prior written clearance was provided to allow the acquisition or disposal to proceed during the closed period: |
| Date of the prior written clearance (if any): |

Summary of other relevant interests after acquisition or disposal:

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| Class of quoted financial products: |
| Nature of relevant interest: |

For that relevant interest,-

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| Number held in class: |
| Current registered holder(s): |

For a derivative relevant interest,-

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|---------------------|
| Type of derivative: |
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Details of derivative,-

The notional value of the derivative (if any) or the notional amount of underlying financial products (if any):

A statement as to whether the derivative is cash settled or physically settled:

Maturity date of the derivative (if any):

Expiry date of the derivative (if any):

The price's specified terms (if any):

Any other details needed to understand how the amount of the consideration payable under the derivative or the value of the derivative is affected by the value of the underlying financial products:

For that derivative relevant interest,-

Parties to the derivative:

If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative:

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| Yes |
| Not applicable - Issue of Ordinary Shares upon vesting of RSUs in accordance with the rules of the RSU Plan. |
| Not applicable |

Ordinary shares in Pushpay Holdings Limited (**Ordinary Shares**)

1. Power to control the exercise of voting rights and to control the disposition of the shares.
2. Registered holder and beneficial owner.

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| Not applicable |
| Not applicable |

Certification

I certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.

Signature of director or officer:


Date of signature:

or

Signature of person authorised to sign on behalf of director or officer:

Date of signature:

Name and title of authorised person:



29 September 2020

Notes

Use this form to disclose all the acquisitions and disposals by a director or senior manager of a listed issuer, or of a related body corporate, or in specified derivatives. The disclosure must be made within—

(a) 20 working days after the first acquisition or disposal disclosed in this notice if the acquisitions or disposals are of a kind referred to in section 297(2)(a) of the Financial Markets Conduct Act 2013; or

(b) in any other case, 5 trading days after the first acquisition or disposal disclosed in this notice.