



SMARTPAY HOLDINGS LIMITED

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is hereby given that the 2017 Annual Meeting of Shareholders of Smartpay Holdings Limited (“Smartpay” or “the Company”) will be held in the **Marra Room, Level 2, The Grace Hotel, 77 York Street, Sydney, NSW 2000 Australia** on **Tuesday 26 September 2017** commencing at **10.30am AEST (12.30pm NZT)**.

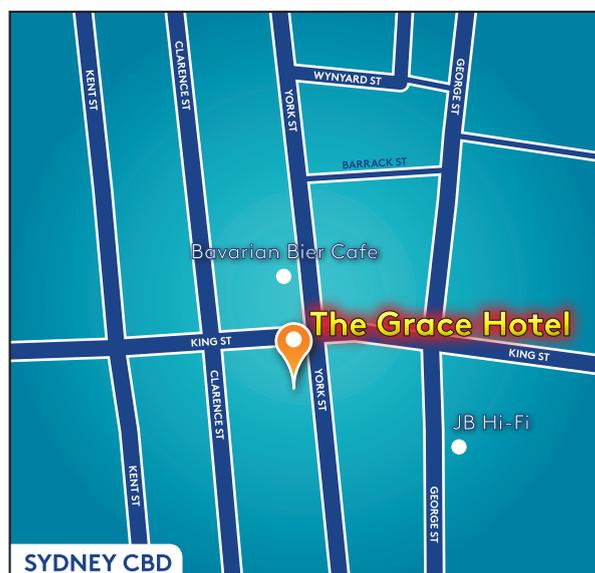
I am pleased to invite you to attend the 2017 Annual Meeting of Smartpay Holdings Limited which is being held in Sydney for the first time this year. Full details of the venue and business of the meeting are contained in the enclosed formal notice of meeting.

We encourage you to attend the meeting as it is a good opportunity for you to meet the Board in person and hear about industry trends and opportunities facing our Company. We recognise that over 85% of our voting securities are held in New Zealand and Australia combined, with 55% being Australian held. This along with active trading on the ASX and Australia being our recognised growth market, your Board felt it appropriate to hold this year’s AGM in Australia.

To ensure that our New Zealand and international holders are not disadvantaged by this decision we will also be holding the meeting virtually. Last year’s AGM was webcast and security holders were able to view the meeting live, this year you will be able to attend the Meeting remotely, view the Meeting, vote and ask questions via Lumi AGM. Further information on how to do this is set out in our formal notice of meeting which is enclosed and the Virtual Meeting Guide available on our website:

www.smartpayinvestor.com/meetings-presentations

If you are unable to attend in person I encourage you to use this technology so we can report to you on our achievements, and answer any questions you may have about Smartpay or its performance.





I will open the Meeting in my capacity as Chair of the Board and will provide some introductory comments. Bradley Gerdis, Smartpay's Chief Executive will then present on Smartpay's progress over the last year and the direction of the Company. There will be an opportunity following his presentation to ask questions and shareholders attending the meeting in person and remotely will be able to submit questions. Our auditors will be in attendance at the meeting as will members of our senior management team and will be available to answer questions.

We will then deal with the formal business of the meeting and following the meeting close we invite those present in Sydney to join us for refreshments and a further opportunity for informal questions and discussions with our Board and members of the senior management team present.

If you cannot attend the Meeting, either in person or via Lumi AGM, I encourage you to appoint a proxy by 10.30am AEST (12.30pm NZT) on Sunday 24 September 2017. You can appoint a proxy by completing and lodging the enclosed Proxy Form so that it reaches our share registrar Computershare Investor Services Limited, by the time set out above. Alternatively you can securely appoint a proxy online by following the instructions on the Proxy Form. If your proxy is not the Chair of the Board or a director and they will be attending remotely online using Lumi AGM, please ensure that you provide their contact details (phone). If this is not provided, we cannot guarantee remote admission to the virtual meeting for your proxy by logging in at web.lumiagm.com.

Shareholders physically present at the Meeting or attending remotely will have the opportunity to submit questions to the Board, our senior management and auditors during the meeting. If you would like to ask a question prior to the Meeting please email our Company Secretary, Rowena Bowman on rowena.bowman@smartpay.co.nz or fill in the 'email us' box on our website www.smartpayinvestor.com/contact by 10.30 am AEST (12.30pm NZT) on Sunday 24 September 2017. The Board will endeavour to address all appropriate questions at the Meeting.

For those shareholders who are attending the Meeting in person please bring the accompanying proxy form (Admission Card) with you to assist with your registration. You can also download Lumi AGM from the Apple App or Google Play Stores if you would like to vote during the meeting using a mobile device.

Thank you for your continued support of our business.

Regards

Greg Barclay
Chairman

ITEMS OF BUSINESS

A

Chairman's welcome and introduction

B

Minutes of previous annual meeting held on 31 August 2016

C

Managing Director's review

D

Financial statements - In relation to Smartpay's annual report for the year ended 31 March 2017, to receive the financial statements for that period and the auditor's report on those financial statements.

E

Shareholder questions *(See Explanatory Note 1)*

F

Ordinary resolutions

To consider and, if thought fit, to pass the following ordinary resolutions:

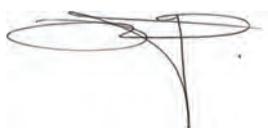
1. Fixing Remuneration of Auditor

That the Board be authorised to fix the auditor's remuneration for the ensuing year. *(See Explanatory Note 2)*

2. Re-election of Director – Bradley Gerdis

That Bradley Gavin Gerdis be re-elected as a director of Smartpay. *(See Explanatory Note 3)*

By order of the Board



Greg Barclay
11 August 2017

IMPORTANT INFORMATION

ATTENDING IN PERSON

Shareholders will be able to attend the Meeting in person. Voting at the Meeting will be by poll and you will be able to vote either by bringing and using your Proxy Form or a ballot paper supplied on the day, or by using your mobile device. If you wish to vote during the meeting using your mobile device you should download Lumi AGM from the Apple App or Google Play Stores. Alternatively, you can login via your internet browser by visiting web.lumiagm.com. Further information is available in the Virtual Meeting Guide on the Investors section of Smartpay's website:

www.smartpayinvestor.com/meetings-presentations

ATTENDING REMOTELY

This year we are introducing a hybrid meeting where shareholders can participate in the Annual Meeting of Shareholders by attending in person or via Lumi AGM. By using Lumi AGM, you will be able to watch the meeting, access relevant documents, vote, and ask questions. Further information is available in the Virtual Meeting Guide on the Investors section of Smartpay's website www.smartpayinvestor.com/meetings-presentations. 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 at:

enquiry@computershare.co.nz.

PROXIES

Any person who is entitled to attend and vote at the Annual Meeting may appoint another person as his or her proxy to attend and vote instead of him or her by filling out, and following the instruction on, the accompanying proxy form. Alternatively, you can securely appoint a proxy online by following the instructions on the Proxy Form. In order to complete the validation process to appoint a proxy online, NZX registered holders will need their common shareholder number (CSN) and post code. If you need to obtain these details, please contact Computershare. Their contact details are set out in the Proxy Form.

A proxy need not be a shareholder of Smartpay, you may appoint the "Chairman of the Meeting" as your proxy if you wish. A proxy form accompanies this Notice of Meeting. If you appoint a 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 boxes in each resolution to grant your proxy that discretion. If you do not tick any box for a resolution, then your instruction for your proxy will be to abstain. The Chair of the Meeting and any Director appointed as proxy intend to vote all discretionary proxies in favour of the relevant resolution. If you do not appoint a proxy on your proxy form your proxy form will be invalid. If you tick more than one box for a resolution, your vote on that resolution will be invalid.

Proxy Forms must be lodged at the offices of the Company's share registry, Computershare Investor Services Limited, Level 2, 159 Hurstmere Road, Takapuna, Auckland (Private Bag 92-119, Auckland 1142), not less than 48 hours before the commencement of the Meeting, being no later than 10.30 am AEST (12.30pm NZT) on Sunday 24 September 2017.

ORDINARY RESOLUTIONS

The formal business of the Meeting is to pass the Ordinary Resolutions set out in the preceding pages. An ordinary resolution is a resolution passed by a simple majority of more than 50% of votes of shareholders who are entitled to vote on the resolution and who exercise their right to vote.

SHAREHOLDERS ENTITLED TO ATTEND AND VOTE

Pursuant to section 125 of the Companies Act 1993, the Board has determined that, for the purposes of voting at the Annual Meeting, only those persons who are registered as shareholders of the Company as at 10.30am AEST (12.30pm NZT) Friday 22 September 2017 being a day which is not more than 20 working days before the Annual Meeting, will be entitled to exercise the right to vote at the Annual Meeting.

VOTING RESTRICTIONS

There is no business being considered at this meeting where voting restrictions apply, all shareholders may vote on all resolutions.

MORE INFORMATION

If you have any questions or require further information about this Notice of Meeting, please contact Smartpay's Company Secretary, Rowena Bowman, at rowena.bowman@smartpay.co.nz.

EXPLANATORY NOTES

EXPLANATORY NOTE 1: SHAREHOLDER QUESTIONS

After the Chairman and Managing Director have given their review of the financial year ended 31 March 2017 and any events which have occurred after 31 March 2017, there will be an opportunity for shareholder questions. If you are planning on attending the meeting remotely, information on how to do this can be found in the Virtual Meeting Guide available on our website www.smartpayinvestor.com/meetings-presentations. If you would like to ask a question prior to the Meeting please email our Company Secretary, Rowena Bowman on rowena.bowman@smartpay.co.nz or fill in the 'email us' box on our website www.smartpayinvestor.com/contact by 10.30 am AEST (12.30pm NZT) on Sunday 24 September 2017. The Board will endeavour to address all appropriate questions at the Meeting. Our auditors will be in attendance at the meeting as will members of our senior management team and will be available to answer questions also.

EXPLANATORY NOTE 2: REMUNERATION OF AUDITOR

KPMG is automatically re-appointed as the company's auditor under section 207T of the Companies Act 1993. This resolution authorises the Board to fix the fees and expenses of the auditor.

The Board unanimously recommends that shareholders vote in favour of authorizing the Board to fix the fees and expenses of the auditor.

EXPLANATORY NOTE 3: RE-ELECTION OF DIRECTOR – BRADLEY GAVIN GERDIS

The NZSX Listing Rule 3.3.11 requires that at least one third of directors or, if their number is not a multiple of three, then the number nearest to one third, shall retire from office at the annual meeting each year, but shall be eligible for re-election at that meeting.

Bradley Gerdis was elected at the 2012 Annual Meeting and retires by rotation at this annual meeting. As the Executive Managing Director of the Company under NZSX Listing Rule 3.3.12 (c) and in line with the Constitution of the Company Bradley Gerdis has been exempt from the rotation rules and did not need to be re-elected until 2017, being the maximum 5 year period he can remain a director before re-election under the NZSX Listing Rule 3.3.9. Being eligible he offers himself for re-election.

The Board has determined that Bradley is not an independent director in accordance with the NZSX Listing Rules.

Bradley joined Smartpay in December 2011 bringing to the company expertise and experience in managing high growth payments businesses. He joined the Smartpay Board in July 2012.

Prior to joining Smartpay, Bradley was a founding executive of Customers Ltd, an ASX listed ATM and payments company which grew from start-up to become Australia's largest ATM operator during his time with the business. Bradley also played a leading role as a founding director in the development of Strategic Payments Services Pty Ltd, a payments processing business in joint venture with Customers Limited, Bendigo Bank Ltd and MasterCard International. Bradley's experience includes direct investment roles with ANZ Private Equity and Gresham Private Equity. He has held executive and non-executive director positions in both publicly listed and private companies.

Bradley ordinarily resides in Sydney, Australia. In addition to being on the Board, Bradley serves on the Board's Audit and Finance Committee.

The Board unanimously recommends that shareholders vote in favor of Bradley's re-election.