

**SMARTPAY HOLDINGS LIMITED**  
**ANNUAL MEETING WEDNESDAY 26 SEPTEMBER 2017**

**Chair's Introduction**

Welcome

Good morning and welcome to Smartpay's Annual Meeting for 2017. I'm pleased to be speaking on behalf of the Board, for my second Annual Meeting as Chair of the Board.

I'd like to welcome those shareholders who are attending the Meeting in person here in Sydney, and also those shareholders joining us remotely.

The end of the 2017 financial year saw Smartpay deliver its best ever result in the company's reasonably short history. The Company is now well placed to take advantage of a solid platform for growth and to fully exploit the opportunities that have been identified both in New Zealand and Australia. It is a year that will not be without its challenges in a fast moving and changing industry, these challenges providing Smartpay with some good ongoing opportunity.

To begin, I'll introduce those up on stage.

Joining me we have Bradley Gerdis, our Managing Director who will be presenting to you today. Sitting with him are independent director Matt Turnbull and Executive Director, and Chief Operating Officer, Marty Pomeroy.

Before we start with the formal business of the Meeting, I have a couple of quick housekeeping points. For those people joining us in person, I'd be grateful if you could please make sure your phone is on silent and

that you only use Lumi AGM for voting. In the event of an emergency, please follow the emergency exit signs and instructions of the venue staff.

We'll begin today with a presentation from Bradley Gerdis which will be followed by the formal business of the meeting.

There will be opportunities for shareholders here in Sydney to ask questions following Bradley's presentation and to ask questions specifically on each resolution before it is considered. A number of senior managers of the group are also present as are our auditors who are available to answer questions as appropriate. If you are attending the Meeting remotely, you are also able to ask questions by clicking on the question icon in the navigation bar. Further information on this is set out in the Virtual Meeting Guide. To ensure that questions that are asked online reach me as we go through the meeting, I ask that shareholders that are attending the Meeting online submit those questions as soon as possible. I also have a number of questions that have been submitted prior to the meeting and I will identify and answer these at the appropriate points during the meeting. If we are unable to get through all questions today, we will respond individually after the meeting.

The Company Secretary has confirmed to me that the Notice of Meeting has been sent to all shareholders and other persons entitled to receive it. I can also confirm that the quorum requirements for the Meeting have been met and that the meeting is therefore properly constituted.

The Board has received no apologies, can I ask whether there are any apologies to record?

With that said, as Chair of the Meeting, I declare Smartpay's 2017 Annual Meeting formally open.

The matters requiring consideration today are outlined in detail in the Notice of Meeting that has been provided to shareholders and I will take this as read.

The minutes of the Last Annual Meeting, held on 31 August 2016 have been signed as a true record of the meeting and are available for inspection.

Smartpay's financial statements for the 2017 financial year, together with the Auditor's report, are set out in the Company's Annual Report, which is available on our website and from the registration desk.

Bradley will cover the performance of the Company in his presentation, after which there will be an opportunity for any questions and we will then move on to the formal part of the meeting and the resolutions.

Before I hand over to Bradley there a few matters that I would like to address.

1. Pemba Capital Partners Pty – as you are aware we recently disclosed that we have received a non-binding indicative offer from Pemba for 100% of the shares in Smartpay. We have also now appointed PwC to provide valuation advice and have disclosed everything that we know to the market. The Smartpay board is not in a position to provide any further detail or updates as we have nothing more other than what has already been disclosed.
2. Last week we announced that Bruce Mansfield has been appointed to the board of Smartpay. If you have read the market announcement you will see that Bruce is highly experienced in the Australian and global payments industry having had very senior roles with Visa and more recently with EFTPOS Payments Australia. For those who haven't seen the announcement it was released to the market last Thursday 21 September. Bruce is based here in

Sydney and is currently in the US on business otherwise he would have been here today so we could introduce him to the Smartpay shareholders. His appointment will be formalised next week once he returns to Sydney. We are delighted to have secured the services of someone of Bruce's calibre and he will be well placed to help further our growth aspirations, here in Australia in particular.

3. We, as a company and as a board, subscribe to the principals set out in our Policy of Diversity and Inclusiveness and we recognise that the embedding of these policies must be led by the board. Those who attended the AGM last year and who have read my comments in the 2017 Annual Report will note my comments around diversity, in particular but not limited to, gender representation. We remain committed to adding female representation to our board and our search for an appropriate board member will continue. We accept that diversity comes in many forms but at the top of our list of priorities is at least one female director. The appointment of Bruce Mansfield is not in substitution of such appointment and we will continue to strengthen your board and to provide succession across the core competencies of the board

I will now hand over to Bradley Gerdis

**[Bradley Presentation]**

Thank you Bradley.

I will now move to the formal business of the Meeting.

Voting

Because we have shareholders attending this Meeting today both in person and remotely, we will be conducting the vote by way of poll.

For those here in Sydney, you will be able to cast your vote by using Lumi AGM on your mobile device. If you plan to use a mobile device to vote you should have already downloaded Lumi AGM and received the Meeting ID to log into the Meeting. You can find further instructions in the Virtual Meeting Guide that is available from the registration desk.

Alternatively you may fill out the ballot paper that you would have received at the registration desk on your way in, which will be collected at the end of the formal part of the Meeting.

For those attending the Meeting remotely, when I open polling, you will be able to cast your vote by clicking on the polling icon in the navigation bar. You can find further instructions in the Virtual Meeting Guide that is available on the info screen in Lumi AGM, and from Smartpay's website.

Once we have tallied the votes they will be posted on the market announcement platforms of the NZX and ASX following the end of this meeting.

### Proxies

The proxy votes that have been submitted for each resolution will be set out on the slides that will be shown for each resolution. To give some context to these numbers, the current number of shares on issue in Smartpay is around 171.75 million.

I have been appointed proxy in respect of approximately 8.85m shares voting either for, against, or with discretion, for resolution 1 and approximately 0.25m shares voting either for, against, or with discretion, for resolution 2. As indicated on the proxy form, I intend to

vote all discretionary proxies where I am appointed as proxy in favour of resolutions 1 and 2.

I will now open the poll on both resolutions. Your mobile device will now display the two resolutions and your voting options. If you are viewing proceedings via Lumi AGM you may need to minimize the broadcast to access these voting options.

Simply select either For, Against or Abstain on each of the resolutions. There is no need to press a submit button. You can also change your selection as many times as you please up until the close of the polling

### Resolution 1: Auditor Remuneration

Now, turning to the first resolution, which relates to the authorisation of the Board to fix the remuneration of Smartpay's auditors. KPMG are 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.

Are there any questions or comments regarding this resolution?

***[Questions]***

I propose the resolution, could I ask someone to second it please.

***[second]***

If you haven't already done so, please now cast your vote on this item

### Resolution 2: Election of Bradley Gerdis as a Director

We now turn to the election and re-election of Directors. The profiles of

all the directors appear in the notice of meeting, on our website and in the report and accounts

The board has determined that, myself and Matt Turnbull are independent directors in terms of the Listing Rules.

Bradley Gerdis was elected at the 2012 Annual Meeting and retires by rotation at this annual meeting, the Board unanimously recommends that shareholders vote in favor of Bradley's re-election.

I will now ask Bradley to say a few words about himself.

***[Bradley Gerdis addresses Meeting]***

Thank you, Bradley.

Are there any questions or comments regarding this resolution?

***[Questions]***

I propose the resolution, could I ask someone to second it please.

***[second]***

If you haven't already done so, please now cast your vote on this item

Conclusion

That concludes the resolutions to be presented to the Meeting. If you have a ballot paper, please make sure you have marked your votes and

signed the form, ready for collection by a representative from our share registrar.

For those attending the Meeting remotely via Lumi AGM, we will leave the vote open for a couple of minutes, the poll will therefore formally close at (current time, plus 2 minutes) AEST.

***[Ballot papers collected]***

Voting has now closed. As mentioned earlier, the votes will be tallied and we hope to be able to announce the results during refreshments post the meeting and they will be available on the market announcement platforms of the NZX and ASX following this Meeting.

Thank you all for attending Smartpay's Annual Meeting. I now declare the Meeting closed.

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