

Director and Executive Remuneration Policy

28 February 2024

Overview

Smartpay is committed to providing fair and competitive remuneration that attracts, retains and rewards high performing employees who deliver the vision, strategies and goals of Smartpay in accordance with Smartpay's value.

Smartpay promotes the alignment of the interests of the directors, the Chief Executive Officer and employees with the long term interests of the shareholders.

Purpose

The purpose of this policy is to set out the processes to ensure that remuneration practices are driven from consistent principles.

Scope

This policy applies to Directors, the Chief Executive Officer, and executive of Smartpay.

Responsibility

The Board is ultimately responsible for setting this policy and does so with the assistance of the Remuneration and Nominations Committee.

The Board will review the policy annually. The Board will review the remuneration package of the Chief Executive and executive of the Smartpay annually, and the remuneration of non-executive directors at least every second year.

External Advisors

In reviewing the remuneration of non-executive directors, the Chief Executive Officer and executive, the Board may seek independent advice, including an evaluation against comparable peer groups.

Director Remuneration

Director remuneration is paid from a pool approved by the Shareholders.

Non-executive director remuneration is set to attract and retain high calibre experienced directors.

Non-executive Directors receive a fee as remuneration in their capacity as a director. The Chair of the board receives an additional fee for performing the additional responsibilities associated with this position.

From time to time, the board may ask a director to undertake additional duties by chairing a board sub-committee. A director who chairs a board sub-committee may receive an additional fee for this work, given the extra workload that is involved.

Executive Directors will receive no fees but will be paid as employees of Smartpay in accordance with their contracts of employment with the Company.

Non-executive directors are reimbursed for all reasonable and properly documented expenses incurred in performing their duties as directors.

Non-executive directors do not receive any other benefits from Smartpay.

Smartpay reserves the right to amend, update or withdraw its corporate policies without prior notice.

ASX: SMP
NZX: SPY

SHARE INFORMATION

Issued Shares: 238,284,963

www.smartpayinvestor.com

BOARD OF DIRECTORS

Independent Chair:
Gregor Barclay

Managing Director:
Martyn Pomeroy

Independent:
Matthew Turnbull

Independent:
Geoffrey Carrick

Non-Executive:
Carlos Gil

REGISTERED AND PRINCIPAL OFFICES

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Remuneration Structure

Smartpay uses a total remuneration package approach in setting salary and rewards as follows:

Base Salary	Benefits	Sales Commission	Short term Incentive (STI)	Long term Incentive (LTI)
Market pay based on role and effectiveness	Attraction and retention	Linked to sales achievements	Annual reward linked to short term annual targets aligned to the creation of shareholder value	To secure the Chief Executive Officer and key employees for a period to support the achievement of longer-term strategic goals and encourage long term decision making
All employees	All employees	Sales team	Eligible employees	By invitation

Chief Executive Officer and Executives

Smartpay uses a total remuneration package approach to setting the salary and rewards for the Chief Executive Officer and Officers. Total remuneration is a combination of:

1. Fixed remuneration – which includes a guaranteed base salary, allowances and other allowances as determined from time to time.
2. Variable 'at risk' remuneration – which may include:
 - Short term incentive plan; and
 - Long term incentive plan.

Short term incentive:

Short term incentive takes the form of a cash incentive based on a percentage of fixed base salary. Achievement is bonus scheme which is linked to key performance indicators (KPIs). The Remuneration and Nominations Committee sets the criteria for the KPIs annually and recommends to the Board for approval.

Short term incentives are for the benefit of the Chief Executive Officer and selected executives.

Short term incentive payments are subject to approval by the Board and at the sole discretion of the Board following the finalization of the annual audit of the financial results to which the KPIs relate.

Long-term incentive:

Long term incentive Plans take the form of Share Performance Rights broadly on the terms as approved by the Shareholders at the 2021 Annual Meeting of Shareholders. The vesting criteria for Share Performance

Rights will be determined by the Board at the time of each grant.

Long-term incentives are for the benefit of the Chief Executive Officer, selected executives and employees.

The Board retains discretion over the terms of a participant's participation in the plan.

Senior Executives will generally be required to have worked for the Company for at least 12 months before they are considered for a grant of Share Performance Rights under the Company's Long term incentive Plan, however the Board has discretion to make a grant earlier if it considers that a grant is required to secure or retain a Senior Executive.

The Board will have discretion to determine the timing and allocation of each grant of Share Performance Rights under the Company's Long term incentive Plan, subject always to each grant and allocation being consistent with the overriding principles of the Company's Remuneration Policy.

The Remuneration Report that forms part of the Annual Report sets out the remuneration of the Chief Executive Officer and the Board, together with a description of the short term incentive and long term incentive plan.

Policy authorised by the Board 28 February 2024



**Signed by Greg Barclay
For and on behalf of the Board**

For further information contact: Rowena Bowman, Company Secretary, +64 27 364 1138

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SHAREHOLDER ENQUIRIES

Enquiries concerning shareholdings should be addressed to:

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