



Lodge your proxy



Online
www.investorvote.co.nz



By Mail
Computershare Investor Services Limited
Private Bag 92119, Auckland 1142, New Zealand



By Fax
+64 9 488 8787

For all enquiries contact



+64 9 488 8777



corporateactions@computershare.co.nz

Proxy Form for Smartpay Holdings Limited's 2021 Annual 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/Shareholder Number:

PLEASE NOTE: You will need your CSN/Shareholder 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 3.00 pm NZDT (12 noon AEST) on Monday, 27 September 2021, being 48 hours before the start of the meeting.

How to Vote on Resolutions

All your securities will be voted in accordance with your directions.

Appointment of proxy

If you do not plan to attend the meeting, you may appoint a proxy. The Chair of the meeting and any other director is willing to act as proxy for any shareholder who wishes to appoint him. To appoint the Chair of the Meeting as your proxy enter 'The Chair of the Meeting' or to appoint a Director or another person as your proxy write the full name of that Director or the full name of such other person in the space allocated in 'Step 1' on the reverse of this form. Your proxy need not also be a shareholder. If you do not name a person as your proxy or your named proxy does not attend the meeting, the Chair 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 will abstain.

Voting of your holding

Direct your proxy how to vote by making the appropriate election, either online or on this Proxy Form, for each item of business. If you do not make an election for a resolution, your instruction for your proxy will be to abstain. If you make more than one election for a resolution, your vote on that resolution will be invalid.

Appointing the Chair of the Meeting or a Director as your proxy

If you appoint the Chair of the Meeting or any other Director as your proxy and elect to give them discretion on how to vote on a resolution, you acknowledge that they will execute your vote in favour of all resolutions.

Voting Restrictions

Martyn Pomeroy and his 'Associated Persons' (as that term is defined in the NZX Listing Rules), are subject to voting restrictions in relation to the Ordinary Resolution 3 set out in the preceding pages. Smartpay will disregard any votes cast on the Ordinary Resolution by Martyn Pomeroy or any of his 'Associated Persons'.

However, Smartpay will not disregard a vote if it is cast by any such person as a proxy for a person who is not disqualified from voting on the Ordinary Resolution in accordance with express instructions to vote for or against the resolution.

Signing Instructions for Proxy Forms

Individual

Where the holding is in one name, the shareholder must sign.

Joint Holding

Where the holding is in more than one name, all of the shareholders should sign.

Power of Attorney

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be produced to the Company with this Proxy Form.

Corporate Shareholder

This form must be signed by a Director jointly with another Director, or a Sole Director can also sign alone. Please sign in the appropriate place and indicate the office held.

Attending the Meeting

Shareholders will not be able to attend the Meeting in person, attendance at the meeting will only be via Computershare's Online Meeting Portal. For further information on how to attend the meeting please refer to the Virtual Meeting Guide which is enclosed and available on the Investors' section of Smartpay's website smartpayinvestor.com. If you are attending the meeting please ensure that your contact details are up to date on the register by contacting Computershare Investor Services Limited at enquiry@computershare.co.nz.

Turn over to complete the form to vote

STEP 1: Appoint a Proxy to Vote on Your Behalf

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

hereby appoint _____ of _____

or failing him/her _____ of _____

as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions at the **Annual Meeting of shareholders of Smartpay Holdings Limited being held virtually via Computershare's Online Meeting Portal on Wednesday, 29 September 2021 commencing at 3.00 pm NZDT (12 noon AEST)** and at any adjournment thereof.

STEP 2: Items of Business- Voting Instructions/Ballot Paper

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

Ordinary Resolution: Fixing remuneration of Auditor

1. That the Board be authorised to fix the auditor's remuneration for the ensuing year.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Ordinary Resolution: Re-election of Director

2. That Gregor John Barclay be re-elected as a director of Smartpay.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Ordinary: Issue of Share Performance Rights

3. That, for the purposes of NZX Listing Rule 4.2.1, share performance rights be issued to Martyn Pomeroy, Chief Executive and Managing Director on the terms and conditions set out in this notice of meeting (being 2,239,380 share performance rights in aggregate, allocated evenly amongst the financial years ending 31 March 2022, 31 March 2023 and 31 March 2024).

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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If your proxy is not the Chair of the Meeting or any other director of the Company, please ensure that you provide their contact details (phone and email address). If this information is not provided, we cannot guarantee remote admission to the virtual meeting for your proxy.

Proxy contact Details (Phone): _____ and (Email): _____

SIGN: Signature of Securityholder(s) This section must be completed.

Securityholder 1

or Sole Director/Director

Securityholder 2

or Director (if more than one)

Securityholder 3

Contact Name _____ Contact Daytime Telephone _____ Date _____

? Question(s) to be answered at the Meeting

@ Elect to receive Electronic Communications

Want to receive your communications quickly? Elect electronic communications by providing your email address below

Email Address _____

(By providing an email address above it is acknowledged that all communications for my portfolio will be received electronically where offered)