



MARKET RELEASE

RESOLUTIONS PASSED AT ANNUAL MEETING OF SHAREHOLDERS

AUCKLAND, 1 September 2016 – The Board of Smartpay Holdings Limited (NZX: SPY, ASX : SMP), a leading provider of payments and transactional solutions in New Zealand and Australia, is pleased to advise that at the Annual Meeting of Shareholders of the Company held on Tuesday 31 August 2016, all resolutions were passed by shareholders as follows:

| <u>Resolution</u> | <u>Result</u> | <u>Proxy Voting</u> |
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| 1. Board Authorised to fix the auditor's remuneration for the ensuing year | Passed by shareholders on a vote by way of show of hands | For: 46,945,390 Against: 5,600 Discretionary: 262,574 Abstain: 10,000 |
| 2. Martyn Richard Pomeroy re-elected as a director of Smartpay | Passed by shareholders on a vote by way of show of hands | For: 46,950,990 Against: 0 Discretionary: 262,574 Abstain: 10,000 |

The Board advises that, in terms of NZSX Listing Rules, the independent directors of the Company are:

- Gregor Barclay
- Matthew Turnbull

ENDS

Any enquiries should be directed to Greg Barclay + 64 21 306 594