

Lodge your vote



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



enquiry@computershare.co.nz

For your vote to be effective it must be received by 10 am 28th January 2013, being 48 hours before the start of the meeting

Proxy/Voting Form

How to Vote on Items of Business

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

Appointment of Proxy

If you wish you may appoint the Chairman of the Meeting as your proxy. To appoint the Chairman, simply write the words "The Chairman of the Meeting" in the relevant section. If you appoint the Chairman of the Meeting as your proxy, the Chairman intends to vote any undirected proxies in favour of all the resolutions.

Item 1 - Voting Exclusions

Certain persons who will or may benefit from certain resolutions are disqualified from voting by the NZSX Listing Rules.

Resolutions

RESOLUTION 1 - The subscribers for the issue of the shares, being the Trustees of the Pakihi Pension Scheme and its associated persons may not vote on resolution 1.

RESOLUTION 2 - The subscribers for the issue of the shares, being the Pengana Australian Equities Fund and its directors, shareholders and associated persons may not vote on resolution 2.

RESOLUTION 3 - The subscribers for the issue of the shares, being Far Corporate Services Limited and its directors, shareholders and associated persons may not vote on resolution 3.

RESOLUTION 4 - The subscribers for the issue of the shares, being Viaduct Limited and its directors, shareholders and associated persons may not vote on resolution 4.

RESOLUTION 5 - Neither Mark Unwin, nor any associated person of his may vote on resolution 5.

RESOLUTION 6 - Neither Martyn Pomeroy, nor any associated person of his may vote on resolution 6.

RESOLUTION 7 - The subscribers for the issue of the shares, being those persons listed in Part A of the Schedule to the notice of meeting, and their respective directors, shareholders and associated persons may not vote on resolution 7.

RESOLUTION 8 - The subscribers for the issue of the shares, being those persons listed in Part B of the Schedule to the notice of meeting, and their respective directors, shareholders and associated persons may not vote on resolution 8.

Item 2 -Undirected Votes

Neither the persons referred to in Item 1 as being prohibited from voting nor their associated persons may vote undirected proxies but may vote proxies in accordance with any specific voting instructions set out in those proxy forms.

Signing Instructions for Postal Forms

Voting of your holding

For each resolution, mark the box for which you wish to vote. If no instructions are given, the proxy will vote or abstain from voting as he or she thinks fit.

Joint Holding

Joint holders must all sign this form.

Power of Attorney

This form must be signed by you or your attorney. Your attorney must be authorised in writing. This form, and a copy of the power of attorney appointing the attorney or other authority, if any, under which it is signed together with a certificate of non-revocation, must be lodged with Computershare Investor Services Limited, Private Bag 92-119, Auckland 1142, or by fax (09) 488 8787 so as to ensure it is received by 10am, 28 January 2013, being 48 hours before the start of the meeting.

Companies

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

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission.

Comments & Questions

If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form to vote

Proxy/Corporate Representative Form

STEP 1 Appoint a Proxy to Vote on Your Behalf

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

hereby appoint or nominate _____ of _____

or failing him/her _____ of _____

as my/our proxy to vote for me/us on my/our behalf at the **Special Meeting of shareholders of SmartPay Holdings Limited being held at The Spencer on Byron Hotel, 9-17 Byron Avenue, Takapuna, Auckland, commencing at 10 am on 30th January 2013** (and at any adjournment thereof).

STEP 2 Items of Business - Voting Instructions/Ballot Paper (if a Poll is called)

Please note: My/our proxy representative is directed to vote as follows (and if no directions are given, my/our proxy may vote as he or she thinks fit or may abstain):

		Please tick one box			
Resolution		For	Against	Abstain	Discretionary
(1)	That the issue of 8,695,652 shares in the Company at \$0.115 per share to the trustees of the Pakihi Pension Scheme be approved and ratified.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(2)	That the issue of 13,043,478 shares in the Company at \$0.115 per share to the Pengana Australian Equities Fund be approved and ratified.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(3)	That the issue of 600,000 shares in the Company at \$0.115 per share to Far Corporate Services Limited be approved and ratified.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(4)	That the issue of 15,400,000 shares in the Company at \$0.15 per share to Viaduct Limited be approved and ratified.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(5)	That the Company be authorised to issue to Mark Unwin:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	(a) 2 million options to acquire ordinary shares in the Company, exercisable at \$0.20 per share after vesting but on or before 31 December 2017; and				
	(b) 2 million options to acquire ordinary shares in the Company, exercisable at \$0.30 per share after vesting but on or before 31 December 2019.				
(6)	That the Company be authorised to issue to Martyn Pomeroy:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	(a) 2 million options to acquire ordinary shares in the Company, exercisable at \$0.20 per share after vesting but on or before 31 December 2017; and				
	(b) 2 million options to acquire ordinary shares in the Company, exercisable at \$0.30 per share after vesting but on or before 31 December 2019.				
(7)	That the Company be authorised to issue 9,966,667 shares in the Company at \$0.15 per share to certain institutional investors in New Zealand and certain institutional and private investors in Australia.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(8)	That the Company be authorised to issue shares in the Company at \$0.15 per share to certain institutional and private investors in Australia for aggregate consideration proceeds of AUD\$1,780,000.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Securityholder 1

or Sole Director and Sole Company Secretary

Securityholder 2

or Director

Securityholder 3

or Director/Company Secretary

Contact Name _____ Contact Daytime Telephone _____ Date _____

ATTENDANCE SLIP



Special Meeting of SmartPay Holdings Limited to be held at The Spencer on Byron Hotel, 9-17 Byron Avenue, Takapuna, Auckland, commencing at 10 am on 30th January 2013.