



Lodge your vote



By Mail

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For your vote to be effective it must be received by 11:00 am 26th June 2012, 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.

Voting Exclusions

Certain persons who will or may benefit from certain resolutions are disqualified from voting by the NZSX Listing Rules. In particular the subscribers for the shares the subject of the resolution (as listed in the Schedule attached to the Notice of Meeting), and their respective directors, shareholders and associated persons may not vote on the resolution.

Undirected Votes

Neither the persons referred to in Voting Exclusions above 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. The subscribers for shares in the Capital Raising are precluded from acting as a discretionary proxy for another person who is not disqualified from voting, but they may vote in accordance with the express instructions of any such person.

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 11:00 am on 26 June 2012, 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 11.00am on Thursday, 28th June 2012** (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):

Resolution	Please tick one box			
	For	Against	Abstain	Proxy Discretion
(a) The Refinance, the entry into the Facilities and the execution of the Facility Documents; and	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) The issue of up to NZ\$13,500,000 of fully paid ordinary shares in Smartpay Holdings Limited at an issue price of 11.5 cents per share.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In each case as described in the Notice of Meeting, including the Explanatory Memorandum, are approved.

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 11:00 am on Thursday 28th June 2012