



## 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 the 2022 Annual Meeting of Smartpay Holdings Limited ('Smartpay')



[www.investorvote.co.nz](http://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 12.30pm NZST (10.30am AEST) on Tuesday 23 August 2022, 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

Subject to the voting restrictions for Resolution 6, 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

**Resolution 6:** In accordance with NZX Main Board Listing Rule 6.3.1 the non-executive directors of the Company (being Gregor Barclay, Matthew Turnbull, Carlos Gil and Geoffrey Carrick) and any associated person of any such non-executive directors cannot vote on resolution 6, unless casting votes under an express proxy of a person who is not disqualified from voting.

### 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 be able to attend the Meeting in person, or virtually 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](http://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](mailto: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 to be held at Smartpay's Sydney Office, Level 9/151 Castlereagh Street, Sydney NSW 2000, Australia and online at <https://meetnow.global/nz> on Thursday 25 August 2022 commencing at 12.30 pm NZST (10.30 am AEST)** and at any adjournment thereof.

## STEP 2: Items of Business– Voting Instructions/Ballot Paper

### Ordinary Resolution: Fixing remuneration of Auditor

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

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

### Ordinary Resolution: Re–election of Director

2. That Matthew George Turnbull 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 Resolution: Re–election of Director

3. That Martyn Richard Pomeroy 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 Resolution: Re–election of Director

4. That Carlos Gil 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 Resolution: Re–election of Director

5. That Geoffrey Myles Carrick 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 Resolution: Board Remuneration

6. That the aggregate fees payable to the Company's non–executive Directors be increased from \$300,000 per annum to \$500,000 per annum with effect from 1 September 2022.

<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)

ATTENDANCE SLIP