



NOTICE OF MEETING

ANNUAL MEETING OF SHAREHOLDERS

2025

SMARTPAY HOLDINGS LIMITED

Notice of 2025 Annual Meeting

The 2025 Annual Meeting of Smartpay Holdings Limited (the Company) will be held at Smartpay's Sydney Office

Important Dates

Record Date for Voting Entitlements

12.30pm NZST (10.30am AEST)
Monday 25 August 2025

Latest Time for Receipt of Proxy Forms

12.30pm NZST (10.30am AEST)
Tuesday 26 August 2025

Agenda

- A. Chair's address to shareholders.
- B. Chief Executive Officer's address to shareholders.
- C. Shareholders questions and discussions.
- D. To consider, and if thought appropriate, pass the following ordinary resolutions:

Fixing Remuneration of Auditor

1. That the Board be authorised to fix the auditor's remuneration for the ensuing year. (See Explanatory Note 1)

Election and Re-election of Directors

2. That Matthew George Turnbull be re-elected as a Director of Smartpay. (See Explanatory Note 2)
3. That Martyn Richard Pomeroy be re-elected as a Director of Smartpay. (See Explanatory Note 2)
4. That Carlos Gil be re-elected as a Director of Smartpay. (See Explanatory Note 2)
5. That Geoffery Myles Carrick be re-elected as a Director of Smartpay. (See Explanatory Note 2)
6. That Shelly Maree Ruha be elected as a Director of Smartpay. (See Explanatory Note 2)

Date & Time

Thursday 28 August 2025
12.30pm NZST (10.30am AEST)

Attending

In Person:

Smartpay
Level 9, 151 Castlereagh Street,
Sydney, NSW 2000, Australia

Virtually

Computershare Meeting
Services web platform
www.meetnow.global/nz

Explanatory Notes

● EXPLANATORY NOTE 1

Remuneration of Auditor

Pricewaterhouse Coopers (PwC) is automatically re-appointed as the Company's auditor under section 207T of the Companies Act 1993.

This resolution authorises the Board to fix the fees and expenses of the auditor.

The Board unanimously recommends that shareholders vote in favour of authorising the Board to fix the fees and expenses of the auditor.

● EXPLANATORY NOTE 2

Election and Re-election of Directors

NZX Listing Rule 2.7.1 requires that a Director of an Issuer must not hold office (without re-election) past the third annual meeting following the Director's appointment or 3 years, whichever is longer and that a director appointed by the Board must not hold office (without re-election) past the next annual meeting following the Director's appointment.

Greg Barclay was re-elected by the shareholders at the Annual General Meeting held on 12 July 2024.

Matthew Turnbull, Martyn Pomeroy, Carlos Gil and Geoffery Carrick were re-elected by the shareholders at the Annual Meeting held on 25 August 2022, and being eligible, hereby stand for re-election.

Shelley Ruha was appointed to the Board on 23 August 2024 by the Directors, and being eligible, hereby stands for election.

Matthew George Turnbull (Matt)

Appointed Director: April 2013
Auckland, New Zealand.

Matthew is a Chartered Accountant and is a member of Chartered Accountants Australia and New Zealand. He commenced his career with PricewaterhouseCoopers (then Price Waterhouse) and has over 20 years' experience providing accounting and corporate advisory services. Matt has a detailed understanding of Smartpay, having assisted the company in the 2012 recapitalisation and restructure, and the acquisition of Viaduct Limited.

In addition to being on the Board, Matthew serves on the Board's Remuneration and Nominations Committee and is the Chair of the Audit and Finance Committee.

The Board has determined that Matthew is an independent director in accordance with the NZX Listing Rules.

The Board unanimously recommends that shareholders vote in favour of Matthew's re-election.

Martyn Richard Pomeroy (Marty)

Appointed Director: January 2014.
Auckland, New Zealand.

Martyn joined the Smartpay Board in April 2014 and was appointed managing director in 2020.

Martyn was the founder of Viaduct Limited, the third largest terminal business in New Zealand when purchased by Smartpay in 2013. Martyn brings over 20 years of experience in the payments industry to the Board.

Martyn is the leader of the management team and responsible for driving the strategy and culture of Smartpay.

The Board unanimously recommends that shareholders vote in favour of Martyn's re-election

Explanatory Notes

● EXPLANATORY NOTE 2

Election and Re-election of Directors

Carlos Gil

Appointed Director: December 2018.
Sydney, Australia.

Carlos Gil is the founder and current CEO of ASX listed Microequities Asset Management, Smartpay's largest shareholder. He has extensive experience in stockbroking, funds management, and investment research gained over a career spanning more than 20 years. He has held various senior management positions in Europe, including roles as Head of International Securities at BM Securities, and at Banesto Bank (Santander Group).

Carlos holds a Bachelor of Economics from Sydney University, a Graduate Diploma in Applied Finance and Investment Analysis from the Australian Securities Institute and a Master in Applied Finance and Investment Analysis from the Financial Services Institute of Australia.

The Board unanimously recommends that shareholders vote in favour of Carlos' re-election.

Geoffrey Myles Carrick (Geoff)

Appointed Director: June 2022.
Sydney, Australia.

Geoffrey is a seasoned capital markets practitioner, having held the positions of Head of Corporate Finance at Shaw and Partners Limited from 2016 – 2019, Head of Equity Capital Markets at Commonwealth Bank from 2012–2015, and twelve years with Macquarie Capital. Geoffrey currently serves as Director and Chair of the Audit Committee of Brainchip Holdings Limited (ASX:BRN), Executive Chair of VCF Capital Partners Pty Limited and Director of Global Study Partners Holdings Pty Limited.

Geoffrey is a graduate of the University of Sydney in Economics and Law.

The Board has determined that Geoffrey is an independent director in accordance with the NZX Listing Rules.

The Board unanimously recommends that shareholders vote in favour of Geoffrey's re-election.

Shelley Maree Ruha

Appointed Director: August 2024.
Auckland, New Zealand.

The NZX Listing Rule 2.7.1 requires that a director appointed by the board must not hold office (without re-election) past the next annual meeting following the Director's appointment.

Shelley was appointed to the Board on 23 August 2024 and, being eligible stands for election.

Shelley brings extensive experience in governance with fintech, technology infrastructure payments and payments innovation, banking and venture capital. Shelley has previously had a long executive career in banking and finance leading large and complex businesses in New Zealand. This includes a number of years in senior leadership roles with the Bank of New Zealand.

Shelley is a Director of Heartland Bank Limited, 9 Spokes Limited, Partners Life Limited and is the independent Chair of PaySauce Limited and Allied Farmers.

The Board has determined that Shelley is an independent director in accordance with the NZX listing rules.

The board unanimously recommends that shareholders vote in favour of Shelley's election

Important Information

Attend in person or remotely

Smartpay is holding a hybrid meeting where shareholders can participate in the Annual Meeting of Shareholders by attending in person or via Computershare's Meeting Platform.

By using the Computershare Meeting Platform you will be able to watch the meeting, access relevant documents, vote, and ask questions. Further information is available in the Virtual Meeting Guide enclosed and on the Investors section of Smartpay's website smartpayinvestor.com.

If you propose to attend remotely please ensure that your contact details are up to date on the register by contacting Computershare Investor Services Limited at enquiry@computershare.co.nz.

Voting

Voting at the Meeting will be by poll.

Resolutions 1, 2, 3, 4, 5 and 6 are ordinary resolutions and are required to be passed by a simple majority of the votes of shareholders who are entitled to vote and voting on the resolution, in person or by proxy.

No voting restrictions applying to resolution 1, 2, 3, 4, 5 and 6.

Voting entitlements will be determined at 12.30pm NZST (10.30am AEST) on Monday 25 August 2025. Registered shareholders at that time will be entitled to exercise the right to vote at the meeting.

Shareholders may cast their votes using one of the following options:

At the Annual Meeting:

Shareholders attending the meeting in person can bring their Proxy Form with them to vote, or alternatively will be provided with voting papers, which can be completed and handed in at the conclusion of the meeting. Alternatively, shareholders can vote online by attending the meeting virtually through the Computershare Meeting Platform www.meetnow.global/nz.

Please refer the Virtual Meeting Guide available at www.computershare.com/vm-guide-nz for more information. You will need the latest version of Chrome, Safari or Edge to access the meeting.

Appoint a proxy to vote:

You may appoint a proxy to attend the Annual Meeting, to act generally at the meeting and to vote on your behalf. A proxy does not need to be a shareholder but does need to be someone who can attend the meeting and vote on your behalf. To do this, you should complete the accompanying proxy form and post it to Computershare or complete online by following the instructions on the Proxy Form. In order to complete the validation process to appoint a proxy online, NZX registered holders will need the Control Number (found on the Proxy Form), your CSN/ security holder number and postcode or country of residence. If you need to obtain these details, please contact Computershare, their contact details are set out in the Proxy Form.

If, in appointing a proxy, you have inadvertently not named someone to be your proxy, the Chair of the meeting will be your proxy and will vote in accordance with your express direction. All completed forms must be received by than 12.30pm NZST (10.30am AEST) on Tuesday 26 August 2025 to be effective.

Questions

If you have any questions, please contact Smartpay's Company Secretary, Rowena Bowman, at rowena.bowman@smartpay.co.nz or by email to info@smartpay.co.nz