

Lodge your proxy



Online
www.investorvote.co.nz



Scan and email:
corporateactions@computershare.co.nz
(please use 'Smartpay Proxy Form' as the subject for easy identification)

Deliver in person:
Level 2, 159 Hurstmere Road, Takapuna,
Auckland 0622

By Mail
Computershare Investor Services Limited
Private Bag 92119, Victoria Street West,
Auckland 1142, New Zealand

For all enquiries contact



+64 9 488 8777



corporateactions@computershare.co.nz

Voting/Proxy Form for the Scheme Meeting of Smartpay Holdings Limited ("Smartpay")



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 NZDT (10.30am AEDT) on Sunday, 12 October 2025.

The Scheme Meeting for Smartpay Holdings Limited (Smartpay) will be held on Tuesday, 14 October 2025 at 12.30pm NZDT (10.30am AEDT). This will be a hybrid meeting, and shareholders can attend online via Computershare's virtual meeting platform (details below) or in person in the Ionic Room, Sydney Masonic Centre, 66 Goulburn Street, Sydney, NSW 2000, Australia. If you will attend in person, please bring this form with you to assist with your registration.

If you will not attend the meeting but wish to be represented by proxy, please complete and return this form (using the instructions set out in this form) to Smartpay's share registry, Computershare, by no later than 12.30pm NZDT (10.30am AEDT) on Sunday, 12 October 2025.

Appointment of Proxy

1. A shareholder of Smartpay who is entitled to attend and vote can appoint a proxy (or in the case of a corporate shareholder, a representative) to attend and vote in their place. A proxy does not need to be a shareholder of Smartpay. You can appoint a proxy online or by completing and returning this form by email, by mail or in person in accordance with the instructions set out in the Scheme Booklet.
2. The Chair of the meeting (or any other Director) will act as a proxy for any shareholder who may wish to appoint the Chair (or any other Director) for that purpose. If you appoint the Chair of the meeting (or any other Director) as your proxy, the Chair (or that Director) will vote in accordance with your express direction and will vote all discretionary proxies or any undirected proxies (where you have not provided express direction on how to vote) in favour of the resolution (unless a majority of the Directors have changed their recommendation, in which case the Chair (or Director) will vote all undirected proxies in a manner consistent with that changed recommendation).
3. If you do not name someone to be your proxy but you otherwise complete this form in full, or your named proxy does not attend the meeting, the Chair of the meeting will be your proxy and will vote in accordance with your express direction and, if you choose to grant your proxy discretion or if you do not provide an express direction, will vote in favour of the resolution (unless a majority of the Directors have changed their recommendation, in which case the Chair will vote all undirected proxies in a manner consistent with that changed recommendation).
4. No shareholder is prohibited from voting on the resolution and all shareholders will vote together as one interest class.

Instructing your proxy to vote

Please direct your proxy to vote by marking the appropriate box on the form:

- if you tick the FOR box you are directing your proxy to cast your vote in favour of the resolution;
- if you tick the AGAINST box you are directing your proxy to cast your vote against the resolution;
- if you tick the PROXY DISCRETION box you are directing your proxy to make the decision about how to cast your vote for the resolution;
- if you tick the ABSTAIN box you are directing your proxy not to cast the vote on your behalf on the resolution; and

- if you correctly appoint a proxy and either do not give direction on how to vote or tick more than one voting box for the resolution, then the proxy will be treated as having discretion on how to vote. See 2. and 3. above for how the Chair of the meeting (and any other Director) will vote discretionary proxies.

Electronic appointment

You can appoint a proxy to cast your vote electronically by accessing InvestorVote (www.investorvote.co.nz). Use this option if you will NOT be attending the meeting and wish to lodge your proxy electronically. Do not return this form if you have lodged your proxy using InvestorVote.

Signing Instructions for Proxy Forms

Individual

Where the holding is in one name, the shareholder must sign.

Joint Holding

At least one joint shareholder should sign this form (on behalf of all joint shareholders). If different joint shareholders purport to appoint different proxies, the vote of the proxy appointed by the first named joint shareholder will prevail.

Power of Attorney

If this form is completed by an attorney, the power of attorney or a certified copy must, if not previously produced to Smartpay, accompany the form together with a completed certificate of non-revocation of authority.

Corporate Representative

In the case of a corporate shareholder, a duly authorised person or director must sign this form. Persons who sign on behalf of a corporate shareholder must be acting with that corporate shareholder's express or implied authority.

Comments & Questions

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

Virtual Meeting

The virtual meeting will be accessible on both desktop and mobile devices at <https://meetnow.global/nz>. Please refer to the Virtual Meeting Guide available at www.computershare.com/vm-guide-nz.

Turn over to complete the form to vote

Voting/Proxy Form

STEP 1: Appoint a Proxy to Vote on Your Behalf This section must be completed.

I/We being a shareholder/shareholders of Smartpay Holdings Limited

hereby appoint _____ of _____

or failing him/her _____ of _____

as my/our proxy to vote for me/us on my/our behalf at the **Scheme Meeting of Shareholders of Smartpay to be held online via Computershare's meeting platform and in the Ionic Room, Sydney Masonic Centre, 66 Goulburn Street, Sydney, NSW 2000, Australia at 12.30pm NZDT (10.30am AEDT) on Tuesday, 14 October 2025**, and at any adjournment or rescheduling thereof; and to vote on any resolution to amend the resolution, on any resolution so amended and on any other resolution proposed at the Scheme Meeting of Shareholders.

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

Please note: Instruct your proxy to vote by placing a in the relevant box. If you want him or her to decide how to vote on the resolution, please mark the box "Proxy Discretion". If you mark the "Abstain" box for an item, you are directing your proxy not to vote on your behalf and your votes will not be counted in computing the required majority.

Scheme Resolution:	For	Against	Proxy Discretion	Abstain
--------------------	-----	---------	---------------------	---------

1. To consider and, if thought fit, to pass the following resolution:

That the Scheme (the terms of which are described in the Scheme Booklet) be and is hereby approved.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------	--------------------------

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

Scheme Meeting of Shareholders of Smartpay to be held online via Computershare's meeting platform and in the Ionic Room, Sydney Masonic Centre, 66 Goulburn Street, Sydney, NSW 2000, Australia at 12.30pm NZDT (10.30am AEDT) on Tuesday, 14 October 2025.