

# Chairman's Report

## Welcome

Good morning and welcome everyone to Smartpay's Annual Meeting for 2025. I am Greg Barclay, Independent Director, and Chair of the Board.

Today's meeting is being held both in-person and online through Computershare online meeting platform.

I would like to introduce the members of the Board and executive team joining us today. We have Board members Matt Turnbull, Geoff Carrick, Carlos Gil, Shelley Ruha and Marty Pomeroy. We also have Cherise Barrie, our Chief Financial Officer, together with a couple of other executives, Aidan Murphy and Peter Thomas.

Our Auditors, PricewaterhouseCoopers (**PwC**) are available remotely, and our registrar, Computershare, are here with us in person.

There are some quick housekeeping points I need to deal with:

- For those people joining us in person, I would be grateful if you could please make sure your phone is on silent.
- In the event of an emergency, please follow the emergency exit signs and instructions of the venue staff.
- Because this is a hybrid meeting, Shareholders, Proxies and Guests who were not able to travel and attend the meeting in person, have the ability to attend the meeting virtually. All online attendees can watch a live webcast of the meeting and read the company documents associated with this meeting. In addition, shareholders and proxies have the ability to ask questions and to submit votes.

For those of you attending the meeting virtually, if you would like to submit a question, the Q&A is always open so please feel free to submit questions throughout the meeting, these will be addressed at the relevant time.

When asking a question in the room, please use the microphone and introduce yourself by name. Any media present – welcome. Just a reminder that this is a meeting for shareholders, but the other directors and I will be happy to talk to you after the meeting.

Questions may be moderated or if we receive multiple questions on one topic, amalgamated together. Any questions not answered in time will receive an email response after the meeting.

Voting today will be conducted by way of a poll on all items of business. I now declare the voting open for all resolutions.

For those in the room if you do not have a voting paper, please indicate now by raising your hand and a member of Computershare's team will assist you. Voting papers will be collected at the end of the resolution and voting section of the meeting by Computershare's team who will act as scrutineers and the results will be posted to the NZX and the ASX later this afternoon.

For those online, if you are eligible to vote at this meeting, you will be able to cast your vote under the Vote tab. Once the voting has opened, the resolutions will allow votes to be submitted. You can change your vote, up until the time I declare voting closed.

With that said, as Chair of the Meeting, I declare Smartpay's 2025 Annual Meeting formally open.

For the record the Board has received no apologies.

Now moving to today's agenda.

## Meeting Agenda

We will begin by reviewing the performance of Smartpay over the last financial year. Following the conclusion of the presentation we will welcome any questions that you may have.

The meeting will then proceed to the formal business where we have six resolutions to consider which were set out in the Notice of Meeting, which has been sent to all shareholders and I will take as read.

### ASX: SMP

### NZX: SPY

### SHARE INFORMATION

Issued Shares: 241,943,464

### BOARD OF DIRECTORS

#### Independent Chair:

**Gregor Barclay**

#### Managing Director:

**Martyn Pomeroy**

Independent:

**Matthew Turnbull**

Independent:

**Geoffrey Carrick**

Independent:

**Shelley Ruha**

Non-Executive:

**Carlos Gil**

### REGISTERED AND PRINCIPAL OFFICES

#### NEW ZEALAND:

205 – 209 Wairau Road  
Wairau Valley, Auckland 0627

Email: [info@smartpay.co.nz](mailto:info@smartpay.co.nz)

#### AUSTRALIA:

Level 9, 151 Castlereagh Street,  
Sydney, NSW 2000

Email: [info@smartpay.com.au](mailto:info@smartpay.com.au)

Before I move on to the main business of this meeting there are a few brief comments I would like to make.

Firstly, I want to provide you with an update on the Scheme of Arrangement (**Scheme**) which has been entered into following the offer by Shift4 Holdings Limited to acquire all the shares in Smartpay Holdings Limited, details of which have been previously announced to the market. Pleasingly, we are tracking in accordance with our own timelines and do not foresee any reason why we should not meet all future projected dates.

More specifically, we are progressing well with the completion of the Scheme Booklet, which is estimated for release to Shareholders by Monday, 22<sup>nd</sup> September. Following that we estimate the Scheme meeting to take place on or around Tuesday 14<sup>th</sup> October, pending the outcome of the Scheme meeting, and we achieve these dates, then we anticipate the Implementation date being Tuesday 4<sup>th</sup> November. That will, of course, be the date that final payment will take place. Obviously, these dates are estimates and may be subject to change should anything unexpected arise between now and then. Please note that this is as much information as we can provide at this stage and we are not in a position to make any further comment on the Scheme outside of providing these estimated dates.

Secondly, I am cognisant that this may well be the last AGM that Smartpay will hold as a currently listed entity. That being the case, I would like to express my sincere thanks to both the management team, and to the board of Smartpay. Quite simply, in my opinion, the management team under Marty Pomeroy's leadership have been exemplary in the execution of their roles. I commend them for what has been achieved over the past few years, in what has often been very testing trading conditions – Covid, significant and uncertain regulatory regimes or general recessionary environments, all of this has been navigated with skill and efficiency.

To the board, you have brought a range of skills and competencies that have been hugely beneficial to the company, but just as important has been your willingness to make tough calls and to have the courage of your convictions. Equally pleasing has been your unwavering support of our management team. It has been a pleasure to have worked with all of you.

## Contact

**Cherise Barrie** | Smartpay Holdings Limited  
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This announcement is authorised by the Board of Directors of Smartpay Holdings Limited

**For further information contact:** Cherise Barrie, +64 275 036 119

ENDS

## REGISTERED AND PRINCIPAL OFFICES

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[www.smartpay.com.au](http://www.smartpay.com.au)

## SHAREHOLDER ENQUIRIES

*Enquiries concerning shareholdings should be addressed to:*

### NEW ZEALAND:

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