



LODGE YOUR PROXY

Online:

<https://investorcentre.linkmarketservices.co.nz/voting/PYS>

Scan & email:

meetings@linkmarketservices.com

Mail:

Use the enclosed reply paid envelope or address to :
Link Market Services Limited
PO Box 91976
Auckland 1142

Deliver:

Link Market Services
Level 30, PwC Tower,
15 Customs Street West, Auckland 1010

Scan this QR code with your smartphone and vote online



General Enquiries

+64 9 375 5998 | enquiries@linkmarketservices.com

PROXY FORM/ADMISSION CARD FOR PAYSAUCE LIMITED'S 2022 ANNUAL MEETING

The Annual Meeting of Shareholders of PaySauce Limited (PaySauce) will be held at the offices of Link Market Services, Level 30, PwC Tower, 15 Customs Street West, Auckland; and online at www.virtualmeeting.co.nz/pys22 on **Friday 23 September 2022 at 10:00am** (New Zealand time). If you will be attending online, you will require your Holder Number for verification purposes.

If you will not attend the Meeting but wish to be represented by proxy, please complete and return this form (in accordance with the lodgement instructions above) to PaySauce's share registry, Link Market Services, by **no later than 10.00am, Wednesday 21 September 2022**. You can also appoint your proxy and vote on the resolutions on the reverse of this form online by going to <https://investorcentre.linkmarketservices.co.nz/voting/PYS> or by scanning the QR code above with your smartphone.

Appointment of proxy

A proxy need not be a shareholder of PaySauce. A shareholder who wishes to do so may appoint the Chair of the Meeting to act as proxy. If you appoint a proxy you may either direct your proxy how to vote for you or you may give your proxy discretion to vote as he/she sees fit. If, in appointing your proxy, you do not name a person as your proxy in the Proxy Form the Chair of the Meeting will be your proxy and may vote only in accordance with your express direction.

Voting of your holding

If you appoint a proxy you must either direct the proxy how to vote by ticking the "For", "Against" or "Abstain" box in respect of each resolution OR by ticking the "Proxy Discretion" box in respect of each resolution. A shareholder can direct the proxy holder in respect of one or more resolutions and give the proxy holder discretion in respect of other resolutions. If you wish to give your proxy discretion then you must mark the appropriate boxes on the form to grant your proxy that discretion. If you do not tick any box for a particular resolution, you will be deemed to have given your proxy discretion. If you make more than one election in respect of a resolution your vote will be invalid on that resolution.

Attending the meeting

If you wish to attend the meeting in person, **please bring this proxy form/admission card** to assist with your registration. If you will attend the Meeting online, you will require your CSN/Holder Number for verification purposes.

Signing instructions for proxy forms

Individual

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

Joint Holding

This Proxy Form may be signed by either, or on behalf of, the joint shareholders (or their duly authorised attorney).

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 Link Market Services Limited) and a signed certificate of non-revocation of the power of attorney must be returned to Link Market Services Limited.

Corporate Shareholder

If the shareholder is a company, this proxy form must be signed on behalf of the company by a duly authorised person acting under the company's express or implied authority.

Go online to <https://investorcentre.linkmarketservices.co.nz/voting/PYS> to appoint your proxy, or turn over to complete the form.

PROXY/CORPORATE REPRESENTATIVE FORM

STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a shareholder/s of PaySauce Limited hereby appoint:

_____ of _____
(Full Name) (Address)

Or _____ of _____
(Full Name) (Address)

as my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of Shareholders to be held at Level 30, PwC Tower, 15 Customs Street West, Auckland and online at www.virtualmeeting.co.nz/pys22 on Friday 23 September 2022 at 10:00am, and at any adjournment of that meeting, and to vote as my/our proxy thinks fit on any resolutions to amend any of the resolutions, or any resolution so amended and on any other resolution proposed at the Annual Meeting (or any adjournment thereof) so as to give effect to my/our intention as set out below where possible.

STEP 2: ITEMS OF BUSINESS – PROXY VOTING INSTRUCTIONS

Complete this part if you have appointed a proxy above and you want to direct the proxy as to how the proxy should vote.
Please note: For each resolution you must tick one box.

To consider and, if thought fit, pass the following ordinary resolutions:

	For	Tick (✓) in box to vote Against	Abstain ¹	Discretion ²
A. That Shelley Ruha be elected as a Director of PaySauce.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
B. That having retired, Asantha Wijeyeratne be re-elected as a Director of PaySauce.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
C. That Directors can elect to receive PaySauce Ordinary Shares in lieu of Directors fees in accordance with NZX Listing Rule 4.7.1.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
D. That the Board is authorised to fix the fees and expenses of Grant Thornton as the auditor of PaySauce.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

¹ If you mark the 'Abstain' box for a particular resolution, you are directing your proxy NOT to vote on that resolution. If a proxy does not vote on your behalf on a resolution, your votes will not be counted when calculating the majority of that resolution.

² If you tick the 'Proxy Discretion' box for a particular resolution, you are directing your proxy to decide how to vote on that resolution on your behalf.

STEP 3: SHAREHOLDER QUESTIONS

Shareholders present at the Annual Shareholders' Meeting will have the opportunity to ask questions during the meeting. If you cannot attend but would like to ask a question, you can submit a question online by going to <https://investorcentre.linkmarketservices.co.nz/voting/PYS> and completing the online validation process or complete the question section below and return to Link Market Services. Questions will need to be submitted by 10:00am on Wednesday 21 September 2022. The Board will address and answer questions during the meeting.

Question:

STEP 4: SIGN: SIGNATURE OF SHAREHOLDER(S) This section must be completed

Shareholder 1

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or duly authorised officer or attorney

Shareholder 2

--

or duly authorised officer or attorney

Shareholder 3

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or duly authorised officer or attorney

Contact Name _____ Contact Daytime Telephone _____ Date _____

Electronic Investor Communications: If you received the Notice of Meeting and Proxy Form by mail and wish to receive your future investor communications by email please provide your email address below.

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