



Ongoing Disclosure Notice

Disclosure of Directors and Senior Managers Relevant Interests
 Sections 297(2) and 298(2), Financial Markets Conduct Act 2013

To NZX Limited; and	
Name of listed issuer:	Smartpay Holdings Limited
Date this disclosure made:	21-Dec-21
Date of last disclosure:	16-Jan-20

Director or senior manager giving disclosure	
Full name(s):	Martyn Richard Pomeroy
Name of listed issuer:	Smartpay Holdings Limited
Name of related body corporate (if applicable):	n/a
Position held in listed issuer:	Managing Director

Summary of acquisition or disposal of relevant interest (excluding specified derivatives)

Class of affected quoted financial products:	
Nature of the affected relevant interest(s):	Unlisted share performance rights (Share Performance Rights) each representing an entitlement to acquire a fully paid ordinary share in SPY Legal and beneficial interest

For that relevant interest-

Number held in class before acquisition or disposal:	0
Number held in class after acquisition or disposal:	2,239,380
Current registered holder(s):	Martyn Richard Pomeroy
Registered holder(s) once transfers are registered:	n/a

Summary of acquisition or disposal of specified derivatives relevant interest (if applicable)

Type of affected derivative:	n/a
Class of underlying financial products:	

Details of affected derivative-

The notional value of the derivative (if any) or the notional amount of underlying financial products (if any):	n/a
A statement as to whether the derivative is cash settled or physically settled:	
Maturity date of the derivative (if any):	
Expiry date of the derivative (if any):	
The price specified in the terms of the derivative (if any):	
Any other details needed to understand how the amount of the consideration payable under the derivative or the value of the derivative is affected by the value of the underlying financial products:	
<i>For that derivative,-</i>	
Parties to the derivative:	
If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative:	

Details of transactions giving rise to acquisition or disposal

Total number of transactions to which notice relates:	1
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Details of transactions requiring disclosure-

Date of transaction:
Nature of transaction:
Name of any other party or parties to the transaction (if known):
The consideration, expressed in New Zealand dollars, paid or received for the acquisition or disposal. If the consideration was not in cash and cannot be readily converted into a cash value, describe the consideration:
Number of financial products to which the transaction related: If the issuer has a financial products trading policy that prohibits directors or senior managers from trading during any period without written clearance (a closed period) include the following details—
Whether relevant interests were acquired or disposed of during a closed period:
Whether prior written clearance was provided to allow the acquisition or disposal to proceed during the closed period:
Date of the prior written clearance (if any):

30-Sep-21
Issue of share performance rights following shareholder approval at the Annual Meeting of shareholders held on 29 September 2021 and as set out in detail in the Notice of Meeting lodged with the NZX on 27 August 2021.
n/a
The Share Performance Rights have the performance hurdles, commencement dates and vesting dates as set out in the Notice of Meeting lodged with NZX on 27 August 2021.

Summary of other relevant interests after acquisition or disposal:

Class of quoted financial products:
Nature of relevant interest: <i>For that relevant interest,-</i>
Number held in class:
Current registered holder(s): <i>For a derivative relevant interest,-</i>
Type of derivative:

Ordinary shares
Potential Beneficiary of the Pomeroy Asset Protection Trust
3,399,053
Pomeroy Asset Protection Trust
n/a

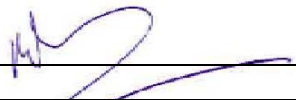
Details of derivative,-

The notional value of the derivative (if any) or the notional amount of underlying financial products (if any):
A statement as to whether the derivative is cash settled or physically settled:
Maturity date of the derivative (if any):
Expiry date of the derivative (if any):
The price's specified terms (if any):
Any other details needed to understand how the amount of the consideration payable under the derivative or the value of the derivative is affected by the value of the underlying financial products:
<i>For that derivative relevant interest,-</i>
Parties to the derivative:
If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative:

n/a

Certification

I, certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.
Signature of director or officer:
Date of signature:


21-Dec-21