



Lodge your vote



By Mail

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For all enquiries contact



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Proxy/Voting Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting of your holding

Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission.

Signing Instructions for Postal Forms

Individual

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

Joint Holding

Where the holding is in more than one name, all of the securityholders should sign.

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 the Company) and a signed certificate of non-revocation of the power of attorney must be produced to the Company with this Proxy Form.

Companies

This form must be signed by a Director jointly with either another Director or a Company Secretary, or a Sole Director can also sign alone. Please sign in the appropriate place and indicate the office held.

Comments & Questions

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

**For your Proxy Form to be effective, it must be received by Computershare Investor Services Ltd
by 10.00am on Wednesday 28th September 2011**

Turn over to complete the form to vote

Proxy Form (For use if you are unable to attend the meeting)

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s 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 Annual Meeting of shareholders of SmartPay Holdings Limited being held at **The Fairway Lodge Function and Conference Centre, Argus Place, Takapuna, Auckland on Friday 30th September 2011** commencing at 10am (and at any adjournment thereof).

My/our proxy representative is directed to vote as follows (and if no directions are given, my/our proxy may vote as he or she thinks fit or may abstain):

STEP 2 Items of Business - Voting Instructions/Ballot Paper (if a Poll is called)

Please note: If you mark **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Resolutions	For	Against	Proxy Discretion	Abstain
Item 1 That the Board be authorised to fix the auditor's remuneration for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 That Ian Bailey be re-elected as a director of SmartPay.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 That John Nimmo be re-elected as a director of SmartPay.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Note 1 If you wish you may appoint the Chairman of the Meeting as your proxy. To appoint the Chairman, write the words "The Chairman of the Meeting" in the relevant section. If you appoint the Chairman of the Meeting as your proxy, the Chairman intends to vote any undirected proxies in favour of all the resolutions.				
Note 2 There is no business being considered at this meeting where voting restrictions apply, all shareholders may vote on all resolutions.				

SIGN Signature of Securityholder(s) This section must be completed.

Securityholder 1

or Sole Director and Sole Company Secretary

Securityholder 2

or Director

Securityholder 3

or Director/Company Secretary

Contact Name _____ Contact Daytime Telephone _____ Date _____

ATTENDANCE SLIP



Annual General Meeting of SmartPay Holdings Limited to be held at **The Fairway Lodge Function and Conference Centre, Argus Place, Takapuna, Auckland on Friday 30th September 2011** commencing at 10am