

Notice of Annual Shareholders' Meeting 2018

Notice is hereby given that the Annual Shareholders' Meeting 2018 (the 'Meeting') of Pushpay Holdings Limited ('Pushpay' or 'the Company') will be held at the Conference Centre, Level 2, 167 Victoria Street West, Auckland, New Zealand, on **Tuesday, 17 July 2018** commencing at **2:00 pm (NZT)**.

Items of business

A. *Chairman's address*

B. *Chief Executive Officer's presentation*

C. *Eliot Crowther address*

Eliot Crowther, Co-founder of Pushpay, resigned as an Executive Director on 21 June 2018. Pushpay invites Eliot Crowther to address shareholders.

D. *Shareholder questions*

Consideration of any shareholder questions submitted prior to the Meeting (to the extent these questions have not already been addressed in the Chairman's address or the Chief Executive Officer's presentation) and any shareholder questions raised at the meeting. (See *Explanatory Note 1*)

E. *Resolutions*

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

Resolution 1: That Mr Christopher Huljich, retiring from office as a Director of Pushpay by rotation and being eligible for re-election, be re-elected as a Director of Pushpay. (See *Explanatory Note 2*)

Resolution 2: That Mr Bruce Gordon, retiring from office as a Director of Pushpay by rotation and being eligible for re-election, be re-elected as a Director of Pushpay. (See *Explanatory Note 2*)

Resolution 3: That the Board be authorised to fix the fees and expenses of Deloitte as auditor. (See *Explanatory Note 3*)

Diversity

At Pushpay, we are proud to have an ingrained inclusive culture, where our differences become strengths that can be used to better serve our Customers and drive strong business performance. We value creating equal opportunities for each of our people to progress within the Company. The Board recognises the benefits of a more diverse workforce and while it considers that the Company is upholding its Diversity Policy, Pushpay has taken further steps to future-proof the business by having a stronger focus in this area. Pushpay recently welcomed Leilani Lutali, a diversity expert, to its team as Director of Talent Acquisition, who has made significant progress in this area. We believe that having a more diverse pool of candidates when hiring is essential. Some steps Pushpay is taking to improve in this area include:

- identifying and presenting a diverse pool of candidates to our hiring managers;
- ensuring the use of a diverse interview loop;
- working closely with US military and veteran organisations to attract more diverse candidates;
- providing diversity sourcing training for our talent acquisition team; and
- initiation of Company-wide unconscious bias training.

The Board is actively searching for an additional US-based Director and is considering suitably qualified candidates of diverse backgrounds and experience.

Voting

Voting entitlements for the Meeting will be determined as at 7:00 pm (NZT) on Friday, 13 July 2018. Registered shareholders at that time will be the only persons entitled to vote at the Meeting and only the shares registered in those shareholders' names at that time may be voted at the Meeting. If you are entitled to vote and wish to do so in person, you should attend the Meeting and bring your Proxy Form with you to the meeting or download the LinkVote App on the Apple App Store or Google Play Store if you would like to vote during the meeting using your mobile phone. A corporation may appoint a person to attend the meeting as its representative in the same manner as a proxy is appointed.

Proxies

A Proxy Form is included with this Notice of Meeting. Any shareholder of Pushpay who is entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend the Meeting and vote on his or her behalf. A proxy need not be a shareholder of Pushpay.

A shareholder wishing to appoint a proxy can do so online in accordance with the instructions set out in the Proxy Form, or complete the accompanying Proxy Form and return it to Link Market Services Limited. To be a valid appointment of a proxy, a completed Proxy Form must be submitted to Link Market Services Limited by no later 2:00 pm (NZT) on Sunday, 15 July 2018. Please refer to the Proxy Form for ways that you can return your completed Proxy Form to Link Market Services Limited.

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 or she sees fit. If you wish to give your proxy discretion, then you must mark the appropriate "Discretion" box(es) on the Proxy Form to grant your proxy that discretion. If you do not tick any box for a particular resolution, or the form is otherwise unclear, then your instruction will be to abstain. If you mark more than one box on an item, your vote will be invalid on that item. If you do not appoint a proxy on your Proxy Form, your Proxy Form will be invalid. The Chair of the Meeting and any Director appointed as proxy intends to vote any discretionary proxies in favour of resolutions 1 to 3.

If you appoint a proxy, your proxy will have the discretion as to whether, and how, to vote on any procedural matters at the Meeting and on any resolution which is put to the Meeting and which is not set out above under "Resolutions".

Resolution requirements and voting restrictions

In order for each resolution to be passed as an ordinary resolution, it must be approved by a simple majority of the votes of shareholders who are entitled to vote and vote on the resolution, in person or by proxy.

There are no voting restrictions on resolutions 1 to 3.

Presentation materials

Copies of presentation materials from the Meeting will be released to the NZX and ASX, and available on Pushpay's investor website, just prior to the Meeting commencing.

On behalf of the Board,



Bruce Gordon

Chairman

26 June 2018

Explanatory notes

Note 1 – Shareholder questions

If you decide to vote online as per the instructions on the Proxy Form, you will be able to provide your questions as part of that process. Alternatively, please write your questions in the space provided on the Proxy Form and return it to Link Market Services as per the instructions on the Proxy Form. If you are joining the meeting via live webcast, you will be able to submit questions via the webcast platform, but you will not be able to vote via the webcast platform. Instructions on how to join the meeting via live webcast are set out on the Proxy Form.

Note 2 – Re-election of Directors (Resolutions 1 and 2)

Pursuant to clause 18.6 of Pushpay's Constitution and NZX Main Board Listing Rule 3.3.11, subject to certain exceptions at least one third of Pushpay Directors (or if their number is not a multiple of three, the number nearest one third) must retire by rotation at each Annual Meeting, although they may offer themselves for re-election if they wish. The Directors required to retire are those who have been longest in office since their last election. Each of Mr Christopher Huljich and Mr Bruce Gordon will retire as Director of Pushpay by rotation at the Meeting in accordance with NZX Main Board Listing Rule 3.3.11 and each offers himself for re-election at the Meeting. The Board unanimously supports the re-election of both Mr Christopher Huljich and Mr Bruce Gordon as Directors of Pushpay.

Relevant experience of the candidates offering themselves for re-election at the Meeting is set out below:



Christopher Huljich | Non-Executive Director

Christopher Huljich was appointed a Non-Executive Director of Pushpay on 1 February 2014.

Christopher was the Co-founder of Best Corporation, which floated on the NZX in 1991, and was subject to a takeover by the Danone Group in 1995.

He has over 40 years' experience in both commercial and residential property in New Zealand and Australia including large scale commercial, industrial and residential developments and has business interests in many listed and unlisted companies in New Zealand and Australia.

Christopher is the Managing Partner of Christopher & Banks and has invested in many SaaS-based companies, including the sole pre-IPO funding for Diligent Board Member Services. He is also the Co-founder of the Huljich Foundation, which aims to provide memorable experiences for children suffering from life threatening disease.

Christopher brings immense business knowledge across many industries as well as good strategic appreciation and vision. Christopher holds a BCom from the University of Auckland. Christopher lives with his family in Auckland.



Bruce Gordon | Independent Chairman

Bruce Gordon was appointed as the Independent Chairman of Pushpay on 20 February 2014.

Bruce has over 30 years' experience in business holding senior positions with both SMEs and corporate organisations across Asia Pacific, the UK and the US. He is Chairman of PropertyNZ (trading as homes.co.nz) and Chairman of Jude.com, and is a mentor to Ask Nicely.

A pioneer of many of the electronic banking services that consumers now enjoy, Bruce was Chairman of Paymark, Chief Manager Electronic Banking and Payments at Bank of New Zealand and has held senior roles at Eco-Products Group, Retail Financial Services (trading as Farmers Credit), National Australia Bank, ASB Bank and The Warehouse Group. He has extensive board experience, including with Vector Energy Solutions, The Warehouse Financial Services, The Merino Company of New Zealand and Bendon Group.

Bruce is a Fellow of FINSIA and holds an MBA and a PGDipBus (Information Systems) both from the University of Auckland. Bruce lives with his family in Auckland.

Note 3 – Auditor's remuneration (Resolution 3)

Deloitte is automatically reappointed as auditor of Pushpay under section 207T of the Companies Act 1993. Resolution 3, if passed by shareholders, would authorise the Board to fix the fees and expenses of the auditor.

Further information

If you have any questions or require further information in relation to the Meeting, please contact investors@pushpay.com.

Annual Shareholders' Meeting 2018 Proxy Form

The Annual Shareholders' Meeting ('Annual Meeting') of Pushpay Holdings Limited ('Pushpay') will be held at the Conference Centre, Level 2, 167 Victoria Street West, Auckland, New Zealand, on **Tuesday, 17 July 2018** commencing at **2:00 pm (NZT)**.

Attending

If you are attending the Annual Meeting, please bring this Proxy Form intact to the meeting as the barcode is required for registration purposes. You may also download the LinkVote App on the Apple App Store or Google Play Store if you would like to vote during the meeting using your mobile phone.

Not attending (Proxy Form)

If you do not propose to attend the Annual Meeting and wish to appoint a proxy to attend and vote at the Annual Meeting on your behalf, please complete and lodge this Proxy Form, to be received by Link Market Services, no later than 2:00 pm (NZT) on Sunday, 15 July 2018. You can also appoint a proxy, vote on the resolutions and submit questions to be answered at the Annual Meeting online by visiting <https://vote.linkmarketservices.com/PPH>. Proxies need to be lodged as per the instructions below. You may appoint the Chairman of the Annual Meeting as your proxy by writing "Chairman of the Meeting" under Step 1 overleaf.

Webcast

If shareholders are unable to attend the meeting in person, they can join us via live video webcast by visiting pushpay.com/investors. The Annual Meeting will be available for on-demand viewing for three months following the Annual Meeting. Shareholders following proceedings via live video webcast can ask questions through the webcast platform but cannot vote through the webcast platform. All shareholders attending the Annual Meeting by webcast and wanting to vote, must do so by completing and returning this Proxy Form. Please see 'Return this Proxy Form' for instructions.

Instructions

Please register and be seated for the Annual Meeting by 1:50 pm (NZT) on Tuesday, 17 July 2018. Shareholders must register with Link Market Services on arrival. A shareholder entitled to attend and vote at the Annual Meeting is entitled to appoint a proxy or, in the case of a corporate shareholder, a representative, to attend and vote instead of him/her. That proxy or representative need not also be a shareholder. This Proxy Form must be signed by the shareholder or his/her/its attorney duly authorised in writing. In the case of a joint shareholding, this Proxy Form must be signed by each of the joint shareholders (or their duly authorised attorney). In the case of a corporate shareholder, this Proxy Form must be signed by a director or a duly authorised officer acting under the express or implied authority of the shareholder, or an attorney duly authorised by the shareholder. If this Proxy Form is signed by an attorney, when you return this Proxy Form to Link Market Services you must include with the Proxy Form a copy of the power of attorney (certified by a Solicitor, Justice of the Peace or Notary Public), together with an appropriate certificate of non-revocation. If you return this form without directing the proxy how to vote on any particular matter, your instruction will be to abstain from voting and your vote will not be counted when calculating a majority for that item. If you return this form without appointing a proxy, your Proxy Form will be invalid. If you have any questions regarding your voting please call the Link Market Services investor helpline on +64 9 375 5998 between 8:30 am and 5:00 pm (NZT) or email meetings@linkmarketservices.co.nz.

Return this Proxy Form

Online	https://vote.linkmarketservices.com/PPH
Scan & email	meetings@linkmarketservices.co.nz
Fax	+64 9 375 5990
Mail	Link Market Services, PO Box 91976, Auckland 1142, New Zealand
Deliver	Link Market Services, Level 11, Deloitte Centre, 80 Queen Street, Auckland 1010, New Zealand

Step 1: Appoint a proxy to vote on your behalf

I/We being a shareholder(s) of Pushpay Holdings Limited

hereby appoint (full name of proxy)

or failing that person (full name of proxy)

as my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of Pushpay to be held on Tuesday, 17 July 2018 commencing at 2:00 pm (NZT) and at any adjournment of that meeting.

Step 2: Proxy voting instructions

This form is to be used to vote as follows:

Tick (✓) in box to vote

Resolutions	For	Against	Abstain	Discretion
1. That Mr Christopher Huljich, retiring from office as a Director of Pushpay by rotation and being eligible for re-election, be re-elected as a Director of Pushpay.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That Mr Bruce Gordon, retiring from office as a Director of Pushpay by rotation and being eligible for re-election, be re-elected as a Director of Pushpay.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That the Board be authorised to fix the fees and expenses of Deloitte as auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

and to vote on any other resolutions put before the meeting to amend any of the resolutions, on any resolution so amended, and on any other resolution proposed or procedural matter raised at the meeting (or any adjournment thereof). The Chairman of the Annual Meeting and any Director intends to vote any discretionary proxies in favour of resolutions 1 to 3. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

Step 3: Shareholder questions

Shareholders who attend the Annual Meeting either in person or via webcast will have the opportunity to ask questions during the meeting. If you cannot attend the Annual Meeting but would like to ask a question you can submit a question online by going to <https://vote.linkmarketservices.com/PPH> and completing the online validation process or complete the question section below and return to Link Market Services by one of the methods overleaf. Questions will need to be submitted no later than 2:00 pm (NZT) on Sunday, 15 July 2018. The Board will endeavour to address and answer all questions at the Annual Meeting.

Questions

Step 4: Signature of shareholder(s)

Signature(s) (all shareholders must sign)

Date

Mobile

Email

If you received this Proxy Form by mail and would like to receive your Pushpay investor communications electronically, please provide your email address above. By including your email address above and returning your Proxy Form to Link Market Services you are notifying Pushpay (including for the purposes of section 391(3A) of the Companies Act 1993) that you wish to receive all Pushpay documents (including notices, statements and reports) by electronic means and that those documents should be sent to the email address above. Pushpay may send documents to you by electronic means by sending you a link to a website on which the relevant document is available.