



LODGE YOUR PROXY

Online:

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

Scan & email:

meetings@linkmarketservices.co.nz

Fax: +64 9 375 5990

Deliver:

Link Market Services
Level 11, Deloitte Centre,
80 Queen Street, Auckland 1010

Mail:

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

Scan this QR code with your smartphone and vote online



General Enquiries

+64 9 375 5998 | enquiries@linkmarketservices.co.nz

PROXY FORM/ADMISSION CARD FOR PAYSAUCE LIMITED'S 2019 ANNUAL MEETING

The Annual Meeting of Shareholders of PaySauce Limited (PaySauce) will be held on **Friday, 20 September 2019 at 10.00am at Level 15, Grant Thornton House, 215 Lambton Quay, Wellington**. If you will attend the Meeting, please bring this form to assist with your registration. 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 18 September 2019**. 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 Chairman 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 Chairperson 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, then your instruction will be to abstain. If you make more than one election in respect of a resolution your vote will be invalid on that resolution. The Directors of the Company, including the Chairperson, may not exercise discretionary proxies on Resolution C because they are disqualified from voting on that resolution. Accordingly, if you intend to appoint a director or the Chairperson as your proxy, please include voting instructions on your proxy form for Resolution C.

Attending the meeting

The persons who will be entitled to vote on the resolutions at the Annual Meeting are those persons who will be the shareholders of PaySauce at 5:00pm on Wednesday, 18 September 2019. If you wish to vote in person, you should attend the Meeting. **Please bring this form with you to the Meeting** to assist with your registration.

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) (Full Address)

Or _____ of _____
(Full Name) (Full Address)

as my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of Shareholders to be held on Friday, 20 September 2019 at 10.00am at Level 15, Grant Thornton house, 215 Lambton Quay, Wellington, 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 resolutions:

Ordinary Resolutions	For	Tick (✓) in box to vote		Discretion ²
		Against	Abstain ¹	
A. Having retired, that Asantha Wijeyeratne be re-elected as a Director of PaySauce.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
B. Having retired, that Mandy Simpson be re-elected as a Director of PaySauce.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
C. That the maximum aggregate amount of remuneration payable by PaySauce to Directors (in their capacity as Directors) be increased from \$60,000 per annum to a maximum of \$125,000 (plus GST, if any) per annum, with this sum available to be paid to the Directors of the Company as the Board considers appropriate.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
D. That the Board are 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"/>
Special Resolution				
E. To amend PaySauce's constitution in the form and the manner described in the Notice of Meeting Explanatory Notes, with effect from the close of the Annual Shareholders' Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

¹If 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: SIGNATURE OF SECURITY HOLDER(S) This section must be completed

Security Holder 1

or duly authorised officer or attorney

Security Holder 2

or duly authorised officer or attorney

Security Holder 3

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.