

Disclosure of ceasing to have substantial holding

Section 279, Financial Markets Conduct Act 2013

To NZX Limited
and
To Pushpay Holdings Limited (NZSX: PPH)

Date this disclosure made: 8 May 2023

Date last disclosure made: 27 April 2023

Date on which substantial holding ceased: 8 May 2023

Substantial product holder(s) giving disclosure

Full name(s): Pushpay Holdings Limited ("**PPH**")

Summary of previous substantial holding

Class of quoted voting products: Ordinary Shares in PPH ("**Shares**")
(ISIN: NZPPHE0001S6)

Summary for PPH

For **last** disclosure,—

- (a) total number held in class: 244,522,750
- (b) total in class: 1,142,371,145
- (c) total percentage held in class: 21.405%

For current holding **after** ceasing to have substantial holding,—

- (a) total number held in class: 12,470,426¹
- (b) total in class: 1,142,371,145
- (c) total percentage held in class: 1.092%

Details of transactions and events giving rise to ceasing of substantial holding

Details of the transactions or other events requiring disclosure:

Relevant interests which have ceased - Voting Deed Polls and New Voting Deed Polls

On 28 October 2022, PPH entered into a scheme implementation agreement ("**SIA**") with Pegasus Bidco Limited (the "**Bidder**") under which the Bidder conditionally agreed to

¹ The total number represents:

- (1) the Shares over which PPH has a relevant interest as a result of the trading restrictions in connection with PPH's restricted share unit incentive plan (relevant interest #1); plus
- (2) the Shares over which PPH has a relevant interest as a result of certain Lock-up Deeds (relevant interest #2) and Founder Restricted Share Agreements (relevant interest #3). Certain shares comprising relevant interest #2 are included in relevant interest #3.

acquire all of the Shares by way of a scheme of arrangement (the "**Scheme**"). The SIA was released to ASX on 28 October 2022 and to NZX on 31 October 2022.

In accordance with the SIA, each of:

- Schrassig Fundamental S.à r.l, Consdorf Adjacent Holdco S.à r.l, Berdorf S.à r.l and Bertrange S.à r.l ("**Sixth Street Entities**"); and
- Oceania Equity Investments Pty Ltd as trustee for Oceania Trust ("**Oceania**") and BGH Capital Pty Ltd (ACN 617 386 982) (in its capacity as manager or adviser to each of the constituent entities of the BGH Capital Fund I and the BGH Capital Fund II) ("**BGH Capital**"),

entered into voting deed polls in favour of PPH and the Takeovers Panel on 15 November 2022 ("**Voting Deed Polls**"). On 15 November 2022, PPH disclosed a relevant interest in Shares held by the Sixth Street Entities and Oceania. On 3 March 2023, PPH held a special meeting of shareholders to approve the Scheme. PPH shareholders did not approve the Scheme.

On 16 March 2023, PPH and the Bidder entered into an agreement that amended and restated the SIA ("**Amended SIA**") under which the Bidder conditionally agreed to acquire all of the Shares by way of a revised scheme of arrangement (the "**Revised Scheme**"). The Amended SIA was released to NZX and ASX on 16 March 2023.

In accordance with the Amended SIA, each of the Sixth Street Entities and Oceania and BGH Capital entered into new voting deed polls in favour of PPH and the Takeovers Panel on 23 March 2023 ("**New Voting Deed Polls**"). On 23 March 2023, PPH disclosed a relevant interest in Shares held by the Sixth Street Entities and Oceania. On 27 April 2023, PPH held a special meeting of shareholders to approve the Revised Scheme. PPH shareholders approved the Revised Scheme by the requisite majorities.

On 8 May 2023, the New Zealand High Court granted final orders approving the Revised Scheme under section 236(1) of the Companies Act 1993 ("**Final Orders**").

On the granting of the Final Orders, the Voting Deed Polls and New Voting Deed Polls expired in accordance with their terms and PPH ceased to have a relevant interest in the Shares held by the Sixth Street Entities and Oceania and, as a result, ceased to be a substantial product holder of PPH.

For completeness, while PPH has ceased to be a substantial product holder, at the date of this notice it continues to have the relevant interests in Shares set out below.

Continuing relevant interests

Relevant Interest #1. Restricted Share Units – RSU Participant Undertakings

PPH has established the RSU Plan for employees, under which selected employees of the PPH group are granted restricted share units ("**RSUs**") as part of their remuneration package. An RSU is a conditional agreement by PPH to issue Shares to an employee, subject to the satisfaction of certain vesting criteria. The vesting criteria and other terms of an employee's RSU are set out in the RSU Plan and in an RSU Agreement entered into between PPH and the employee.

When an RSU vests and PPH issues Shares to an employee, those Shares are subject to an undertaking ("**RSU Participant Undertaking**"), under which the employee agrees to certain restrictions, including:

- An undertaking, subject to certain exceptions, not to sell, transfer or otherwise dispose of those Shares for 12 months after the issue of the Shares.
- A separate undertaking not to sell, transfer or otherwise dispose of those Shares for a period of up to 180 days following the effective date of any registration statement filed by PPH under the US Securities Act (or such other period to accommodate certain regulatory restrictions).²

It is a requirement of the RSU Plan for employees to provide RSU Participant Undertakings. No additional consideration was provided for the RSU Participant Undertakings.

Under clause 6.4(b)(iii) of the Amended SIA, PPH has, subject to the Revised Scheme becoming unconditional, waived the restrictions contained in the RSU Participant Undertakings described above with effect from 8.00am (New Zealand time) on the implementation date for the Revised Scheme, to permit the transfer of the Shares subject to RSU Participant Undertakings to the Bidder under the Revised Scheme.

The Appendix to this notice sets out the number of Shares subject to RSU Participant Undertakings at the date of this notice.

Relevant Interest #2. Lock-up Deeds

As part of the acquisition of Resi Media LLC ("**Resi**") (which was announced to NZX on 23 August 2021 and completed on 25 August 2021), 35,260,748 Shares (the "**Lock-up Shares**") were issued to the Resi Founders (as listed in the table set out below) and are subject to the Lock-up Deeds. Under the Lock-up Deeds, each of the Resi Founders agreed, subject to certain exceptions, not to sell or transfer shares held by it:

- in respect of 50% (17,630,374 in aggregate) of the Lock-up Shares, until 5.00 pm on the date that is 12 months after the closing date of the acquisition (being 25 August 2022);
- in respect of a further 25% (8,815,187 in aggregate) of the Lock-up Shares, until 5.00pm on the date that is 18 months after the closing date of the acquisition (being 25 February 2023); and
- in respect of the remaining 25% (8,815,187 in aggregate) of their Lock-up Shares, until 5.00pm on the date that is 24 months after the closing date of the acquisition (being 25 August 2023),

(the "**Lock-up Restrictions**").

At the date of this notice, the number of Lock-up Shares subject to the outstanding Lock-up Restrictions (being those restrictions that expire 25 August 2023) are:

² PPH has been advised that this is a standard restriction contained in RSU arrangements of this nature. PPH is not currently seeking the registration of shares or other securities under the US Securities Act.

Resi Founders	Number of Lock-up Shares	Percentage
Asynchronous Holdings, LLC	5,771,087	0.505%
RenVis Resi, LLC	1,060,683	0.093%
The Horseshoe 2020 Trust	661,139	0.058%
The 1 Timothy 6:7 Trust	661,139	0.058%
The Reitmeyer Living Trust	661,139	0.058%
Total	8,815,187	0.772%

Under clause 6.4(b)(iii) of the Amended SIA, PPH has, subject to the Revised Scheme becoming unconditional, waived the Lock-up Restrictions with effect from 8.00am (New Zealand time) on the implementation date for the Revised Scheme, to permit the transfer of the Lock-Up Shares to the Bidder under the Revised Scheme.

Copies of the Lock-up Deeds were attached as Appendix 3 to PPH's substantial product holder notice dated 15 November 2022.

Relevant Interest #3. Founder Restricted Share Agreements

In connection with the acquisition of Resi, the Lock-up Shares that were issued to The Horseshoe 2020 Trust, The 1 Timothy 6:7 Trust and The Reitmeyer Living Trust (the "**Resi Founder Trusts**") are also subject to the Founder Restricted Share Agreements.³ Under those Founder Restricted Share Agreements, each of the Resi Founder Trusts agreed, subject to certain exceptions:

- not to sell or transfer the Lock-up Shares held by them:
 - in respect of 50% of the Lock-up Shares (being 3,966,834 Lock-up Shares), until the date that is 12 months after the closing date (being, 25 August 2022); and
 - in respect of the remaining 50% of the Lock-up Shares (being 3,966,834 Lock-up Shares), until the date that is 24 months after the closing date (being, 25 August 2023); and
- that PPH shall have a right to purchase (either itself or by nominating another person as the purchaser) from the relevant Resi Founder Trust, for consideration of \$0.001 per Lock-up Share, the then restricted Lock-up Shares held by that Resi Founder Trust if the employment of associated individual of the Resi Founder Trust is terminated by PPH for cause, or by such individual without good reason, (the "**Founder Trust Restrictions**").

³ The Founder Restricted Share Agreements contain restrictions that are additional to the restrictions contained in the Lock-up Deeds.

Accordingly, at the date of this notice, the number of Lock-up Shares subject to the outstanding Founder Trust Restrictions are:⁴

Resi Founder Trust	Number of restricted Shares	Percentage
The Horseshoe 2020 Trust	1,322,278	0.116%
The 1 Timothy 6:7 Trust	1,322,278	0.116%
The Reitmeyer Living Trust	1,322,278	0.116%
Total	3,966,834	0.347%

Under clause 6.4(b)(iii) of the Amended SIA, PPH has, subject to the Revised Scheme becoming unconditional, waived the Founder Trust Restrictions with effect from 8.00am (New Zealand time) on the implementation date for the Revised Scheme, to permit the transfer of the Lock-Up Shares to the Bidder under the Revised Scheme.

Copies of the Founder Restricted Share Agreements were attached as Appendix 4 to PPH’s substantial product holder notice dated 15 November 2022.

Additional information

Address(es) of substantial product holder(s): Level 6, 167 Victoria Street West, Auckland

Contact details:

Gabrielle Wilson | Investor Relations | Pushpay Holdings Limited

P: + 64 9 377 7720 | E: investors@pushpay.com

Name of any other person believed to have given, or believed to be required to give, a disclosure under the Financial Markets Conduct Act 2013 in relation to the financial products to which this disclosure relates:

- Schrassig Fundamental S.à r.l.
- Consdorf Adjacent Holdco S.à r.l.
- Berdorf S.à r.l.
- Bertrange S.à r.l.
- BGH Capital IA Pty Ltd in its capacity as trustee for BGH Capital Trust IA, BGH Capital IB Pty Ltd in its capacity as trustee for BGH Capital Trust IB, BGH Capital Offshore GP I Limited as general partner of BGH Capital Offshore I LP (together the “**BGH Fund**”) and BGH in its capacity as manager or adviser to the constituent entities of the BGH Fund I and the Oceania Trust

⁴ As noted in footnotes **Error! Bookmark not defined.** and 3, certain of the Shares the subject of the Founder Restricted Share Agreements are also subject to the Lock-up Deeds.

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- Oceania Equity Investments Pty Ltd as trustee for Oceania Trust

Certification

I, Michael Song, 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.

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Appendix

Details of PPH ordinary shares subject to trading restrictions

Name(s) of Shareholder(s)	Number of Shares that are subject to trading restrictions ⁵	Percentage held in class	Relevant agreement	Expiry date of restriction	Comments
7 current or former employees holding 178,350 Shares in aggregate	178,350	0.016%	RSU Participant Undertakings	14-Jun-23	The form of the RSU Participant Undertaking was attached to PPH's substantial product holder notice dated 22 May 2017
19 current or former employees holding 266,897 Shares in aggregate	266,897	0.023%	RSU Participant Undertakings	19-Sep-23	The form of the RSU Participant Undertaking was attached to PPH's substantial product holder notice dated 22 May 2017
23 current or former employees holding 630,949 Shares in aggregate	630,949	0.055%	RSU Participant Undertakings	13-Dec-23	The form of the RSU Participant Undertaking was attached to PPH's substantial product holder notice dated 22 May 2017
13 current or former employees holding 595,626 Shares in aggregate	595,626	0.052%	RSU Participant Undertakings	7-Mar-24	The form of the RSU Participant Undertaking was attached to PPH's substantial product holder notice dated 22 May 2017
Total number of Shares subject to trading restrictions	1,671,822	0.146%			

⁵ The number of shares set out in this table reflects the number of shares that are subject to trading restrictions. The actual number of shares held or controlled by the shareholders named in this table may differ.