

Pre-quotation disclosure

The following information is required to be provided to ASX Limited for release to the market in connection with the official quotation and deferred settlement trading of the fully paid ordinary shares in Smartgroup Corporation Ltd ("**Smartgroup**").

Capitalised terms which have not been otherwise defined in this document have the meaning given to them in the prospectus lodged by Smartgroup and Smartgroup SaleCo Limited ("**SaleCo**") with the Australian Securities Investment Commission on 16 June 2014.

1 Basis of allocation and procedures for determining allocation

The initial public offering of New Shares by Smartgroup and the offer of Existing Shares by SaleCo (the "**Offer**") closed on 30 June 2014.

The allocation for each component of the Offer was as follows:

- **Institutional Offer:** The allocation of Shares among bidders in the Institutional Offer was determined by the Sole Global Coordinator and Underwriter, the Company, in consultation with SaleCo and CIMB. Participants in the Institutional Offer have already been advised by the Joint Lead Managers of their allocation of Shares
- **Broker Firm Offer:** For Broker Firm participants, the relevant Broker will decide as to how they allocate the Shares amongst their retail clients. Applicants under the Broker Firm Offer may confirm their allocations by contacting their Broker.
- **Priority Offer:** All valid applications under the Priority Offer were accepted in full. A late application was accepted by the Company, in consultation with the Joint Lead Managers, which took allocations under the Priority Offer to \$5,263,499.20 (above the \$5.25 million in aggregate disclosed in the Prospectus). The Institutional Offer was reduced to reflect the amount of this oversubscription.
- **Employee Offer:** All valid applications under the Employee Offer were accepted in full. As set out in the Prospectus, the allocations under the Priority Offer did not exceed \$3.4 million in aggregate.

Applicants can confirm their allocations of Shares, or make general enquires regarding the Offer, by contacting the Smartgroup Offer Information Line on 1800 237 687 (within Australia) or +61 1800 237 687 (outside Australia) from 8:30pm to 5:30pm Sydney time Monday to Friday (Business Days only).

2 Number of shares issued under the Offer

The number of Shares allocated under each part of the Offer is set out below:

Institutional Offer	43,303,361 Shares
Broker Firm Offer	21,875,000 Shares
Priority Offer	3,289,687 Shares
Employee Offer	1,992,257 Shares
Total shares issued under the Offer	70,460,305 Shares

3 Date of despatch

The intended date for issuing and transferring Shares to Applicants is Wednesday, 2 July 2014.

The intended date for despatch of CHESS allotment notices, issuer sponsored holdings statements and any refund money is Thursday, 3 July 2014.

4 Escrowed Securities

Please refer to **Attachment 1** for a breakdown of the number of Shares subject to voluntary escrow and other disposal restrictions and the escrow period applied to those Shares. For further details regarding the escrow arrangements, please refer to section 7.7 of the Prospectus.

5 Statement confirming redemption of Redeemable Preference Shares

Smartgroup confirms that the Redeemable Preference Shares have been redeemed in accordance with their terms.

A handwritten signature in black ink, appearing to read "A Morgan", written in a cursive style.

Amanda Morgan
Company Secretary
Smartgroup Corporation Ltd

Attachment 1 - Escrowed securities

Party whose securities are subject to escrow	Number of securities	Escrow Period
Smart Packages Pte Ltd	30,438,345	Commences on the date on which Completion of the Offer occurs and ends on the first trading day in Shares on ASX following the public announcement by the Company of its financial results for the financial year ending 31 December 2014.
Michael Carapiet (held by Gentilly Holdings 2 Pty Limited)	562,500	Commences on the date of Completion of the Offer and ends on the day following 12 months from Completion of the Offer.
Deven Billimoria (held by Apinto Pty Limited)	626,831	Commences on the date on which Completion of the Offer occurs and ends on: (a) in relation to 156,708 Shares, the first trading day in Shares on ASX following the public announcement by the Company of its financial results for the financial year ending 31 December 2014; and (b) in relation to 470,123 Shares, the first trading day in Shares on ASX following the public announcement by the Company of its financial results for the financial year ending 31 December 2015.s
Michael Ellies	133,111	Commences on the date on which Completion of the Offer occurs and ends on: (a) in relation to 66,556 Shares, the first trading day in shares on ASX following the public announcement by the Company of its financial results for the financial year ending 31 December 2014; and (b) in relation to 66,555 Shares, the first trading day in Shares on ASX following the public announcement by the Company of its financial results for the financial year ending 31 December 2015.
Tim Looi	133,111	Commences on the date on which Completion of the Offer occurs and ends on: (a) in relation to 66,556 Shares, the first trading day in shares on ASX following the public announcement by the Company of its financial results for the financial

Party whose securities are subject to escrow	Number of securities	Escrow Period
		year ending 31 December 2014; and (b) in relation to 66,555 Shares, the first trading day in Shares on ASX following the public announcement by the Company of its financial results for the financial year ending 31 December 2015.
Houda Lebbos	133,111	Commences on the date on which Completion of the Offer occurs and ends on: (a) in relation to 66,556 Shares, the first trading day in shares on ASX following the public announcement by the Company of its financial results for the financial year ending 31 December 2014; and (b) in relation to 66,555 Shares, the first trading day in Shares on ASX following the public announcement by the Company of its financial results for the financial year ending 31 December 2015.
Dave Adler	176,870	Commences on the date on which Completion of the Offer occurs and ends on: (a) in relation to 88,435 Shares, the first trading day in shares on ASX following the public announcement by the Company of its financial results for the financial year ending 31 December 2014; and (b) in relation 88,435 Shares, the first trading day in Shares on ASX following the public announcement by the Company of its financial results for the financial year ending 31 December 2015.