



The Manager
Company Announcements Office
Australian Securities Exchange
20 Bridge Street
Sydney NSW 2000

ELECTRONIC LODGEMENT

23 April 2015

Dear Sir/Madam

Results of 2015 Annual General Meeting

The results of the Smartgroup Corporation Ltd Annual General Meeting held on 23 April 2015 are attached. The results are provided in accordance with Listing Rule 3.13.2 and section 251AA of the *Corporations Act*.

All resolutions were passed on a show of hands.

Yours faithfully

A handwritten signature in black ink, appearing to read "Amanda Morgan".

Amanda Morgan
General Counsel and Company Secretary



ANNUAL GENERAL MEETING
Thursday, 23 April, 2015

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

Resolution	Manner in which the securityholder directed the proxy vote (as at proxy close):				Manner in which votes were cast in person or by proxy on a poll (where applicable)		
	Votes <i>For</i>	Votes <i>Against</i>	Votes <i>Discretionary</i>	Votes <i>Abstain</i>	<i>For</i>	<i>Against</i>	<i>Abstain **</i>
2.1 APPROVE THE COMPANY'S LOAN FUNDED SHARE PLAN	60,495,994	7,119,469	205,675	15,000	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
2.2 APPROVE ALL ISSUES OF SECURITIES UNDER THE LOAN FUNDED SHARE PLAN	62,442,827	5,172,294	205,675	15,342	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
2.3 APPROVE THE GIVING OF BENEFITS TO A PERSON CEASING TO HOLD A MANAGERIAL OR EXECUTIVE OFFICE IN THE COMPANY UNDER THE LOAN FUNDED SHARE PLAN	62,691,817	3,209,288	205,675	22,432	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
3 APPROVAL OF DEVEN BILLIMORIA'S PARTICIPATION IN THE LOAN FUNDED SHARE PLAN	66,422,100	1,186,175	205,675	22,188	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
4 REMUNERATION REPORT	65,543,568	342,287	205,675	37,682	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
5 RE-ELECTION OF ANDREW BOLAM AS A DIRECTOR	67,606,156	3,125	205,675	21,182	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands

** - Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item