

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Smartgroup Corporation Limited

ACN/ARSN ACN 126 266 831

1. Details of substantial holder (1)

Name Wilson Asset Management Group (refer entities listed in Anneuxure A)

ACN/ARSN (if applicable) ACN 081 047 118

There was a change in the interests of the substantial holder on

9/02/2016

The previous notice was given to the company on

19/06/2015

The previous notice was dated

17/06/2015

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	7,525,306	7.26%	6,311,114	6.09%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
From 18/06/15-9/02/16	WAM Capital Limited	Underlying portfolio bought and sold shares	Between \$2.0675- \$5.11 per share	790,394 ordinary shares	790,394 ordinary shares
From 18/06/15-9/02/16	WAM Research Limited	Underlying portfolio bought and sold shares	Between \$2.0675- \$5.11 per share	387,235 ordinary shares	387,235 ordinary shares
From 18/06/15-9/02/16	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	Underlying portfolio bought and sold shares	Between \$2.0675- \$5.11 per share	36,563 ordinary shares	36,563 ordinary shares

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes

WAM Capital Limited	RBC Investor Services	WAM Capital Limited	Management of portfolio of investments of WAM Capital Limited	4,168,030 ordinary shares	4,168,030 ordinary shares
WAM Research Limited	RBC Investor Services	WAM Research Limited	Management of portfolio of investments of WAM Active Limited	1,953,135 ordinary shares	1,953,135 ordinary shares
Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	RBC Investor Services	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	Management of portfolio of investments of Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	189,949 ordinary shares	189,949 ordinary shares

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Refer to Annexure A	

Signature

print name Chris Stott

capacity CIO

sign here



date 11/02/2016

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and

Annexure A

Wilson Asset Management Group

1. Details of Wilson Asset Management Group

Name	ACN / ARSN
Wilson Asset Management (International) Pty Limited	(ACN 081 047 118)
MAM Pty Limited	(ACN 100 276 542)
WAM Capital Limited	(ACN 086 587 395)
Botanical Nominees Pty Limited as trustee of the Wilson Asset Management Equity Fund	(ACN 081 032 000)
WAM Research Limited	(ACN 100 504 541)
WAM Active Limited	(ACN 126 420 719)

6. Addresses

Name	Address
Wilson Asset Management (International) Pty Limited	Level 11, 139 Macquarie Street, Sydney NSW 2000
MAM Pty Limited	Level 11, 139 Macquarie Street, Sydney NSW 2000
WAM Capital Limited	Level 11, 139 Macquarie Street, Sydney NSW 2000
Botanical Nominees Pty Limited	Level 11, 139 Macquarie Street, Sydney NSW 2000
WAM Research Limited	Level 11, 139 Macquarie Street, Sydney NSW 2000
WAM Active Limited	Level 11, 139 Macquarie Street, Sydney NSW 2000
RBC Investor Services	Level 34, 2 Park Street, Sydney NSW 2000

Signed:  _____

Date: 11/02/2016