

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

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|---|
| Name of entity: Smartgroup Corporation Ltd |
| ABN: 48 126 266 831 |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

| | |
|----------------------------|------------------|
| Name of Director | Michael Carapiet |
| Date of last notice | 1 September 2015 |

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

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|---|--|
| Direct or indirect interest | Indirect |
| Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | Shares were purchased by: 1. Gentilly Holdings 2 Pty Limited: (Gentilly Holdings 2 Pty Limited is trustee for the Carapiet Family Trust. Michael Carapiet is a shareholder and director of Gentilly Holdings 2 Pty Limited) 2. Gentilly Holdings Pty Ltd: (Gentilly Holdings Pty Ltd is trustee for the Gentilly Superannuation Fund. Michael Carapiet is a shareholder and director of Gentilly Holdings Pty Ltd) |
| Date of change | 2-4 August 2016 |
| No. of securities held prior to change | 1,907,116 shares |
| Class | Ordinary |

+ See chapter 19 for defined terms.

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|---|--|
| Number acquired | <ol style="list-style-type: none"> 1. 37,157 shares purchased by Gentilly Holdings 2 Pty Ltd 2. 7,000 shares purchased by Gentilly Holdings Pty Ltd Total shares purchased: 44,157 |
| Number disposed | Nil |
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | Total consideration: \$310,774 |
| No. of securities held after change | 1,951,273 ordinary shares |
| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | On-market purchase |

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

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| Detail of contract | |
| Nature of interest | |
| Name of registered holder (if issued securities) | |
| Date of change | |
| No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed | |
| Interest acquired | |
| Interest disposed | |
| Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation | |
| Interest after change | |

Part 3 – +Closed period

+ See chapter 19 for defined terms.

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|---|-----|
| Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required? | No |
| If so, was prior written clearance provided to allow the trade to proceed during this period? | N/A |
| If prior written clearance was provided, on what date was this provided? | N/A |

⁺ See chapter 19 for defined terms.