

# 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

|   |
|---|
| <b>Name of entity: Smartgroup Corporation Ltd</b> |
| <b>ABN: 48 126 266 831</b>                        |

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.

|                            |                  |
|----------------------------|------------------|
| <b>Name of Director</b>    | Gavin Bell       |
| <b>Date of last notice</b> | 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.

|   |  |
|---|--|
| <b>Direct or indirect interest</b>  | Indirect   |
| <b>Nature of indirect interest (including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | Shares were issued to Spurca Pty Ltd.<br><br>(Spurca Pty Ltd is trustee for the The Bell Family Trust. Gavin Bell has joint control of Spurca Pty Ltd as one of two directors/shareholders.) |
| <b>Date of change</b>   | 8 September 2016   |
| <b>No. of securities held prior to change</b>   | 72,708 shares  |
| <b>Class</b>  | Ordinary   |
| <b>Number acquired</b>  | 2,142 shares   |
| <b>Number disposed</b>  | Nil  |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and estimated valuation</small>  | \$7.00 per share   |
| <b>No. of securities held after change</b>  | 74,850 ordinary shares   |

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+ See chapter 19 for defined terms.

## Appendix 3Y Change of Director's Interest Notice

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|   |   |
|---|---|
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Issued pursuant to the share purchase plan released to the market on 15 August 2016 |
|---|---|

### 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.

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

### Part 3 – +Closed period

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

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

|   |
|---|
| <b>Name of entity: Smartgroup Corporation Ltd</b> |
| <b>ABN: 48 126 266 831</b>                        |

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.

|                            |                     |
|----------------------------|---------------------|
| <b>Name of Director</b>    | Devendra Billimoria |
| <b>Date of last notice</b> | 9 May 2016          |

### 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.

| Direct or indirect interest   | Indirect  |
|---|---|
| <b>Nature of indirect interest (including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | Shares were issued to Apinto Pty Limited as trustee for The Deven Billimoria Family Trust<br><br>(Apinto Pty Limited is the trustee for The Deven Billimoria Family Trust. Devendra Billimoria is the sole director and sole shareholder of Apinto Pty Limited) |
| <b>Date of change</b>   | 8 September 2016  |
| <b>No. of securities held prior to change</b>   | 3,386,101 shares  |
| <b>Class</b>  | Ordinary  |
| <b>Number acquired</b>  | 2,142 shares  |
| <b>Number disposed</b>  | Nil   |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and estimated valuation</small>  | \$7.00 per share  |
| <b>No. of securities held after change</b>  | 3,388,243 ordinary shares   |

+ See chapter 19 for defined terms.

## Appendix 3Y Change of Director's Interest Notice

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|   |  |
|---|--|
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Issued pursuant to the Share Purchase Plan released to the market on 15 August 2016. |
|---|--|

### 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.

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

### Part 3 – +Closed period

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

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

|  |
|--|
| <b>Name of entity</b> Smartgroup Corporation Ltd |
| <b>ABN</b> 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.

|                            |                  |
|----------------------------|------------------|
| <b>Name of Director</b>    | Andrew Bolam     |
| <b>Date of last notice</b> | 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.

|  |   |
|--|---|
| <b>Direct or indirect interest</b>   | Indirect  |
| <b>Nature of indirect interest (including registered holder)</b><br>Note: Provide details of the circumstances giving rise to the relevant interest. | Shares were issued to:<br>1. NEWSAGE Investments Pty Ltd as trustee for NEWSAGE Superannuation Fund.<br>2. NEWSAGE Investments Pty Ltd as trustee for NEWSAGE Trust<br><br>Andrew Bolam is the sole director and shareholder of NEWSAGE Investments Pty Ltd |
| <b>Date of change</b>  | 8 September 2016  |
| <b>No. of securities held prior to change</b>  | 155,000 ordinary shares   |
| <b>Class</b>   | Ordinary  |

+ See chapter 19 for defined terms.

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|  |   |
|--|---|
| <b>Number acquired</b>   | <p>1. NEWSAGE Investments Pty Ltd atf NEWSAGE Superannuation Fund was issued 2,142 shares</p> <p>2. NEWSAGE Investments Pty Ltd atf NEWSAGE Trust was issued 2,142 shares</p> <p>Total issued: 4,284 shares</p> |
| <b>Number disposed</b>   | Nil   |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and estimated valuation</small>   | \$7.00 per share  |
| <b>No. of securities held after change</b>   | 159,284 ordinary shares   |
| <b>Nature of change</b><br><small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small> | Issued pursuant to the share purchase plan released to the market on 15 August 2016   |

**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.

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

+ See chapter 19 for defined terms.

|                       |  |
|-----------------------|--|
| Interest after change |  |
|-----------------------|--|

**Part 3 – +Closed period**

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

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

|   |
|---|
| <b>Name of entity: Smartgroup Corporation Ltd</b> |
| <b>ABN: 48 126 266 831</b>                        |

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.

|                            |                  |
|----------------------------|------------------|
| <b>Name of Director</b>    | Michael Carapiet |
| <b>Date of last notice</b> | 5 September 2016 |

### 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.

| Direct or indirect interest   | Indirect   |
|---|--|
| <b>Nature of indirect interest (including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | <ol style="list-style-type: none"> <li>1. <u>Issue under share purchase plan:</u><br/> Shares were issued to: <ol style="list-style-type: none"> <li>a) Gently Holdings Pty Limited.<br/> Gently Holdings Pty Ltd is trustee for the Gently Superannuation Fund. Michael Carapiet is a shareholder and director of Gently Holdings Pty Ltd</li> <li>b) Gently Holdings 2 Pty Limited.<br/> Gently Holdings 2 Pty Limited is trustee for the Carapiet Family Trust. Michael Carapiet is a shareholder and director of Gently Holdings 2 Pty Limited</li> </ol> </li> <li>2. <u>Off-market transfers:</u><br/> Gently Investments Pty Ltd. Michael Carapiet is a director of Gently Investments Pty Limited</li> </ol> |
| <b>Date of change</b>   | <ol style="list-style-type: none"> <li>1. 8 September 2016</li> <li>2. 26 August 2016</li> </ol>   |

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+ See chapter 19 for defined terms.



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|   |   |
|---|---|
| <b>No. of securities held prior to change</b>   | 1,971,683 shares  |
| <b>Class</b>  | Ordinary  |
| <b>Number acquired</b>  | <p>1. <u>Issue under share purchase plan:</u><br/> a) Gentilly Holdings Pty Limited. atf the Gentilly Superannuation Fund was issued 2142 shares<br/> b) Gentilly Holdings 2 Pty Limited. atf the Carapiet Family Trust was issued 2142 shares.<br/> Total issued: 4284 ordinary shares</p> <p>2. <u>Off market transfers:</u><br/> Gentilly Holdings 2 Pty Ltd transferred 30,000 shares to Gentilly Investments Pty Ltd and 30,000 shares to Gentilly Holdings (atf the Gentilly Superannuation Fund).<br/> Total new relevant interest in shares acquired: 0</p> |
| <b>Number disposed</b>  | Nil   |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and estimated valuation   | <p>1. Issue under share purchase plan: \$7.00 per share<br/> 2. Off market transfers: \$7.28 per share</p>  |
| <b>No. of securities held after change</b>  | 1,975,967 ordinary shares   |
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | <p>1. Issued pursuant to the share purchase plan released to the market on 15 August 2016.<br/> 2. Off market transfers with no net change to relevant interest held</p>  |

**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.

|   |  |
|---|--|
| <b>Detail of contract</b>                               |  |
| <b>Nature of interest</b>                               |  |
| <b>Name of registered holder (if issued securities)</b> |  |
| <b>Date of change</b>                                   |  |

+ See chapter 19 for defined terms.



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**Change of Director's Interest Notice**

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|   |  |
|---|--|
| <b>No. and class of securities to which interest related prior to change</b><br><small>Note: Details are only required for a contract in relation to which the interest has changed</small> |  |
| <b>Interest acquired</b>  |  |
| <b>Interest disposed</b>  |  |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and an estimated valuation</small>   |  |
| <b>Interest after change</b>  |  |

**Part 3 – <sup>+</sup>Closed period**

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

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<sup>+</sup> See chapter 19 for defined terms.

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

|   |
|---|
| <b>Name of entity: Smartgroup Corporation Ltd</b> |
| <b>ABN: 48 126 266 831</b>                        |

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.

|                            |                  |
|----------------------------|------------------|
| <b>Name of Director</b>    | John Prendiville |
| <b>Date of last notice</b> | 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.

|   |   |
|---|---|
| <b>Direct or indirect interest</b>  | Indirect  |
| <b>Nature of indirect interest (including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | Shares were issued to: <ol style="list-style-type: none"> <li>1. Point Capital Pty Ltd. John Prendiville is a director and majority shareholder of Point Capital Pty Ltd.</li> <li>2. Luaga Pty Ltd. Luaga Pty Ltd is the trustee for the JP Prendiville Family Trust. John Prendiville is a director and majority shareholder of Luaga Pty Ltd.</li> </ol> |
| <b>Date of change</b>   | 8 September 2016  |
| <b>No. of securities held prior to change</b>   | 846,476 shares  |
| <b>Class</b>  | Ordinary  |

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+ See chapter 19 for defined terms.

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|   |   |
|---|---|
| <b>Number acquired</b>  | <ol style="list-style-type: none"> <li>1. Point Capital was issued 4,284 shares</li> <li>2. Luaga (atf the JP Prendiville Family Trust) was issued 2,142 shares.</li> </ol> <p>Total issued: 6,426 shares</p> |
| <b>Number disposed</b>  | Nil   |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and estimated valuation   | \$7.00 per share  |
| <b>No. of securities held after change</b>  | 852,902 ordinary shares   |
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Issued pursuant to the share purchase plan released to the market on 15 August 2016   |

### 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.

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

### Part 3 – +Closed period

+ See chapter 19 for defined terms.



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**Change of Director's Interest Notice**

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

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<sup>+</sup> See chapter 19 for defined terms.

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

|  |
|--|
| <b>Name of entity</b> Smartgroup Corporation Ltd |
| <b>ABN</b> 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.

|                            |               |
|----------------------------|---------------|
| <b>Name of Director</b>    | Ian Watt      |
| <b>Date of last notice</b> | 4 August 2016 |

### 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.

|   |   |
|---|---|
| <b>Direct or indirect interest</b>  | Both direct and indirect (see below)  |
| <b>Nature of indirect interest (including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | Shares were issued to Ian and Lorraine Watt as trustees for the IJ & LD Watt Super Fund |
| <b>Date of change</b>   | 8 September 2016  |
| <b>No. of securities held prior to change</b>   | 50,000  |
| <b>Class</b>  | Ordinary  |
| <b>Number acquired</b>  | 2,142   |
| <b>Number disposed</b>  | Nil   |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and estimated valuation</small>  | \$7.00 per share  |
| <b>No. of securities held after change</b>  | 52,142  |

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+ See chapter 19 for defined terms.



## Appendix 3Y Change of Director's Interest Notice

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|   |   |
|---|---|
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Issued pursuant to the share purchase plan released to the market on 15 August 2016 |
|---|---|

### 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.

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

### Part 3 – <sup>+</sup>Closed period

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

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