

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

ELECTRONIC LODGEMENT

3 May 2017

Dear Sir/Madam

Results of 2017 Annual General Meeting

The results of the Smartgroup Corporation Ltd Annual General Meeting held on 3 May 2017 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
Wednesday, 3 May, 2017

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>
1 ADOPTION OF REMUNERATION REPORT	72,014,322	46,862	24,346	1,334,683	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
2 RE-ELECTION OF DIRECTOR MR GAVIN BELL	73,377,524	17,813	791,970	3,455	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
3 RE-ELECTION OF DIRECTOR MR JOHN PRENDIVILLE	73,374,727	17,813	791,970	6,252	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
4 ELECTION OF DIRECTOR MS DEBORAH HOMEWOOD	72,558,646	836,483	794,920	713	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
5 APPROVAL TO ISSUE SHARES TO MR DEVEN BILLIMORIA	72,241,211	883,713	21,571	167,238	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
6 APPROVAL TO INCREASE MAXIMUM AGGREGATE AMOUNT PAYABLE TO NON-EXECUTIVES DIRECTORS AS REMUNERATION	69,322,032	3,805,521	21,571	164,609	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
7 APPROVAL OF ISSUE OF SHARES TO VENDORS OF SELECTUS PTY LTD	68,879,260	842,995	792,120	13,439	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
8 APPROVAL OF FINANCIAL ASSISTANCE BY AUTOPIA GROUP PTY LTD AND AUTOPIA MANAGEMENT PTY LTD	73,376,232	12,871	792,120	9,539	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

ANNUAL GENERAL MEETING
Wednesday, 3 May, 2017

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>
9 APPROVAL OF FINANCIAL ASSISTANCE BY SELECTUS PTY LTD, SELECTUS EMPLOYEE BENEFITS PTY LTD AND SELECTUS FINANCIAL SERVICES PTY LTD.	69,713,134	13,021	792,120	3,672,487	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