



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

## **ELECTRONIC LODGEMENT**

30 October 2017

Dear Sir/Madam

### **Smartgroup Corporation Ltd (SIQ) – Buy-back of shares under Long Term Incentive Plan**

Smartgroup intends to buy back some shares issued under the Smartgroup Long Term Incentive Plan (LTIP), because the vesting conditions on those shares have not been met and the shares are forfeited.

The LTIP is a loan funded share plan. Shares are purchased by the employees and funded by a loan provided by Smartgroup. The shares are issued to employees and are held in escrow until they vest or are forfeited.

When shares are forfeited, the shares are bought back by Smartgroup and cancelled. The proceeds of the buy-back are applied against the balance of the loan and the costs of the sale.

As part of this buy-back process, an Appendix 3C is attached for release.

Yours faithfully

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

Amanda Morgan  
General Counsel and Company Secretary

## Appendix 3C

### Announcement of buy-back (*except* minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity	ABN/ARSN
Smartgroup Corporation Ltd	126 266 831

We (the entity) give ASX the following information.

#### Information about buy-back

1	Type of buy-back	Employee share scheme
2	<sup>+</sup> Class of shares/units which is the subject of the buy-back ( <i>eg, ordinary/preference</i> )	Ordinary
3	Voting rights ( <i>eg, one for one</i> )	One for one
4	Fully paid/partly paid ( <i>and if partly paid, details of how much has been paid and how much is outstanding</i> )	Fully paid
5	Number of shares/units in the <sup>+</sup> class on issue	123,526,517
6	Whether shareholder/unitholder approval is required for buy-back	No
7	Reason for buy-back	The shares have been forfeited under the employee share scheme because the vesting conditions have not been satisfied. The proceeds of the buy-back will be applied to offset the relevant loan.

<sup>+</sup> See chapter 19 for defined terms.  
11/01/2010

### Appendix 3C Announcement of buy-back

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8 Any other information material to a shareholder's/unitholder's decision whether to accept the offer (*eg, details of any proposed takeover bid*)

Nil
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### On-market buy-back

9 Name of broker who will act on the company's behalf

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10 Deleted 30/9/2001.

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11 If the company/trust intends to buy back a maximum number of shares - that number

Note: This requires a figure to be included, not a percentage.

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12 If the company/trust intends to buy back shares/units within a period of time - that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention

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13 If the company/trust intends to buy back shares/units if conditions are met - those conditions

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### Employee share scheme buy-back

14 Number of shares proposed to be bought back

313,507
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15 Price to be offered for shares

\$9.79
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<sup>†</sup> See chapter 19 for defined terms.

**Selective buy-back**

- 16 Name of person or description of class of person whose shares are proposed to be bought back
- 17 Number of shares proposed to be bought back
- 18 Price to be offered for shares

**Equal access scheme**

- 19 Percentage of shares proposed to be bought back
- 20 Total number of shares proposed to be bought back if all offers are accepted
- 21 Price to be offered for shares
- 22 \*Record date for participation in offer  
Cross reference: Appendix 7A, clause 9.

**Compliance statement**

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

*or, for trusts only:*

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.



Sign here: ..... Date: 30/10/2017  
(Company secretary)

Print name: AMANDA MORGAN

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