

# 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 11/9/99. 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	+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 +class on issue	131,894,818
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.

+ See chapter 19 for defined terms.

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

243,790
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15 Price to be offered for shares

\$8.95
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## 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 <sup>+</sup>Record date for participation in offer  
Cross reference: Appendix 7A, clause 9.

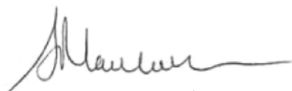
## Compliance statement

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:

  
(Company secretary)

Date: 16 August 2019

Print name: SOPHIE MACINTOSH

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