

# 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</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>	Devendra Billimoria
<b>Date of last notice</b>	13 May 2019

### 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>	Direct and indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	Indirect interest in shares registered in the name of Apinto Pty Ltd as trustee of the Deven Billimoria Family Trust. Mr Billimoria is a director and shareholder of Apinto Pty Ltd and a beneficiary of the Deven Billimoria Family Trust.
<b>Date of change</b>	27 February 2020
<b>No. of securities held prior to change</b>	2,009,581 shares held directly by Devendra Billimoria 1,326,831 shares held by Apinto Pty Ltd as trustee of the Deven Billimoria Family Trust (being a total of 3,336,412 shares)
<b>Class</b>	Ordinary
<b>Number acquired</b>	Nil
<b>Number disposed</b>	57,575 shares bought back by Smartgroup from Devendra Billimoria – further details below
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	\$322,798

+ See chapter 19 for defined terms.

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<b>No. of securities held after change</b>	1,952,006 shares held directly by Deven Billimoria 1,326,831 shares held by Apinto Pty Ltd as trustee of the Deven Billimoria Family Trust (being a total of 3,278,837 shares)
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Buy-back of shares by Smartgroup as advised in Appendix 3E lodged today. The shares formed part of the grant of shares to Mr Billimoria in 2017 under the Company's Long Term Incentive Plan (LTIP). The Board has determined that not all shares granted to Mr Billimoria under the 2017 LTIP grant will vest. Under the terms of the LTIP, shares that do not vest are forfeited by the employee and bought back by the Company at a price determined in accordance with the LTIP rules, with the proceeds applied to offset the loan taken out by the employee to acquire the shares.

**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>	N/A
<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> 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> 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
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<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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