

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

Name of entity	Smartgroup Corporation Ltd
ABN	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.

Name of Director	Michael Carapiet
Date of last notice	25 February 2020

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 interest
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	<p>Indirect interests in shares registered in the names of:</p> <ul style="list-style-type: none"> • Gentilly Holdings Pty Ltd as trustee for the Gentilly Superannuation Fund • Gentilly Holdings 2 Pty Limited as trustee for the Carapiet Family Trust • Equitas Nominees Pty Ltd as nominee for each of Gentilly Holdings Pty Ltd (as trustee for the Gentilly Superannuation Fund), Gentilly Holdings 2 Pty Limited (as trustee for the Carapiet Family Trust) Gentilly Investments Pty Ltd, and Carapiet Investments Pty Ltd <p>Mr Carapiet is a shareholder of each of Gentilly Holdings Pty Ltd, Gentilly Holdings 2 Pty Ltd, Gentilly Investments Pty Ltd and Carapiet Investments Pty Ltd and a beneficiary of the Carapiet Family Trust and the Gentilly Superannuation Fund.</p>
Date of change	28 February and 2 March 2020

+ See chapter 19 for defined terms.

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No. of securities held prior to change	<p>1,606,897 shares held by Gentilly Holdings 2 Pty Limited as trustee for the Carapiet Family Trust</p> <p>100,000 shares held by Equitas Nominees Pty Ltd as nominee for Gentilly Holdings 2 Pty Ltd (as trustee for the Carapiet Family Trust)</p> <p>213,679 shares held by Gentilly Holdings Pty Ltd as trustee for the Gentilly Superannuation Fund</p> <p>150,000 shares held by Equitas Nominees Pty Ltd as nominee for Gentilly Holdings Pty Ltd (as trustee for the Gentilly Superannuation Fund)</p> <p>181,380 shares held by Equitas Nominees Pty Ltd as nominee for Gentilly Investments Pty Ltd</p> <p>50,000 shares held by Equitas Nominees Pty Ltd as nominee for Carapiet Investments Pty Ltd</p> <p>(being a total of 2,301,956 shares)</p>
Class	Ordinary
Number acquired	<p>29,198 shares acquired by Equitas Nominees Pty Ltd as nominee for Gentilly Holdings Pty Ltd (as trustee for the Gentilly Superannuation Fund) on 28 February 2020</p> <p>50,258 shares acquired by Equitas Nominees Pty Ltd as nominee for Gentilly Holdings Pty Ltd (as trustee for the Gentilly Superannuation Fund) on 2 March 2020</p> <p>(being a total of 79,456 shares)</p>
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$494,294
No. of securities held after change	<p>1,606,897 shares held by Gentilly Holdings 2 Pty Limited as trustee for the Carapiet Family Trust</p> <p>100,000 shares held by Equitas Nominees Pty Ltd as nominee for Gentilly Holdings 2 Pty Ltd (as trustee for the Carapiet Family Trust)</p> <p>213,679 shares held by Gentilly Holdings Pty Ltd as trustee for the Gentilly Superannuation Fund</p> <p>229,456 shares held by Equitas Nominees Pty Ltd as nominee for Gentilly Holdings Pty Ltd (as trustee for the Gentilly Superannuation Fund)</p> <p>181,380 shares held by Equitas Nominees Pty Ltd as nominee for Gentilly Investments Pty Ltd</p> <p>50,000 shares held by Equitas Nominees Pty Ltd as nominee for Carapiet Investments Pty Ltd</p> <p>(being a total of 2,381,412 shares)</p>

+ See chapter 19 for defined terms.

Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On-market purchase
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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.

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

Part 3 – +Closed period

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

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