

# 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>	John Prendiville
<b>Date of last notice</b>	22 August 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>	Indirect interest
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	Indirect interests in shares registered in the names of: <ul style="list-style-type: none"> <li>• Point Capital Pty Ltd</li> <li>• HSBC Custody Nominees (Australia) Limited as custodian for JPGP Holdings Pty Ltd (as trustee of the JPP Superannuation Fund).</li> </ul> <p>Mr Prendiville is a director and shareholder of each of Point Capital Pty Ltd and JPGP Holdings Pty Ltd and a beneficiary of the JPP Superannuation Fund.</p>
<b>Date of change</b>	12 March 2020
<b>No. of securities held prior to change</b>	625,000 shares held by Point Capital Pty Ltd 30,000 shares held by HSBC Custody Nominees (Australia) Limited as custodian for JPGP Holdings Pty Ltd (as trustee of the JPP Superannuation Fund) (being a total of 655,000 shares)
<b>Class</b>	Ordinary
<b>Number acquired</b>	20,000 shares acquired by HSBC Custody Nominees (Australia) Limited as custodian for JPGP Holdings Pty Ltd (as trustee of the JPP Superannuation Fund)

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<b>Number disposed</b>	Nil
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	\$110,000
<b>No. of securities held after change</b>	625,000 shares held by Point Capital Pty Ltd  50,000 shares held by HSBC Custody Nominees (Australia) Limited as custodian for JPGP Holdings Pty Ltd (as trustee of the JPP Superannuation Fund)  (being a total of 675,000 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	On-market purchase

**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
--	----

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

---

<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

---

+ See chapter 19 for defined terms.