



ASX Announcement

Notice of AGM and accompanying documents

Release date 6 May 2020

Smartgroup Corporation Limited (**ASX: SIQ**) confirms that the Company's 2020 Annual General Meeting (**AGM**) will be held at 11.00am on Wednesday 10 June 2020 (Sydney time). In light of the COVID-19 pandemic and restrictions on indoor gatherings, the AGM will be held via online platform only.

The following documents are attached:

1. Notice of AGM
2. Voting form for use at the AGM
3. Question form for use by shareholders wishing to submit questions prior to the AGM
4. Online meeting guide prepared by the Company's share registry, Link Market Services

Sophie MacIntosh, Chief Legal Officer and Company Secretary

Smartgroup Corporation Ltd

Telephone: 0407 486 823

This announcement was authorised for release by Sophie MacIntosh, Chief Legal Officer and Company Secretary.



2020 Notice of Annual General Meeting

Date: **Wednesday 10 June 2020**

Time: **11.00am Sydney time**

Venue: **Via online platform at <https://agmlive.link/SIQ20>**

Letter from the Chairman

6 May 2020

Dear Shareholders

On behalf of the Directors of Smartgroup Corporation Ltd (**Smartgroup**), I am pleased to invite you to participate in the 2020 Annual General Meeting (**AGM**) of Smartgroup.

In light of the COVID-19 pandemic and restrictions on indoor gatherings, the AGM will be held via online platform only. The online AGM will be held at 11.00am on Wednesday 10 June 2020 (Sydney time). Shareholders will be able to participate in our AGM by:

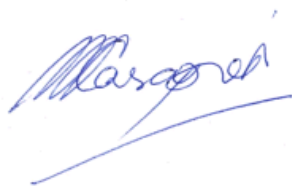
- joining the AGM in real time via our online platform at <https://agmlive.link/SIQ20> and watching presentations given during the AGM by me, our CEO and Managing Director Tim Looi, and the Directors standing for re-election at the AGM;
- asking questions of the Board and our external auditor:
 - before the AGM, using the AGM Question Form enclosed with the Notice of Meeting or by lodging questions online at <https://www.linkmarketservices.com.au>; and/or
 - during the AGM via the online platform; and
- voting on the resolutions to be considered at the AGM either by lodging the enclosed Voting Form before the AGM or by direct voting during the online meeting,

or by a combination of these steps.

Further details of how to participate in the online meeting are set out in the attached Notice of Meeting and in the Online Meeting Guide that accompanies it. The Online Meeting Guide includes details of how to ensure your browser is compatible with the online platform, and a step-by-step guide to logging in, navigating the site, and asking questions and voting at the online AGM.

Thank you for your continued support of Smartgroup during this period.

Yours sincerely



Michael Carapiet
Chairman

Smartgroup Corporation Ltd ACN 126 266 831

Notice of Annual General Meeting

Notice is given that the 2020 Annual General Meeting (**AGM**) of Shareholders of Smartgroup Corporation Ltd ACN 126 266 831 (**Company**) will be held via an online platform at <https://agmlive.link/SIQ20> on Wednesday 10 June 2020 at 11:00am (Sydney time) for the purpose of transacting the business set out in this notice (**Notice of Meeting**).

The Explanatory Notes and the Voting Form accompanying this Notice of Meeting are incorporated in, and comprise part of, this Notice of Meeting.

The business of the meeting is to consider the Company's financial statements and reports for the financial year ended 31 December 2019 and then to consider four Resolutions for which Shareholder approval is sought. Details of each of these items are set out below.

Consideration of financial statements and reports

To receive and consider the 2019 Annual Report, the Directors' Report and the Auditor's Report of the Company for the financial year ended 31 December 2019.

The 2019 Annual Report, which includes the Directors' Report and Auditor's Report for the financial year ended 31 December 2019, is available on the Company's website, www.smartgroup.com.au.

As part of the consideration of the financial statements and reports, Shareholders will be given a reasonable opportunity to ask questions about, or make comments on, the management of the Company.

The Company's Auditor will also attend the AGM via the online platform and will be available to respond to questions from Shareholders relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the Auditor in relation to the conduct of the audit.

This item of business does not require Shareholders to vote on a resolution or adopt the received reports.

Resolutions for approval

1. Remuneration Report

To consider and, if thought fit, to pass the following Resolution as a non-binding ordinary resolution:

"That the Remuneration Report of the Company for the year ended 31 December 2019 be adopted and approved."

Note: the Remuneration Report is set out at pages 37 to 50 of the 2019 Annual Report, available at www.smartgroup.com.au. In accordance with section 250R(3) of the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company.

2. Re-election of Director – Ms Deborah Homewood

To consider, and if thought fit, to pass the following Resolution as an ordinary resolution:

"That Ms Deborah Homewood, who retires in accordance with the Company's constitution and, being eligible, offers herself for re-election, be re-elected as a Director of the Company."

3. Re-election of Director – Mr John Prendiville

To consider, and if thought fit, to pass the following Resolution as an ordinary resolution:

"That Mr John Prendiville, who retires in accordance with the Company's constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

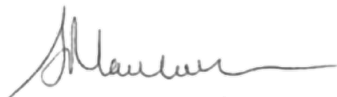
4. Approval to issue Shares to Mr Timothy Looi

To consider, and if thought fit, to pass the following Resolution as an ordinary resolution:

"That for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 670,392 Shares to Mr Timothy Looi, the Company's Managing Director and Chief Executive Officer, under the Company's Loan Funded Share Plan and otherwise on the terms and conditions outlined in the Explanatory Notes."

Note: Pursuant to Listing Rule 7.2, exception 14, if this Resolution is passed as an ordinary resolution under Listing Rule 10.14, Shareholder approval is not required under Listing Rule 7.1.

By order of the Board
6 May 2020



Sophie MacIntosh
Chief Legal Officer and Company Secretary

Voting Exclusion Statements

Resolution 1 - Remuneration Report

In accordance with section 250R(4) of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by or on behalf of:

- a member of the KMP, details of whose remuneration are included in the Remuneration Report for the year ended 31 December 2019; or
- a Closely Related Party of such a member.

However, in accordance with section 250BD(1) of the Corporations Act, a person described above may cast a vote on Resolution 1 if:

- the vote is cast by such person (including where such person is the Chair) as proxy for a person who is permitted to vote, and the appointment of the proxy specifies how the proxy is to vote on Resolution 1; or
- the vote is cast by the Chair as proxy for a person who is permitted to vote, and the appointment of the Chair as proxy expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Resolution 4 - Approval to issue Shares to Mr Timothy Looi

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 4 by or on behalf of Mr Timothy Looi or any associate of Mr Timothy Looi. However, this does not apply to a vote cast in favour of Resolution 4 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with directions given to the proxy or attorney to vote on Resolution 4 in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with a direction given to the Chair to vote on Resolution 4 as the Chair decides; or
- a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 4; and
 - the Shareholder votes on Resolution 4 in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

In accordance with section 250R(4) of the Corporations Act, a vote on Resolution 4 must not be cast (in any capacity) by or on behalf of either Mr Timothy Looi or a Closely Related Party of Mr Timothy Looi.

In addition, in accordance with section 250BD(1) of the Corporations Act, a vote on Resolution 4 must not be cast by or on behalf of a member of the KMP or a Closely Related Party of a member of the KMP as a proxy unless:

- the vote is cast by such person (including where such person is the Chair) as proxy for a person who is permitted to vote, and the appointment of the proxy specifies how the proxy is to vote on Resolution 4; or

- the vote is cast by the Chair as proxy for a person who is permitted to vote, and the appointment of the Chair as proxy expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Information for Shareholders

No attendance at physical venue

Shareholders will not be able to attend the AGM at a physical venue. Shareholders will be able to participate in our AGM:

- by joining an online meeting in real time via our online platform at <https://agmlive.link/SIQ20>;
- by asking questions of the Board or our external auditor:
 - before the AGM using the AGM Question Form enclosed with the notice of meeting, or by lodging questions online at <https://www.linkmarketservices.com.au>; or
 - during the AGM via the online platform; and
- by voting on the resolutions to be considered at the AGM either by lodging the enclosed Voting Form before the AGM or by direct voting during the online meeting,

or by a combination of these steps. Further details of how to join the online meeting, how to ask questions and how to vote are set out below.

Online meeting

The online meeting will take place at 11.00am on Wednesday 10 June 2020. Shareholders may join the online meeting at <https://agmlive.link/SIQ20>. Shareholders who join the online meeting will have the opportunity to:

- watch presentations to be given by the Chairman and the CEO and Managing Director, and short presentations from the two Directors standing for re-election at the AGM;
- ask questions online of the Board and the external auditor;
- hear responses to questions asked online during the AGM and before the AGM using the AGM Question Form or online lodgement (see further information below under the heading Shareholder Questions); and
- cast a direct vote on the resolutions to be considered at the AGM (but only where those Shareholders have not cast a valid direct vote or proxy vote before the AGM – see further information below).

Further details of how to participate in the online meeting are set out in the Online Meeting Guide that accompanies this Notice. The Online Meeting Guide includes details of how to ensure your browser is compatible with the online platform, and a step-by-step guide to logging in, navigating the site and asking questions and voting at the meeting.

Voting on resolutions to be considered at the AGM

The following section sets out important information about how Shareholders can vote on the resolutions to be considered at the AGM.

Voting entitlements

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that persons who are registered holders of shares of the Company as at 7:00pm (Sydney time) on Monday 8 June 2020 (**Effective Time**), will be entitled to attend and vote on the resolutions to be considered at the AGM as a Shareholder.

Voting by poll

Voting on each of the Resolutions being proposed at the AGM will be conducted by a poll, rather than on a show of hands.

Direct voting

In accordance with clause 9.22 of the Company's Constitution, the Directors have:

- determined that a Shareholder who is entitled to vote on a Resolution at the AGM is entitled to a direct vote in respect of that Resolution;
- approved the use of the real-time online platform provided by the Company's Share Registry, Link Market Services Limited, as a means of delivering a direct vote; and
- approved rules governing direct voting (the **Smartgroup Direct Voting Rules**), a copy of which is available on the Company's website www.smartgroup.com.au under the Investors tab.

Any Shareholder who submits a direct vote agrees to be bound by the Smartgroup Direct Voting Rules.

Direct voting before the AGM

In accordance with clause 9.22 of the Company's Constitution, Shareholders may vote directly on the Resolutions to be considered at the AGM.

Shareholders who wish to exercise a direct vote before the AGM should lodge a Voting Form by no later than **11.00 am (Sydney time) on Monday 8 June 2020**. Details of how to lodge your Voting Form are set out in the section below headed How to Submit Voting Forms.

Shareholders who do not lodge a valid Voting Form by this time will only be able to vote at the AGM by lodging a direct vote at the AGM in the manner described below.

Shareholders who wish to exercise a direct vote before the AGM should ensure that they tick box A on the Voting Form. If you tick box A to lodge a direct vote, you are voting directly on each Resolution and are not appointing a proxy to vote on your behalf. If you wish to appoint a proxy, please tick box B on the Voting Form and follow the instructions below under the heading Appointment of Proxies.

Shareholders lodging a direct vote may include in the Voting Form the number of shares to be voted for or against any Resolution by inserting the percentage or number of shares to be voted in each manner. If no percentage or share number is inserted, a voting direction will be taken to apply to all shares held by the Shareholder. If any Shareholder purports to vote more than their total number of shares, excess votes will be disregarded.

Direct voting at the AGM

Shareholders who wish to vote at the AGM using the online platform will have the opportunity to lodge a direct vote on the Resolutions to be considered at the AGM at any time between the commencement of the AGM and the close of voting at the AGM as announced by the Chairman during the AGM.

Shareholders who have cast a vote on a Resolution before the AGM by lodging a valid Voting Form will not be entitled to lodge a further direct vote on that Resolution at the AGM.

More information about how to use the online platform for direct voting is provided in the Online Platform Guide. Shareholders using the online platform may vote all or part of their

holdings on each Resolution in accordance with the instructions in the Online Platform Guide. If you intend to use the online platform to submit a direct vote during the AGM, we suggest that you check that the online platform works on your device well in advance of the AGM. Further instructions are provided in the Online Platform Guide.

As there will be no physical meeting, direct voting will be the only way in which Shareholders can vote during the AGM.

Appointment of proxies

All Shareholders as at the Effective Time who are entitled to attend and vote at the AGM may appoint a proxy for that purpose. A proxy need not be a Shareholder. If you wish to appoint a proxy for this AGM, please use the Voting Form sent to you with this Notice and tick box B.

If you are entitled to cast two or more votes at this AGM, you may appoint two proxies and you may specify the proportion or number of votes that each proxy is entitled to exercise. If you do not specify the proportion or number of votes each proxy may exercise, then each proxy will be entitled to exercise half of the votes. An additional proxy form will be supplied by the Company on request.

In the case of an individual, a proxy must be under the hand of the individual or his or her attorney who has been authorised in writing. In the case of a corporation, a proxy must be executed by the corporation under common seal or under the hand of its authorised officer or officers or attorney.

The Chair will vote undirected and available proxies in favour of each of the Resolutions to be considered at the AGM. If you appoint the Chair as your proxy using the Voting Form provided, and you do not direct your proxy how to vote on Resolutions 1 or 4 then by submitting your Voting Form you will be expressly authorising the Chair to exercise your proxy on the relevant Resolutions, even though the Resolutions are connected, directly or indirectly, with the remuneration of members of the KMP.

How to submit Voting Forms

To be valid for use at the AGM, Voting Forms must be received by the Company by no later than **11.00 am (Sydney time) on Monday 8 June 2020** at the Company's Share Registry:

- by delivering in person - Link Market Services Limited:
 - 1A Homebush Bay Drive, Rhodes NSW; **OR**
 - Level 12, 680 George Street, Sydney NSW;
- by post - using the Reply Paid envelope addressed Smartgroup Corporation Ltd, C/- Link Market Services Limited, Locked Bag A14, Sydney South, NSW 1235;
- by facsimile - to Link Market Services on (02) 9287 0309;
- online – by logging on to the Link Market Services website at www.linkmarketservices.com.au and following the instructions on the Voting Form; or
- by scanning the QR code on the back of the Voting Form using a mobile device.

If a Voting Form is signed under a power of attorney, it must be accompanied by the original power of attorney under which the Voting Form is signed, or a certified copy of that power of attorney.

Shareholder questions

Shareholders who are unable to attend the online meeting, or who may prefer to register questions in advance, are invited to do so. Please log onto www.linkmarketservices.com.au select Voting then click "Ask a Question", or alternatively submit the enclosed AGM Question Form.

To allow time to collate questions and prepare answers, please submit any questions by **5.00pm Sydney time on Wednesday 3 June 2020**. Questions will be collated and, during the AGM, the Chairman will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to Shareholders.

Covid-19 Response

In the lead up to the AGM, the Company is closely monitoring the impact of the COVID-19 virus in Australia, Government guidelines issued in response to the COVID-19 virus, and the response of regulators, including ASIC. If it becomes necessary or appropriate to make further changes to the arrangements for the holding of the AGM, we will ensure that Shareholders are given as much notice as reasonably possible. If arrangements for the AGM change, further information will be made available at <http://ir.smartgroup.com.au/investors/>.

Explanatory Notes

These Explanatory Notes have been prepared for the information of Shareholders in connection with the Resolutions to be considered at the Annual General Meeting to be held via the online platform at <https://agmlive.link/SIQ20> on Wednesday 10 June 2020 at 11:00am (Sydney time). These Explanatory Notes form part of the Notice and should be read together with the Notice.

Resolution 1 – Remuneration Report

Pursuant to section 250(R) of the Corporations Act, at the annual general meeting of a listed company, that company must propose a resolution that the remuneration report be adopted.

The purpose of Resolution 1 is to lay before the Shareholders the Remuneration Report so that Shareholders may ask questions about or make comments on the management of the Company in accordance with the requirements of the Corporations Act and vote on an advisory and non-binding resolution to adopt the Remuneration Report.

The Board will consider the outcome of the vote of Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

The Remuneration Report is contained within the 2019 Annual Report. You may view the 2019 Annual Report at the Company's website, www.smartgroup.com.au.

The vote on Resolution 1 is advisory only and does not bind the Directors or the Company. However, under the Corporations Act, if at least 25% of the votes cast on this Resolution at the Meeting are against adoption of the Remuneration Report, then:

- if comments are made on the Remuneration Report at the Meeting, the Company's remuneration report for the financial year ending 31 December 2020 will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and
- if, at the Company's 2021 annual general meeting, at least 25% of the votes cast on the resolution for adoption of the remuneration report for the relevant financial year are against its adoption, the Company will be required to put to shareholders a resolution proposing that a general meeting (**Spill Meeting**) be called to consider the election of Directors (**Spill Resolution**). The Spill Meeting must be held within 90 days of the date of the Company's 2021 annual general meeting. For any Spill Resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Resolution is passed, all of the Directors (other than any managing director) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

The Remuneration Report forms part of the Directors' Report which has been unanimously adopted by a resolution of the Board. The Directors have resolved in favour of the Remuneration Report and recommend it to Shareholders for adoption.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

Resolution 2 – Re-election of Director – Ms Deborah Homewood

Ms Deborah Homewood retires in accordance with the Constitution. Being eligible, Ms Homewood offers herself for re-election as a Director. Resolution 2 seeks Shareholder approval of the re-election of Ms Homewood.

Ms Homewood's appointment as a Director commenced on 9 May 2016. Ms Homewood was last elected as a Director at the annual general meeting held on 3 May 2017. Ms Homewood has confirmed to the Company that she continues to have sufficient time to fulfil her responsibilities as a Director.

Ms Homewood is a member of the Human Resources and Remuneration Committee and the IT and Innovation Committee. The Board considers Ms Homewood to be an independent Director.

Ms Homewood completed her registered nurse training at St Andrews Hospital in Queensland, and holds a Masters of Management from Macquarie Graduate School of Management. Ms Homewood has many years of management experience in various sectors, including retail, the medical industry and communications. She is currently Managing Director of MAX Solutions, which provides employment, disability and training services in suburban and regional areas across Australia. Prior to that, Ms Homewood was CEO for Pacnet, Australia and New Zealand, an Asian-headquartered telecommunications carrier where she also held other senior roles including Vice President Sales, South Asia. Ms Homewood is a current member of Chief Executive Women, and chaired the Membership Committee of that organisation from 2010 to 2012.

The Board believes that Ms Homewood's senior executive experience, her knowledge of the healthcare, employment, disability and training sectors, and her human resources, remuneration, sales and communications skills bring significant benefits to the Board and the Committees of which Ms Homewood is a member. The Board therefore supports Ms Homewood's re-election.

Directors' recommendation

The Directors, with Deborah Homewood abstaining, unanimously recommend that Shareholders vote in favour of Resolution 2.

Resolution 3: Re-election of Director – Mr John Prendiville

Mr John Prendiville retires in accordance with the Constitution. Being eligible, Mr Prendiville offers himself for re-election as a Director. Resolution 3 seeks Shareholder approval of the re-election of Mr Prendiville.

Mr Prendiville was first appointed as a Director on 18 February 2014. Mr Prendiville was last re-elected as a Director at the annual general meeting held on 3 May 2017. Mr Prendiville has confirmed to the Company that he continues to have sufficient time to fulfil his responsibilities as a Director.

Mr Prendiville is Chairman of the Audit and Risk Committee and a member of the Human Resources and Remuneration Committee. The Board considers Mr Prendiville to be an independent Director.

Mr Prendiville holds a Bachelor of Science (Hons in Astrophysics) from the Royal Military College, Duntroon, and Master of Business Administration from the University of Western Australia and the Institute for International Finance in Japan. He is currently a Director and a member of the Audit and Risk Committee of the University of Notre Dame. Mr Prendiville is also a material shareholder and director of 1300 Australia Pty Limited, a provider of telecommunication services to the SME space, and GetCapital Pty Limited, a rapidly growing provider of finance to the SME space in Australia. Previously Mr Prendiville held numerous senior roles at Macquarie Group, where he worked for 20 years until his departure in 2011.

The Board believes that Mr Prendiville's senior executive experience, his deep knowledge of the financial services sector, and his financial, accounting, risk management, remuneration

and people management skills bring significant benefits to the Board, the Audit and Risk Committee which Mr Prendiville chairs, and the Human Resources and Remuneration Committee of which Mr Prendiville is a member. The Board therefore supports Mr Prendiville's re-election.

Directors' recommendation

The Directors, with John Prendiville abstaining, unanimously recommend that Shareholders vote in favour of Resolution 3.

Resolution 4: Approval to issue Shares to Mr Timothy Looi

Background

Resolution 4 seeks Shareholder approval pursuant to ASX Listing Rule 10.14 for the issue of the LFSP Shares to Mr Timothy Looi, the Company's Chief Executive Officer and Managing Director, under the Loan Funded Share Plan (**LFSP**) as described in this Notice.

ASX Listing Rule 10.14

ASX Listing Rule 10.14.1 provides that an entity must not permit a director of the entity or an associate of a director of the entity to acquire securities under an employee incentive scheme without the approval of Shareholders.

The LFSP is an employee incentive scheme for the purposes of the ASX Listing Rules. Mr Looi is a Director and accordingly, Shareholder approval for the acquisition of the LFSP Shares by Mr Looi is required under ASX Listing Rule 10.14.

In accordance with ASX Listing Rule 10.15.9, a summary of the material terms of the LFSP is attached as Appendix A.

Details of shares to be issued and loan to be made to Mr Looi

If Shareholders approve Resolution 4:

- Mr Looi will be issued the LFSP Shares, being 670,392 Shares;
- the Board has resolved to issue the LFSP Shares to Mr Looi on the second business day after the AGM, and in any event, no later than 12 months after the AGM;
- the issue price of each LFSP Share to be issued to Mr Looi will be the 20-day volume weighted average price of Shares traded on ASX up to and including the Trading Day which falls on the date of the AGM (**Issue Price**); and
- in accordance with the terms of the LFSP, the Company will loan to Mr Looi an amount equal to 670,392 multiplied by the Issue Price to fund the purchase of the LFSP Shares.

A summary of the material terms of the loan to be made to Mr Looi is set out below.

Other terms on which the LFSP Shares will be issued to Mr Looi

The LFSP Shares vest over three years subject to the satisfaction of the Vesting Conditions, which are set out in more detail below, under the headings "EPS performance hurdle", "TSR performance hurdle" and "Continuous employment condition". Once vested, the LFSP Shares remain restricted until Mr Looi repays the loan. Mr Looi may repay the loan at any time after the LFSP Shares have vested up until the end of year five (when the loan becomes repayable).

The Board believes that an equity-based long-term incentive plan is important to ensure an appropriate part of the executive's reward is linked to generating long-term returns for Shareholders. In addition, the Board considers the Vesting Conditions for the proposed issue of LFSP Shares to Mr Looi to be appropriate.

If the Vesting Conditions are not satisfied, or if the Board determines that they cannot be satisfied, Mr Looi will forfeit his unvested LFSP Shares unless the Board exercises its discretion to permit those LFSP Shares to vest in accordance with the terms of the LFSP rules.

EPS performance hurdle

The Earnings Per Share (**EPS**) performance hurdle applies to 75% of the total number of LFSP Shares that may vest at the end of the Vesting Period.

In determining underlying net profit after tax, significant or exceptional non-repeating items that are not relevant to the long-term performance of the Company including acquisition or defence advisory related costs will be excluded at the discretion of the Board.

The following method is used to calculate the EPS performance hurdle. It is based on the achievement of target Compound Annual Growth Rate (**CAGR**) in EPS over a 3-year period ending on 31 December 2022 measured on the Company's underlying net profit after tax, adjusted to exclude the non-cash tax-effected amortisation of intangibles (**NPATA**). Based on the 2019 NPATA of \$81.0m, EPS for 2019 is \$0.615.

EPS PERFORMANCE HURDLE				
<i>Applies to a maximum of 75% of the total number of LFSP Shares</i>				
Measure	Vesting Period	EPS CAGR	EPS Target	LFSP Shares subject to vesting (expressed as percentage of 75% of the total number of LFSP Shares)
EPS CAGR	3 calendar years ending 31 December 2022*	Below 5.0%		Nil
		5.0%	\$0.712	50%
		Between 5.0% and 10%		Straight line from 50% to 100%
		10.0% or more	\$0.819	100% (capped)

**Or such other date on which the Board makes a determination as to whether the Vesting Condition has been met.*

TSR performance hurdle

The Total Shareholder Return (**TSR**) performance hurdle applies to 25% of the total number of LFSP Shares that may vest at the end of the Vesting Period.

TSR measures the growth in the price of shares plus cash distributions notionally reinvested in shares. Each of the companies in the S&P/ASX 200 Index will be ranked from highest to lowest based on their TSR over the performance measurement period (which is the same as the Vesting Period). For the purpose of calculating the TSR measurement, the relevant share prices will be determined by reference to the volume weighted average share price over the 20 trading days up to and including 1 January 2020 (performance measurement period start date) and 20 trading days up to and including the performance measurement period end date.

Accordingly, the TSR performance hurdle is based on the TSR performance (ranking) of the Company as determined over the performance measurement period (ie. Vesting Period) compared to the TSR of companies in the S&P/ASX 200 Index.

TSR PERFORMANCE HURDLE			
<i>Applies to a maximum of 25% of the total number of LFSP Shares</i>			
Measure	Vesting Period	Smartgroup TSR performance compared to Index	LFSP Shares subject to vesting (expressed as percentage of 25% of the total number of LFSP Shares)
Relative TSR (ranking)	3 calendar years ending 31 December 2022*	0 to 49 th percentile	Nil
		50 th percentile	50%
		51 st to 74 th percentile	Straight line between 50% and 100%
		75 th to 100 th percentile	100%

**Or such other date on which the Board makes a determination as to whether the Vesting Condition has been met.*

Continuous employment condition

Mr Looi must be continuously employed by the Company on the vesting date (or such other date on which the Board makes a determination as to whether the Vesting Conditions have been met).

Forfeiture conditions

In addition to the Vesting Conditions, the LFSP Shares are also subject to the Forfeiture Conditions. In summary, a holder of Shares issued under the LFSP (including these LFSP Shares) will forfeit them if the holder does not satisfy the relevant vesting conditions or if they cease employment with the Company and are deemed to be a 'Bad Leaver' (including any vested Shares). The Board has discretion to determine that some or all of the LFSP Shares may vest in appropriate circumstances. The LFSP Shares are restricted until the end of the Vesting Period and until the loan has been repaid.

Grant value

Mr Looi's long-term incentive (**LTI**) opportunity is \$600,000, representing 88.2% of his total fixed remuneration for 2020, being \$680,000. The number of LFSP Shares to be granted to Mr Looi, representing his total LTI opportunity, has been determined by dividing the LTI grant value by \$0.895, being the fair value of an LFSP Share as at 11 February 2020, the time the 2020 grant allocations were determined for all participants under the LFSP.

Material terms of loan to be made to Mr Looi

The LFSP provides a five year limited recourse, interest-free and fee-free loan from the Company for the sole purpose of acquiring the LFSP Shares. Once vested, the LFSP Shares remain restricted until Mr Looi repays the loan. Mr Looi may repay the loan at any time after the LFSP Shares have vested up until the end of year five (when the loan becomes repayable).

Any dividend paid on the LFSP Shares while the LFSP Shares are restricted is applied (on an after-tax basis) towards repaying the outstanding loan. The balance of the dividend (if any)

will be paid directly to the Shareholder (in this case Mr Looi) to fund his tax liability on the dividends received.

Following the satisfaction of the Vesting Conditions, Mr Looi can dispose of the LFSP Shares on repayment of any outstanding loan balance.

As this is a limited-recourse loan, if the value of the LFSP Shares is less than the outstanding loan balance at the end of the loan period, the Company will only have recourse to the cash proceeds received by Mr Looi from a disposal of the LFSP Shares issued to him and the after-tax amount in respect of a cash dividend or a capital distribution received by the borrower in respect of those Shares in accordance with the LFSP.

Other information required under ASX Listing Rule 10.15

The following information is provided to Shareholders for the purposes of ASX Listing Rule 10.15.

Total remuneration package

Mr Looi's current total remuneration package comprises:

- a fixed salary of \$680,000 per annum inclusive of superannuation;
- participation in the Smartgroup Short Term Incentive Plan with a maximum full year payment of \$350,000 inclusive of superannuation; and
- long term incentives to be granted under the LFSP to a value of \$600,000 for the 2020 year, subject to Shareholder approval and subject to the achievement of the performance hurdles described in this Notice of Meeting.

The amount of any future grant to Mr Looi under the LFSP is at the discretion of the Board.

Shares previously issued to Mr Looi under the LFSP

The following Shares have previously been issued to Mr Looi under the LFSP. All previous issues occurred before Mr Looi was appointed as a Director.

Date	Number of Shares	Acquisition price
18 March 2015	309,735	\$1.60
18 March 2016	128,458	\$4.42
17 March 2017	124,792	\$6.39
28 March 2018	157,068	\$10.89
20 March 2019	191,824	\$8.46

Publication of details of Shares issued under the LFSP

Details of any Shares issued to Mr Looi under the LFSP will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

Other persons covered by ASX Listing Rule 10.14

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the LFSP after Resolution 4 is approved and who were not

named in this Notice of Meeting will not participate until approval is obtained under that Listing Rule.

As at the date of this Notice of Meeting none of the Directors other than Mr Looi is entitled to participate in the LFSP as non-executive Directors are excluded from the operation of the LFSP.

Other considerations

ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that without the approval of the holders its ordinary securities, an entity must not issue or agree to issue equity securities, which amount to more than 15% of its issued share capital in any rolling 12-month period. However, ASX Listing Rule 7.2 sets out a number of exceptions to ASX Listing Rule 7.1. Exception 14 of ASX Listing Rule 7.2 provides that, if an issue of shares is made with the approval of the holders of the entity's ordinary securities under Listing Rule 10.14 then approval is not required under Listing Rule 7.1.

Shareholder approval is sought under Listing Rule 10.14 for this Resolution 4. If this Resolution is passed, the issue of the LFSP Shares to Mr Looi will fall under an exception to, and is not included in the 15% calculation of, the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

Corporations Act – treatment of remuneration matters

Pursuant to Chapter 2E of the Corporations Act, a public company cannot give a financial benefit to a related party unless one of the exceptions to the section apply or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

Section 211 of the Corporations Act provides an exception to the provisions of Chapter 2E of the Corporations Act will occur where the financial benefit is given to the related party as an officer of the company and to give the remuneration would be reasonable given the circumstances of the company and the related party's circumstances (including the responsibilities involved in the office or employment).

The Company considers the proposed issue of the LFSP Shares to Mr Looi to be reasonable remuneration for a company of the size and nature of the Company and, as such, falls within the exception set out in section 211 of the Corporations Act.

Directors' interest in the outcome of this Resolution

Other than Mr Looi, no other Director has an interest in the outcome of Resolution 4.

Directors' recommendation

The Directors, with Timothy Looi abstaining, unanimously recommend that Shareholders vote in favour of Resolution 4.

Glossary

2019 Annual Report means the financial report of the Company (and any relevant controlled entities) for the year ended 31 December 2019.

AGM means the 2020 annual general meeting of the Shareholders.

AGM Question Form means the form for asking questions in advance of the AGM accompanying this Notice.

ASX Listing Rules or **Listing Rules** means the official listing rules of ASX.

Auditor means PriceWaterhouseCoopers.

Auditor's Report means the report of the Auditor regarding its audit of the Company and its controlled entities which accompanies the 2019 Annual Report.

Australian Securities Exchange or **ASX** means ASX Limited ACN 008 624 691 or, as the context requires, the financial market operated by it.

Board means the board of Directors.

Chair means the chair of the Meeting.

Closely Related Party means, in relation to a member of the KMP, any of the following:

- a spouse, child or dependent of the member;
- a child or dependant of the member's spouse;
- anyone else who is one of the member's family and may be expected to influence, or be influenced by, the member in the member's dealings with the Company;
- a company the member controls; or
- a person prescribed by regulations (as at the date of this Notice of Meeting, no additional persons have been prescribed by regulation).

Company means Smartgroup Corporation Limited ACN 126 266 831.

Constitution means the constitution of the Company.

Corporations Act means *Corporations Act 2001* (Cth).

Directors mean the directors of the Company and **Director** means any of them.

Directors' Report means the report of the Directors which forms part of the 2019 Annual Report.

Explanatory Notes means these explanatory notes that accompany, and are incorporated as part of, this Notice of Meeting.

Forfeiture Conditions means the forfeiture conditions applicable to the LFSP Shares.

Key Management Personnel or **KMP** means those persons having authority and responsibility for planning, directing and controlling the activities of the consolidated entity of which the Company forms part, directly or indirectly, including the Directors and certain senior executives.

LFSP Shares means the 670,392 Shares proposed to be issued to Mr Timothy Looi in accordance with the LFSP, and for which Shareholder approval is sought under Resolution 4.

Loan Funded Share Plan or **LFSP** means the Company's loan funded share plan, pursuant to which Shares in the Company are acquired by eligible employees using a loan made to them by the Company.

Notice of Meeting or **Notice** means this notice of meeting relating to the AGM.

Online Platform Guide means the document of the same name accompanying this Notice and which is also available on the Company's website www.smartgroup.com.au under the Investors tab.

Remuneration Report means the remuneration report of the Company that forms part of the Directors' Report.

Resolution means a resolution set out in this Notice of Meeting.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of Shares as shown on the register of members of the Company as at 7:00pm on Monday 8 June 2020.

Trading Days has the meaning given to this term in the ASX Listing Rules.

Vesting Conditions means the vesting conditions applicable to the LFSP Shares.

Vesting Period means the period of 3 calendar years ending 31 December 2022 (or such other date on which the Board makes a determination as to whether the Vesting Condition has been met).

Voting Form means the voting form accompanying this Notice, which permits Shareholders either to exercise a direct vote on the Resolutions, or to appoint a proxy to vote on behalf of the Shareholder on the Resolutions in accordance with the directions on the Voting Form.

Appendix A – Summary of the terms of the LFSP

Eligibility

Full-time and part-time employees and executives of the Company or any of its subsidiaries (**Participants**), who are selected by the Board, will be eligible to participate in the LFSP. For the avoidance of doubt this does not extend to associates. Offers of Shares under the LFSP are economically equivalent to an award of options.

Administration and Board discretion

The Board administers the LFSP, and it may delegate some or all of its powers and functions under the LFSP to a person or to a committee of two or more persons.

The Board may add to, repeal, amend, alter or vary any or all of the provisions of the LFSP rules (including with retrospective effect) in writing in any respect whatsoever, including the rights or obligations of the Participant, provided that no addition, repeal, amendment, alteration or variation of the LFSP terms will:

- without the Participant's consent in writing, materially reduce the Participant's accrued benefits or entitlements as they existed before the date of the amendment;
- without the Participant's consent in writing, impose additional obligations on the Participant in respect of his or her LFSP Shares;
- repeal, amend, alter or vary these protections,

unless the addition, repeal, amendment, alteration or variation is introduced primarily:

- for the purpose of complying with or conforming to present or future laws or regulating the maintenance or operation of the LFSP or like plans, including any relevant tax legislation;
- to correct any manifest error or mistake; or
- to enable the LFSP or the Company to comply with the Corporations Act, the Listing Rules or its Constitution.

Invitation

Participants may purchase a specified number of Shares which are subject to restrictions to be determined by the Board. An invitation may only be made if approved by the Board. It must be in writing and must be made in accordance with the LFSP rules.

Transaction costs

The Company may, but is not required to, bear all brokerage, commission or other transaction costs payable by a Participant in relation to acquisition of Shares under the LFSP.

Conditions

The Board may determine that Shares to be granted to Participants will be subject to:

- 'Vesting Conditions'; and
- 'Forfeiture Conditions',

which must be detailed in the invitations made to Participants.

The nature and content of the 'Vesting Conditions' are determined by the Board and may include conditions relating to any or all of:

- continuing employment;
- performance of the Participant;
- performance of the Company; or
- the occurrence of specific events.

Unless determined otherwise by the Board, while Shares are held by a Participant under the LFSP, they are subject to forfeiture if any of the following 'Forfeiture Conditions' are satisfied:

- if the Participant breaches any term of the loan agreement between the Participant and the Company;
- if the Participant ceases employment, but only in certain circumstances set out in the rules of the LFSP; or
- if, in the opinion of the Board, any of the Vesting Conditions have not been or cannot be satisfied for any reason.

If the applicable 'Vesting Conditions' are satisfied, the Participant will be permitted to retain those Shares which have vested provided they repay the loan owing on those Shares. The Board may waive any or all of the Forfeiture Conditions.

On cessation of employment, the Board will have absolute discretion to determine whether the Participant is a 'Bad Leaver', a 'Good Leaver' or 'Leaver'. Together with the Vesting Conditions and Forfeiture Conditions, each of these classifications will have differing implications on whether, for example, a Participant unvested LFSP Shares, vested LFSP Shares and the terms of the Loan which applies to the LFSP Shares.

Loan terms

Participants will be invited to purchase Shares using loan funds under the loan agreement with the Company (**Loan**).

The Board may determine the value of the Loan that will be provided to Participant to facilitate the acquisition of the LFSP Shares, or the means by which that value will be calculated and shall state the value or means of calculation of the Loan value in the invitation from the Board.

A Participant who accepts a Loan irrevocably authorises the Company to apply the Loan funds on behalf of the Participant in payment of the total cost of the LFSP Shares to be acquired.

The Loan must always be repaid if the Participant wishes to benefit from the Shares. Participants only benefit from growth in share price.

The Loans to be made under the LFSP will be:

- limited recourse in nature, meaning that if the market value of the Shares is less than the loan value at the end of the term of the Loan, the Participant cannot be forced to repay the remaining Loan balance out of their own funds;
- interest-free and fee free; and
- repayable in full on the earlier of the termination date of the Loan (5 years from the date it is made) or the date on which the Shares are sold in accordance with the terms of the rules of the LFSP.

In the event that the Vesting Conditions are not met, or Shares do not vest for any other reason, the Shares may be bought-back by the Company and the proceeds used to repay the Loan, such that the Participant receives no gain from the LFSP.

Dividends and voting rights

A Participant is entitled to any rights which accrue (including voting rights and dividends) to LFSP Shares held by the Participant and may deal with those rights in accordance with the terms of the LFSP rules and the invitation from the Board in relation to those LFSP Shares.

If the Company pays dividends or make capital distributions, the after-tax value of any dividends paid or distributions made to a Participant will be applied to repay the Loan. The balance (ie the estimated value of the tax payable by the Participant on the dividend or distribution) is paid to the Participant to allow them to fund their tax liability on the dividend or distribution.

Transferability and dealings

A Participant must not sell, transfer, encumber or otherwise deal with a LFSP Shares unless otherwise permitted under the LFSP or determined by the Board.

At the end of the vesting period and subject to continuous employment, Participants can dispose of their Shares on repayment of any outstanding Loan balance.

Capital reconstruction

In the event of a capital reconstruction, subject to any provisions in the Listing Rules, the Board may adjust the number of LFSP Shares held by a Participant.

The Board may determine that LFSP Shares held by a Participant may be bought-back (in accordance with the requirements of the Constitution and the Corporations Act) in certain circumstances.



Smartgroup Corporation Ltd
ABN 48 126 266 831

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
Smartgroup Corporation Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

ALL ENQUIRIES TO
Telephone: +61 1300 554 474



X99999999999

VOTING FORM

I/We being a member(s) of Smartgroup Corporation Ltd and entitled to attend and vote hereby appoint:

STEP 1 Please mark either A or B

A VOTE DIRECTLY

elect to lodge my/our vote(s) directly (mark box)

in relation to the Annual General Meeting of the Company to be held at **11.00am (Sydney time) on Wednesday, 10 June 2020**, and at any adjournment or postponement of the Meeting.

You should mark either "for" or "against" for each item. Do not mark the "abstain" box.

OR

B APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11.00am (Sydney time) on Wednesday, 10 June 2020** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in: Online at <https://agmlive.link/SIQ20> (refer to details in the Virtual Annual General Meeting Online Guide and Notice of Meeting).

Important for Resolutions 1 & 4: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1 & 4, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an

Resolutions

Resolutions	For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – Ms Deborah Homewood	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Director – Mr John Prendiville	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval to issue Shares to Mr Timothy Looi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

SIQ PRX2001N



HOW TO COMPLETE THIS SHAREHOLDER VOTING FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

VOTING UNDER BOX A – VOTE DIRECTLY

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either "for" or "against" for each item. Do not mark the "abstain" box. If you mark the "abstain" box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories "for" and "against" and their votes will be valid.

The Chairman's decision as to whether a direct vote is valid is conclusive.

VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. If you leave this section blank, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the Company.

PROXY VOTING BY THE CHAIRMAN OF THE MEETING

On a poll, the Chairman of the Meeting will vote directed proxies as directed and may vote undirected proxies as the Chairman of the Meeting sees fit. If the Chairman of the Meeting is your proxy or becomes your proxy by default, and you do not provide voting directions, then by submitting this Voting Form you are expressly authorising the Chairman of the Meeting to exercise your proxy on items that are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the item, your proxy may vote as he or she chooses subject to any voting restrictions that apply to the proxy. If you mark more than one box on a item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

PROXY VOTING BY KMP

The KMP of the Company (which includes each of the Directors) and their closely related parties will not be able to vote as your proxy on Items 2 and 4 unless you direct them how to vote or the Chairman of the Meeting is your proxy. If you intend to appoint a member of the KMP or one of their closely related parties as your proxy, you can direct them how to vote by following the instructions in this Voting Form.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the shareholder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a

Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (Sydney time) on Monday, 8 June 2020**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Smartgroup Corporation Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)



Smartgroup Corporation Ltd
ABN 48 126 266 831

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
Smartgroup Corporation Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

ALL ENQUIRIES TO
Telephone: +61 1300 554 474



X999999999999

Please use this form to submit any questions about Smartgroup Corporation Ltd (“the Company”) that you would like us to respond to at the Company’s 2020 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Notes. If your question is for the Company’s auditor it should be relevant to the content of the auditor’s report, or the conduct of the audit of the financial report.

This form must be received by the Company’s share registrar, Link Market Services Limited, by **5:00pm Wednesday, 3 June 2020**.

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company’s auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

My question relates to (please mark the most appropriate box)

- | | | |
|---|--|---|
| <input type="checkbox"/> Performance or financial reports | <input type="checkbox"/> A resolution being put to the AGM | <input type="checkbox"/> General suggestion |
| <input type="checkbox"/> Remuneration Report | <input type="checkbox"/> Sustainability/Environment | <input type="checkbox"/> Other |
| <input type="checkbox"/> My question is for the auditor | <input type="checkbox"/> Future direction | |

- | | | |
|---|--|---|
| <input type="checkbox"/> Performance or financial reports | <input type="checkbox"/> A resolution being put to the AGM | <input type="checkbox"/> General suggestion |
| <input type="checkbox"/> Remuneration Report | <input type="checkbox"/> Sustainability/Environment | <input type="checkbox"/> Other |
| <input type="checkbox"/> My question is for the auditor | <input type="checkbox"/> Future direction | |

QUESTIONS

Virtual Annual General Meeting Online Guide

Virtual Annual General Meeting Online Guide

Before you begin

Ensure your browser is compatible. You can easily check your current browser by going to the website: **whatismybrowser.com**

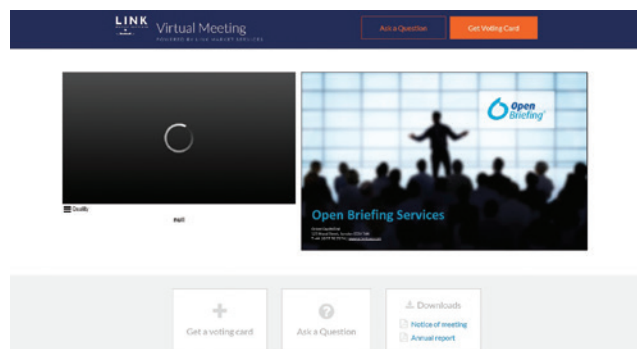
Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 “Mavericks” & OS X v10.10 “Yosemite” and after
- Internet Explorer 9 and up (please note Internet Explorer 8 is not supported)

The virtual meeting is viewable from desktops and laptops. To attend and vote at the virtual annual general meeting you must have:

- ASX registered holders: Shareholder number and postcode

If you are an appointed proxy you will need your proxy number which will be provided by Link Market Services prior to the meeting. **Please make sure you have this information before proceeding.**



Step 2

Login to the portal using your full name, email address, and company name (if applicable).

Please read and accept the terms and conditions before clicking on the blue **‘Register and Watch Annual General Meeting’** button. Once you have logged in you will see:

- On the left – a live video webcast of the Annual General Meeting
- On the right – the presentation slides that will be addressed during the Annual General Meeting.

Note: After you have logged in we recommend that you keep your browser open for the duration of the meeting. If you close your browser, your session will expire. If you attempt to log in again, you will be sent a recovery link via email for security purposes.

Step 1

Open your web browser and go to <https://agmlive.link/SIQ20>



Navigating

At the bottom of the webpage under the webcast and presentation there are three boxes. Refer to each section below for operating instructions.

- 1 Get a voting card
- 2 Ask a Question
- 3 Downloads



Get a voting card



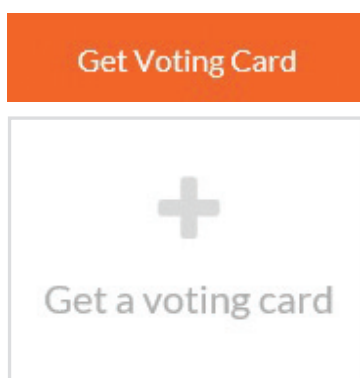
Ask a Question

Downloads

Notice of meeting
Annual report

1. Get a voting card

To register to vote - click on the 'Get a voting card' box at the top of the webpage or below the videos.



This will bring up a box which looks like this.

Voting Card

Please provide your Shareholder or Proxy details

SHAREHOLDER DETAILS

Shareholder Number Post Code

Outside Australia

SUBMIT DETAILS AND VOTE

OR

PROXY DETAILS

Proxy Number

SUBMIT DETAILS AND VOTE

If you are an individual or joint Shareholder you will need to register and provide validation by entering your details in the top section:

- **ASX registered holders:** Shareholder number and postcode

If you are an appointed Proxy, please enter the Proxy Number issued to you by Link Market Services in the PROXY DETAILS section. Once you have entered your appropriate details click the blue **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by Shareholders at the Annual General Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to scroll up or down to view all resolutions.

Shareholders and proxies can either submit a Full Vote or a Partial Vote. You can move between the two tabs by clicking on **'Full Vote'** or **'Partial Vote'** at the top of the voting card.

Virtual Annual General Meeting Online Guide *continued*

The screenshot shows a 'Voting Card' interface for a user named JOHN SAMPLE. At the top right, there is a session ID 'I*****2700' and a close button 'X'. Below the header, the title 'Voting Card' is followed by a paragraph of instructions: 'Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like to complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the the shareholder's voting instructions.' Below this text are two tabs: 'Full Vote' (selected) and 'Partial Vote'. The main area contains four resolution cards, each with three voting buttons: 'For' (with a checkmark icon), 'Against' (with an 'X' icon), and 'Abstain' (with a minus icon). Resolution 1 is 'ADOPT THE REMUNERATION REPORT'. Resolution 2 is 'ELECT DIRECTOR ONE'. Resolution 3 is 'ELECT DIRECTOR TWO'. Resolution 4 is 'ELECT DIRECTOR FOUR'.

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes you would like to vote (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes in a certain box it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click the blue **'Cast Vote'** or **'Cast Partial Vote'** button.

Note: You are able to close your voting card during the meeting without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

If at any point you have submitted your voting card and wish to make a change while voting is still open you can do so by clicking the **'Edit Card'** button and making the required change. Once you have completed your card select the blue **'Cast Vote'** or **'Cast Partial Vote'** button.

The voting card remains editable until the voting is closed at the conclusion of the Annual General Meeting. Once voting has been closed all voting cards, submitted and un-submitted, will automatically be submitted and cannot be changed.

At the conclusion of the Annual General Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time available to shareholders. Please make any changes required to your voting cards at this point and submit your voting cards.

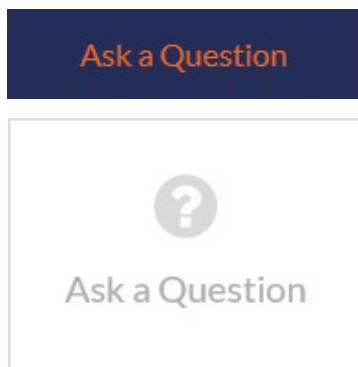
If an additional resolution is proposed during the meeting, there will be a short delay while the resolution is added to the voting card. Once the resolution has been added you will be notified by the Chairman during the meeting. In order to vote on the extra resolution you will need to reopen your voting card to cast your vote by clicking the **'Edit Card'** button.

Note: Registration for the Annual General Meeting and voting opens one hour before the meeting begins.

2. How to ask a question

Note: Only shareholders are eligible to ask questions.

You will only be able to ask a question after you have registered to vote. If you would like to ask a question, click on the 'Ask a Question' box either at the top or bottom of the webpage.



The 'Ask a Question' box will then pop up with two sections for completion.

Ask a Question

We welcome any questions that you may have and will endeavour to answer all questions during the Meeting. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.

Regarding

Question

Type your question here...

Submit Question

In the 'Regarding' section click on the drop down arrow and select one of the following categories:

- General Business
- Resolution 1
- Resolution 2
- Resolution 3
- Resolution 4
- Resolution 5
- Resolution 6

After you have selected your question category, click in the 'Question' section and type your question.

When you are ready to submit your question - click the blue 'Submit Question' button. This will send the question to the Management/Board.

Note that not all questions are guaranteed to be answered during the Annual General Meeting, but we will do our best to address your concerns.

Once you have asked a question a 'View Questions' box will appear.

At any point you can click on 'View Questions' and see all the questions you have submitted. Only you can see the questions you have asked.

Note: You can submit your questions by this method one hour before the meeting begins, if you have registered to vote. You can continue to submit questions up until the close of voting.

If your question has been answered and you would like to exercise your right of reply, you can do so by submitting another question.

View questions

Your submitted questions can be viewed below. We will endeavour to answer all questions during the Meeting.

Question 1
General Business

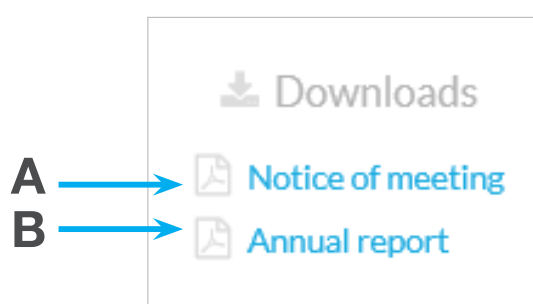
When will you be holding your next AGM?

SUBMIT ANOTHER QUESTION

Virtual Annual General Meeting Online Guide *continued*

3. Downloads

If you would like to see the Notice of Annual General Meeting or the Annual Report you can do so here.



- To download the Notice of Meeting – click A
- To download the Annual Report – click B

When you click on these links the file will open in another tab in your browser.

Voting closing

Voting will close 5 minutes after the close of the Annual General Meeting.

At the conclusion of the Annual General Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not yet submitted your vote at this point, you will be required to do so now.

At the close of the meeting any votes you have placed will automatically be submitted.



Contact us

Australia
T 1300 554 474
E info@linkmarketservices.com.au

New Zealand
T +64 9 375 5998
E enquiries@linkmarketservices.co.nz