

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	Timothy Looi
Date of last notice	1 September 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	Direct and indirect interests
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Direct interest in shares registered in the name of Timothy Looi. Direct interest as trustee of, and indirect interest as beneficiary of, the Archie Family Trust. Shares are registered in the name of Timothy Looi.
Date of change	9 March 2021
No. of securities held prior to change	1,123,600 shares held by Timothy Looi 72,500 shares held by Timothy Looi as trustee of the Archie Family Trust (being a total of 1,196,100 shares)
Class	Ordinary
Number acquired	Nil
Number disposed	157,068 shares bought back by Smartgroup from Timothy Looi under the terms of the Company's Company's Long Term Incentive Plan (LTIP). Further details are provided below.
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$1,577,423

+ See chapter 19 for defined terms.

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No. of securities held after change	966,532 shares held by Timothy Looi 72,500 shares held by Timothy Looi as trustee of the Archie Family Trust (being a total of 1,039,032 shares)
Nature of change 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 on 10 March 2021. The shares were granted to Mr Looi in 2018 under the Company's Long Term Incentive Plan (LTIP), subject to vesting conditions. The Board has determined that none of the shares granted to Mr Looi under the 2018 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.

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

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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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