

Form 603
Corporations Act 2001
Section 671B
Notice of initial substantial holder

To: **Company Name/Scheme:** SMARTGROUP CORPORATION LTD

ACN/ARSN: 126 266 831

1. Details of substantial holder

Name Commonwealth Bank of Australia ACN 123 123 124 (CBA) and its related bodies corporate listed in annexure A

The holder became a substantial holder on: **02/02/2022**

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate had a relevant interest in on the date the substantial holder became a substantial holder are as follows:

Class of securities	Number of securities	Person's votes	Voting power (%)
Fully paid Ordinary shares	143,093	143,093	0.11%

For the Securities (if any) listed below see NOTE 1 at the end of this form

Class of securities	Number of securities	Person's votes	Voting power (%)
Fully paid Ordinary shares	6,624,663	6,624,663	4.96%

Class of securities	Number of securities	Person's votes	Voting power (%)
GRAND TOTAL			
Fully paid Ordinary shares	6,767,756	6,767,756	5.07%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest	Class and number of securities
CBA and its related bodies corporate listed in Annexure A	Relevant interest under paragraph 608(3)(a) of the Corporations Act 2001 (Cth), being a relevant interest arising as a result of CBA and its related bodies corporate listed in Annexure A having voting power in Avanteos Investments Limited and Colonial First State Investments Limited above 20%, and therefore having the relevant interests in any securities that either of Avanteos or Colonial First State has. As neither CBA nor any of its related bodies corporate are entitled to be registered as the holder of those securities, their ability to vote and dispose of those securities is qualified accordingly.	6,656,866 Fully paid Ordinary shares
Avanteos Investments Limited ACN 096 259 979	Relevant interest under paragraph 608(1)(a), 608(1)(b) and 608(1)(c) of the Corporations Act 2001 (Cth), being a relevant interest arising as a result of being the registered holder of the relevant securities in its capacity as a superannuation trustee and in its capacity as administrator of managed accounts. In addition, if any OTC derivatives, warrants or other securities (other than ordinary shares or ordinary units (as applicable)) are referred to below in this row, the relevant interest in respect of those securities arises under subsection 608(8) being an accelerated relevant interest held in the same capacity.	32,203 Fully paid Ordinary shares
Commonwealth Bank of Australia ACN 123 123 124	Relevant interest under paragraph 608(1)(b) and/or 608(1)(c) of the Corporations Act 2001 (Cth), being a relevant interest arising as a result of having the power to control the exercise of the right to vote attached to securities and/or to control the exercise of the power to dispose of securities in a proprietary capacity.	94,563 Fully paid Ordinary shares (including 94,563 borrowed from Merrill Lynch International, see Annexure C)
Commonwealth Bank Officers Superannuation Corporation Pty Limited ACN 074 519 798	Relevant interest under paragraph 608(1)(b) and/or 608(1)(c) of the Corporations Act 2001 (Cth), being a relevant interest arising from having the power to control the exercise of the right to vote attached to securities and/or to control the exercise of the power to dispose of securities in its capacity as trustee for the Officers' Superannuation Fund. In addition, if any OTC derivatives, warrants or other securities (other than ordinary shares or ordinary units (as applicable)) are referred to below in this row, the relevant interest in respect of those securities arises under subsection 608(8) being an accelerated relevant interest held in the same capacity.	16,327 Fully paid Ordinary shares
Colonial First State Investments Limited (Note 1) ACN 002 348 352	Relevant interest under paragraph 608(1)(b) and/or 608(1)(c) of the Corporations Act 2001 (Cth), being a relevant interest arising from having the residual power to control the exercise of the right to vote attached to securities and/or to control the exercise of the power to dispose of securities in its capacity as a responsible entity of a managed investment scheme (which managed investment scheme is not managed by either Colonial First State Investments Limited or a related body corporate). In addition, if any OTC derivatives, warrants or other securities (other than ordinary shares or ordinary units (as applicable)) are referred to below in this row, the relevant interest in respect of those securities arises under subsection 608(8) being a residual accelerated relevant interest held in the same capacity. Colonial First State Investments Limited has authorised the manager of each such managed investment scheme to exercise the powers referred to in paragraph 608(1)(b) and/or 608(1)(c) of the Corporations Act 2001 (Cth) in relation to those securities managed by the manager to the exclusion of Colonial First State Investments Limited except for provisions allowing Colonial First State Investments Limited to terminate the agreement with the manager or to exercise those powers where the agreement is terminated.	6,624,663 Fully paid Ordinary shares

<p>Colonial First State Investments Limited ACN 002 348 352</p>	<p>Relevant interest under paragraph 608(1)(b) and/or 608(1)(c) of the Corporations Act 2001 (Cth), being a relevant interest arising from having the power to control the exercise of the right to vote attached to securities and/or to control the exercise of the power to dispose of securities in its capacity as a responsible entity of a managed investment scheme (which managed investment scheme is managed by Colonial First State Investments Limited or a related body corporate). In addition, if any OTC derivatives, warrants or other securities (other than ordinary shares or ordinary units (as applicable)) are referred to below in this row, the relevant interest in respect of those securities arises under subsection 608(8) being an accelerated relevant interest held in the same capacity.</p>	<p>6,624,663 Fully paid Ordinary shares</p>
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4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Class and number of securities
Avanteos Investments Limited ACN 096 259 979	Avanteos Investments Limited		32,203 Fully paid Ordinary shares
Commonwealth Bank of Australia ACN 123 123 124	The Bank Of New York Mellon, Sydney Branch		94,563 Fully paid Ordinary shares
Commonwealth Bank Officers Superannuation Corporation Pty Limited ACN 074 519 798	Citicorp Nominees Pty Limited (Australia)		16,327 Fully paid Ordinary shares
Colonial First State Investments Limited (Note 1) ACN 002 348 352	Citibank N A Hong Kong		4,588,209 Fully paid Ordinary shares
Colonial First State Investments Limited (Note 1) ACN 002 348 352	Citicorp Nominees Pty Limited (Australia)		1,648,331 Fully paid Ordinary shares
Colonial First State Investments Limited (Note 1) ACN 002 348 352	Northern Trust Company		120,138 Fully paid Ordinary shares
Colonial First State Investments Limited (Note 1) ACN 002 348 352	UBS Nominees Pty Ltd		267,985 Fully paid Ordinary shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration		Class and number of securities
		Cash	Non-cash	
See annexure B to this notice				

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Commonwealth Bank of Australia ACN 123 123 124	Parent Company
Commonwealth Bank Officers Superannuation Corporation Pty Limited ACN 074 519 798	A direct wholly-owned subsidiary, and therefore related body corporate, of Commonwealth Bank of Australia

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Avanteos Investments Limited ACN 096 259 979	Ground Floor Tower 1, 201 Sussex Street, Sydney, NSW, 2000, Australia
Commonwealth Bank of Australia ACN 123 123 124	Ground Floor Tower 1, 201 Sussex Street, Sydney, NSW, 2000, Australia
Commonwealth Bank Officers Superannuation Corporation Pty Limited ACN 074 519 798	Level 11 Tower 1, 201 Sussex St, Sydney, NSW, 2000, Australia
Colonial First State Investments Limited ACN 002 348 352	Ground Floor Tower 1, 201 Sussex Street, Sydney, NSW, 2000, Australia

8. Signature

NOTE 1--(This note is relevant to section 2,3,4 and 5)

The relevant interests in these securities:

are/were held by Colonial First State Investments Limited (CFS) as responsible entity of the specified registered managed investment schemes and relate(d) to holdings in connection with the Colonial First State First Choice product range. Decisions to buy/sell those securities and exercise voting rights in relation to those securities are made by managers to whom CFS has outsourced those functions. By instrument dated 29 October 2001 the Australian Securities and Investments Commission ("ASIC") has granted certain relief to CFS and its related bodies corporate for these holdings from the applicable provisions of Chapter 6 of the Corporations Act in relation to the acquisition of or increase in voting power of such securities (the Manager Relief). These managers are not associates of, other than by virtue of an agreement in accordance with the terms of the Manager Relief, the Commonwealth Bank of Australia group.



Dated the 04 day of February 2022

Kristy Huxtable - Company Secretary

Annexure A

This is annexure A referred to in Form 603, Notice of initial substantial holder dated 02/02/2022



Kristy Huxtable

Company Secretary

Dated the 04/02/2022

SCHEDULE

AEGIS SECURITISATION NOMINEES PTY LTD
ASB BANK LIMITED
ASB FINANCE LIMITED
ASB GROUP INVESTMENTS LIMITED
ASB HOLDINGS LIMITED
ASB MANAGEMENT SERVICES LIMITED
ASB NOMINEES LIMITED
ASB SECURITIES LIMITED
ASKLEPIOS LIMITED
BANKWEST FOUNDATION LIMITED
BDELTA VESSEL NO 1 PTY LTD
BDELTA VESSEL NO 2 PTY LTD
BDELTA VESSEL NO 3 PTY LTD
BDELTA VESSEL NO 4 PTY LTD
BW FINANCIAL ADVICE LIMITED
BWA GROUP SERVICES PTY LTD
BWA INTELLECTUAL PROPERTY HOLDINGS LIMITED
CAPITAL 121 PTY LIMITED
CBA A319 4635 PTY LIMITED
CBA A320 5289 PTY LTD
CBA A320 5638 PTY LTD
CBA A320 6749 PTY LIMITED
CBA A320 AIRCRAFT NO1 PTY LTD
CBA A330 1561 PTY LTD
CBA AIRCRAFT LEASING 2 PTY LTD
CBA B377 37091 PTY LTD
CBA B738 39822 PTY LIMITED
CBA B773 60333 PTY LIMITED
CBA CAPTIVE INSURANCE PTE. LTD
CBA CORPORATE SERVICES (NSW) PTY LIMITED
CBA CORPORATE SERVICES (VIC) PTY LIMITED
CBA ES BUSINESS SERVICES PTY LTD
CBA EUROPE LIMITED
CBA FUNDING (NZ) LIMITED
CBA FUNDING HOLDINGS PTY LTD
CBA INTERNATIONAL FINANCE PTY. LIMITED
CBA INTERNATIONAL FINANCIAL SERVICES LIMITED
CBA INVESTMENTS (NO.4) LIMITED
CBA ISO CONTAINERS PTY LTD
CBA IT LEASING NO 3 PTY LTD
CBA NEW DIGITAL BUSINESSES PTY LTD
CBA SAF HOLDING PTY LIMITED
CBA SERVICES INTERNATIONAL LIMITED
CBA SERVICES PRIVATE LIMITED
CBA SOUTHERN SKY PTY LIMITED
CBA SPECIALISED FINANCING PTY LIMITED
CBFC LEASING PTY. LIMITED
CBFC PTY LIMITED
CIPL ARARAT PTY LTD
CMG ASIA LIFE HOLDINGS LIMITED
CMG ASIA PTY LTD
COLONIAL HOLDING COMPANY LIMITED
COLONIAL SERVICES PTY LIMITED
COMMBANK EUROPE LIMITED
COMMBANK STAFF FOUNDATION LIMITED
COMMONWEALTH AUSTRALIA SECURITIES LLC
COMMONWEALTH BANK OF AUSTRALIA
COMMONWEALTH BANK OF AUSTRALIA (EUROPE) N.V.
COMMONWEALTH BANK OFFICERS SUPERANNUATION CORPORATION PTY LIMITED
COMMONWEALTH CUSTODIAL SERVICES PTY LTD
COMMONWEALTH FINANCIAL PLANNING LIMITED
COMMONWEALTH INSURANCE HOLDINGS LIMITED
COMMONWEALTH INSURANCE LIMITED
COMMONWEALTH INVESTMENTS PTY LIMITED
COMMONWEALTH PRIVATE LIMITED
COMMONWEALTH SECURITIES LIMITED

COMMWEALTH INTERNATIONAL HOLDINGS PTY LIMITED
COMSEC NOMINEES PTY LIMITED
CREDIT SAVVY PTY LTD
CTB AUSTRALIA LIMITED
DOSHII CONNECT PTY LTD
FINANCIAL WISDOM LIMITED
FINCONNECT (AUSTRALIA) PTY LTD
HOMEPATH PTY LIMITED
INVERLOCH LEASING PTY LIMITED
INVESTORWEB.COM. PTY LIMITED
IWL BROKING SOLUTIONS PTY LIMITED
IWL PTY LIMITED
MIS FUNDING NO.1 PTY LIMITED
MORTGAGE HOLDING TRUST COMPANY LIMITED
NEWPORT LIMITED
PREFERRED CAPITAL PTY LIMITED
PREMIUM CUSTODY SERVICES PTY LTD
PT BANK COMMONWEALTH
RESIDENTIAL MORTGAGE GROUP PTY LTD
Safe No 27 Pty Ltd
SAFE NO1 PTY LTD
SAFE NO2 PTY LTD
SAFE NO23 PTY LTD
SAFE NO24 PTY LTD
SAFE NO26 PTY LTD
SAFE NO3 PTY LTD
SAFE NO4 PTY LIMITED
SAFE NO9 PTY LIMITED
SAFE USD HOLDINGS PTY LTD
SECURITISATION ADVISORY SERVICES PTY. LIMITED
SECURITISATION MANAGEMENT SERVICES LIMITED
SHARE DIRECT NOMINEES PTY LIMITED
SHARE INVESTMENTS PTY LIMITED
STATE NOMINEES LTD
T.W. CUSTODIANS LIMITED
THE COLONIAL MUTUAL LIFE ASSURANCE SOCIETY LIMITED
VH-VZF PTY LTD
VH-VZG PTY LTD
VH-VZH PTY LTD
WHITECOAT HOLDINGS PTY LTD
WHITECOAT OPERATING PTY LTD

Annexure B

This is annexure B referred to in Form 603, Notice of initial substantial holder dated 02/02/2022



Kristy Huxtable

Company Secretary

Dated the 04/02/2022

Holder of relevant interest	Date of acquisition	Consideration cash	Consideration non-cash	Class and number of securities affected
Colonial First State Investments Limited (Note 1) ACN 002 348 352	Wednesday, 13 October 2021	42,080.67		4,491 Ordinary shares
Colonial First State Investments Limited (Note 1) ACN 002 348 352	Monday, 25 October 2021	85,260.72		10,096 Ordinary shares
Colonial First State Investments Limited (Note 1) ACN 002 348 352	Monday, 25 October 2021	111,089.47		13,720 Ordinary shares
Colonial First State Investments Limited (Note 1) ACN 002 348 352	Monday, 25 October 2021	535,159.65		63,370 Ordinary shares
Colonial First State Investments Limited (Note 1) ACN 002 348 352	Monday, 25 October 2021	697,248.35		86,113 Ordinary shares
Colonial First State Investments Limited (Note 1) ACN 002 348 352	Tuesday, 26 October 2021	31,778.42		3,932 Ordinary shares
Colonial First State Investments Limited (Note 1) ACN 002 348 352	Tuesday, 26 October 2021	253,782.88		31,401 Ordinary shares
Colonial First State Investments Limited (Note 1) ACN 002 348 352	Thursday, 28 October 2021	281,245.95		34,875 Ordinary shares
Colonial First State Investments Limited (Note 1) ACN 002 348 352	Thursday, 04 November 2021	306,064.54		38,156 Ordinary shares
Colonial First State Investments Limited (Note 1) ACN 002 348 352	Monday, 15 November 2021	458,488.55		57,702 Ordinary shares
Colonial First State Investments Limited (Note 1) ACN 002 348 352	Thursday, 25 November 2021	348,173.81		45,775 Ordinary shares
Colonial First State Investments Limited (Note 1) ACN 002 348 352	Monday, 06 December 2021	110,596.14		15,307 Ordinary shares
Colonial First State Investments Limited (Note 1) ACN 002 348 352	Wednesday, 08 December 2021	300,996.80		39,920 Ordinary shares
Colonial First State Investments Limited (Note 1) ACN 002 348 352	Thursday, 09 December 2021	244,181.05		32,282 Ordinary shares
Colonial First State Investments Limited (Note 1) ACN 002 348 352	Thursday, 09 December 2021	63,275.68		8,392 Ordinary shares
Colonial First State Investments Limited (Note 1) ACN 002 348 352	Thursday, 09 December 2021	56,557.54		7,501 Ordinary shares
Colonial First State Investments Limited (Note 1) ACN 002 348 352	Friday, 10 December 2021	2,054,765.41		269,764 Ordinary shares
Colonial First State Investments Limited (Note 1) ACN 002 348 352	Tuesday, 14 December 2021	231,085.58		29,491 Ordinary shares
Colonial First State Investments Limited (Note 1) ACN 002 348 352	Wednesday, 15 December 2021	165,857.52		21,388 Ordinary shares
Colonial First State Investments Limited (Note 1) ACN 002 348 352	Wednesday, 22 December 2021	21,651.23		2,917 Ordinary shares
Colonial First State Investments Limited (Note 1) ACN 002 348 352	Wednesday, 22 December 2021	13,748.94		1,863 Ordinary shares

Colonial First State Investments Limited (Note 1) ACN 002 348 352	Friday, 07 January 2022	45,751.29	6,054 Ordinary shares
Colonial First State Investments Limited (Note 1) ACN 002 348 352	Thursday, 13 January 2022	178,687.78	24,633 Ordinary shares
Colonial First State Investments Limited (Note 1) ACN 002 348 352	Monday, 17 January 2022	164,506.86	22,316 Ordinary shares
Colonial First State Investments Limited (Note 1) ACN 002 348 352	Tuesday, 18 January 2022	394,916.53	53,511 Ordinary shares
Colonial First State Investments Limited (Note 1) ACN 002 348 352	Wednesday, 19 January 2022	48,434.65	6,585 Ordinary shares
Colonial First State Investments Limited (Note 1) ACN 002 348 352	Wednesday, 19 January 2022	14,771.92	2,007 Ordinary shares
Colonial First State Investments Limited (Note 1) ACN 002 348 352	Thursday, 20 January 2022	71,867.12	9,951 Ordinary shares
Colonial First State Investments Limited (Note 1) ACN 002 348 352	Monday, 24 January 2022	55,252.00	8,000 Ordinary shares
Colonial First State Investments Limited (Note 1) ACN 002 348 352	Monday, 24 January 2022	165,756.00	24,000 Ordinary shares
Colonial First State Investments Limited (Note 1) ACN 002 348 352	Thursday, 27 January 2022	102,276.04	14,875 Ordinary shares
Colonial First State Investments Limited (Note 1) ACN 002 348 352	Thursday, 27 January 2022	34,754.50	5,000 Ordinary shares
Colonial First State Investments Limited (Note 1) ACN 002 348 352	Thursday, 27 January 2022	76,459.90	11,000 Ordinary shares
Colonial First State Investments Limited (Note 1) ACN 002 348 352	Monday, 31 January 2022	23,547.72	3,298 Ordinary shares
Commonwealth Bank of Australia ACN 123 123 124	Wednesday, 06 October 2021	N/A	181,872 Ordinary shares (borrowed from Merrill Lynch International, see Annexure C)
Commonwealth Bank of Australia ACN 123 123 124	Thursday, 07 October 2021	N/A	209,562 Ordinary shares (borrowed from Merrill Lynch International, see Annexure C)
Commonwealth Bank of Australia ACN 123 123 124	Friday, 08 October 2021	N/A	210,008 Ordinary shares (borrowed from Merrill Lynch International, see Annexure C)
Commonwealth Bank of Australia ACN 123 123 124	Friday, 22 October 2021	N/A	210,112 Ordinary shares (borrowed from Merrill Lynch International, see Annexure C)
Commonwealth Bank of Australia ACN 123 123 124	Monday, 08 November 2021	N/A	7,905 Ordinary shares (borrowed from Merrill Lynch International, see Annexure C)
Commonwealth Bank of Australia ACN 123 123 124	Thursday, 11 November 2021	N/A	17,473 Ordinary shares (borrowed from Merrill Lynch International, see Annexure C)
Commonwealth Bank of Australia ACN 123 123 124	Wednesday, 17 November 2021	N/A	15,647 Ordinary shares (borrowed from Merrill Lynch International, see Annexure C)
Commonwealth Bank of Australia ACN 123 123 124	Thursday, 18 November 2021	N/A	11,214 Ordinary shares (borrowed from Merrill Lynch International, see Annexure C)
Commonwealth Bank of Australia ACN 123 123 124	Monday, 29 November 2021	N/A	25,406 Ordinary shares (borrowed from Merrill Lynch International, see Annexure C)
Commonwealth Bank of Australia ACN 123 123 124	Tuesday, 30 November 2021	N/A	52,858 Ordinary shares (borrowed from Merrill Lynch International, see Annexure C)
Commonwealth Bank of Australia ACN 123 123 124	Tuesday, 07 December 2021	N/A	28,088 Ordinary shares (borrowed from Merrill Lynch International, see Annexure C)
Commonwealth Bank of Australia ACN 123 123 124	Thursday, 06 January 2022	N/A	22,337 Ordinary shares (borrowed from Merrill Lynch International, see Annexure C)

Commonwealth Bank of Australia ACN 123 123 124	Monday, 10 January 2022		N/A	1,185 Ordinary shares (borrowed from Merrill Lynch International, see Annexure C)
Commonwealth Bank of Australia ACN 123 123 124	Thursday, 13 January 2022		N/A	49,221 Ordinary shares (borrowed from Merrill Lynch International, see Annexure C)
Commonwealth Bank of Australia ACN 123 123 124	Friday, 14 January 2022		N/A	49,221 Ordinary shares (borrowed from Merrill Lynch International, see Annexure C)
Commonwealth Bank of Australia ACN 123 123 124	Monday, 17 January 2022		N/A	80,550 Ordinary shares (borrowed from Merrill Lynch International, see Annexure C)
Commonwealth Bank of Australia ACN 123 123 124	Tuesday, 18 January 2022		N/A	25,677 Ordinary shares (borrowed from Merrill Lynch International, see Annexure C)
Commonwealth Bank of Australia ACN 123 123 124	Wednesday, 02 February 2022		N/A	94,563 Ordinary shares (borrowed from Merrill Lynch International, see Annexure C)
Commonwealth Bank Officers Superannuation Corporation Pty Limited ACN 074 519 798	Monday, 25 October 2021		151,285.30	18,118 Ordinary shares

Annexure C

This is annexure C referred to in Form 603, Notice of initial substantial holder dated 02/02/2022



Kristy Huxtable Company Secretary Dated the 04/02/2022

Commonwealth Bank of Australia will, if requested by the company or responsible entity to whom this form must be given or by the Australian Securities and Investments Commission (ASIC), give a copy of one or more of the following agreements to the company, responsible entity or ASIC (as appropriate).

Merrill Lynch International

Type of agreement:	Global Master Securities Lending Agreement
Parties to agreement:	(1) Commonwealth Bank of Australia and (2) Merrill Lynch International
Can the parties exercise voting rights attaching to the securities?	No
If yes, in what circumstances?	N/A
Date on which the securities were (or are) expected to be delivered to the borrower or its nominee (ie borrow date):	The dates indicated in Annexure B on which securities were borrowed.
Scheduled date (if any) when the securities are expected to be returned to the lender or its nominee (ie return date):	Any particular day.
Does the borrower have the right to return the securities early? [Yes/No]	Yes
If yes, in which circumstances?	At any time subject to giving notice.
Does the lender have the right to recall the securities early (ie before the scheduled return date)? [Yes/No]	Yes
If yes, in which circumstances?	At any time subject to giving notice.
Are there circumstances in which the borrower will not be required to return the securities on settlement? [Yes/No]	No
If yes, in which circumstances?	N/A