

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Smartpay Holdings Limited (ASX: SMP)

ACN/ARSN NZBN: 9429039735690

1. Details of substantial holder (1)

Name Wilson Asset Management Group (refer entities listed in Annexure A)

ACN/ARSN (if applicable) _____

There was a change in the interests of the substantial holder on

22/02/2024

The previous notice was given to the company on

1/12/2023

The previous notice was dated

1/12/2023

2. Previous and present 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 (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	18,203,705	7.64%	21,435,717	9.00%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
Refer to Annexure B					

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities affected	Person's votes
Refer to Annexure C					

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
n/a	

6. Addresses

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

Name	Address
Refer to Annexure A	

Signature

print name Kim Heng capacity Chief Operations Officer

sign here  date 26/02/2024

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100
- (6) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A

1. Details of Wilson Asset Management Group


Wilson Asset Management Group

Name	ACN / ARSN
Wilson Asset Management (International) Pty Limited	(ACN 081 047 118)
MAM Pty Limited	(ACN 100 276 542)
WAM Capital Limited	(ACN 086 587 395)
WAM Research Limited	(ACN 100 504 541)
WAM Active Limited	(ACN 126 420 719)
Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	(ACN 081 032 000)
WAM Leaders Limited	(ACN 611 053 751)
WAM Microcap Limited	(ACN 617 838 418)
WAM Global Limited	(ACN 624 572 925)
WAM Strategic Value Limited	(ACN 649 096 220)
WAM Alternative Assets Limited	(ACN 168 941 704)
Wilson Asset Management Leaders Fund	(ARSN 663 806 228)

6. Addresses

Name	Address
Wilson Asset Management (International) Pty Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
MAM Pty Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
WAM Capital Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
WAM Research Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
WAM Active Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	Level 26, 1 Farrer Place, Sydney, NSW 2000
WAM Leaders Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
WAM Microcap Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
WAM Alternative Assets Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
WAM Strategic Value Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
WAM Global Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
Wilson Asset Management Leaders Fund	Level 26, 1 Farrer Place, Sydney, NSW 2000
Citigroup Pty Limited	Level 21, 2 Park Street, Sydney, NSW 2000

This is Annexure A of 1 pages referred to in Form 604 - Notice of change of interests of substantial holder.

Signed:  _____

Date: 26/02/2024

ANNEXURE B

3. Changes in relevant interests

Refer to Annexure A for the name and ACN's of the Wilson Asset Management Group members.

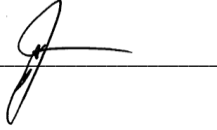
Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class of securities	Number of securities	Person's votes affected
05/12/23	WAM Microcap Limited	On market purchase	-196,751.92	Ordinary shares	156,599	156,599
11/12/23	WAM Microcap Limited	On market purchase	-619.00	Ordinary shares	491	491
12/12/23	WAM Microcap Limited	On market purchase	-19,230.11	Ordinary shares	15,273	15,273
14/12/23	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-7,191.19	Ordinary shares	5,524	5,524
14/12/23	WAM Active Limited	On market purchase	-2,637.16	Ordinary shares	2,026	2,026
14/12/23	WAM Capital Limited	On market purchase	-82,501.68	Ordinary shares	63,377	63,377
14/12/23	WAM Microcap Limited	On market purchase	-8,728.83	Ordinary shares	6,706	6,706
28/12/23	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-25.37	Ordinary shares	18	18
28/12/23	WAM Active Limited	On market purchase	-49.33	Ordinary shares	35	35
28/12/23	WAM Capital Limited	On market purchase	-682.23	Ordinary shares	484	484
28/12/23	WAM Microcap Limited	On market purchase	-173.38	Ordinary shares	123	123
29/12/23	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-252.14	Ordinary shares	180	180
29/12/23	WAM Active Limited	On market purchase	-495.87	Ordinary shares	354	354
29/12/23	WAM Capital Limited	On market purchase	-6,848.36	Ordinary shares	4,889	4,889
29/12/23	WAM Microcap Limited	On market purchase	-1,749.56	Ordinary shares	1,249	1,249
04/01/24	WAM Microcap Limited	On market purchase	-2,492.77	Ordinary shares	1,778	1,778
05/01/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-213.54	Ordinary shares	153	153
05/01/24	WAM Active Limited	On market purchase	-41.87	Ordinary shares	30	30
05/01/24	WAM Capital Limited	On market purchase	-4,579.29	Ordinary shares	3,281	3,281
05/01/24	WAM Microcap Limited	On market purchase	-781.59	Ordinary shares	560	560
10/01/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-293.03	Ordinary shares	210	210
10/01/24	WAM Active Limited	On market purchase	-584.66	Ordinary shares	419	419
10/01/24	WAM Capital Limited	On market purchase	-9,736.88	Ordinary shares	6,978	6,978
11/01/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-301.01	Ordinary shares	216	216
11/01/24	WAM Active Limited	On market purchase	-600.63	Ordinary shares	431	431
11/01/24	WAM Capital Limited	On market purchase	-10,012.77	Ordinary shares	7,185	7,185
12/01/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-823.04	Ordinary shares	587	587
12/01/24	WAM Active Limited	On market purchase	-1,643.27	Ordinary shares	1,172	1,172
12/01/24	WAM Capital Limited	On market purchase	-27,357.96	Ordinary shares	19,512	19,512
17/01/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-3,277.49	Ordinary shares	2,174	2,174
17/01/24	WAM Active Limited	On market purchase	-6,536.88	Ordinary shares	4,336	4,336
17/01/24	WAM Capital Limited	On market purchase	-108,876.17	Ordinary shares	72,219	72,219
19/01/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-2,508.19	Ordinary shares	1,713	1,713
19/01/24	WAM Active Limited	On market purchase	-5,569.83	Ordinary shares	3,804	3,804
19/01/24	WAM Capital Limited	On market purchase	-83,812.61	Ordinary shares	57,241	57,241
22/01/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-938.64	Ordinary shares	640	640
22/01/24	WAM Active Limited	On market purchase	-1,315.55	Ordinary shares	897	897
22/01/24	WAM Capital Limited	On market purchase	-20,827.41	Ordinary shares	14,201	14,201
24/01/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-1,341.65	Ordinary shares	936	936
24/01/24	WAM Active Limited	On market purchase	-3,805.64	Ordinary shares	2,655	2,655
24/01/24	WAM Capital Limited	On market purchase	-53,246.06	Ordinary shares	37,147	37,147
24/01/24	WAM Microcap Limited	On market purchase	-13,276.03	Ordinary shares	9,262	9,262

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class of securities	Number of securities	Person's votes affected
25/01/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-5,458.65	Ordinary shares	3,707	3,707
25/01/24	WAM Active Limited	On market purchase	-9,546.39	Ordinary shares	6,483	6,483
25/01/24	WAM Capital Limited	On market purchase	-132,247.53	Ordinary shares	89,810	89,810
29/01/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-18,628.59	Ordinary shares	12,917	12,917
29/01/24	WAM Active Limited	On market purchase	-36,008.24	Ordinary shares	24,968	24,968
29/01/24	WAM Capital Limited	On market purchase	-568,683.04	Ordinary shares	394,323	394,323
30/01/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-58.53	Ordinary shares	39	39
30/01/24	WAM Active Limited	On market purchase	-162.09	Ordinary shares	108	108
30/01/24	WAM Capital Limited	On market purchase	-2,282.75	Ordinary shares	1,521	1,521
30/01/24	WAM Microcap Limited	On market purchase	-549.30	Ordinary shares	366	366
31/01/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-1,373.08	Ordinary shares	914	914
31/01/24	WAM Active Limited	On market purchase	-3,839.81	Ordinary shares	2,556	2,556
31/01/24	WAM Capital Limited	On market purchase	-53,865.57	Ordinary shares	35,856	35,856
31/01/24	WAM Microcap Limited	On market purchase	-12,979.66	Ordinary shares	8,640	8,640
01/02/24	WAM Microcap Limited	On market purchase	-29,478.79	Ordinary shares	20,137	20,137
02/02/24	WAM Microcap Limited	On market purchase	-111,145.58	Ordinary shares	75,000	75,000
05/02/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-1,717.68	Ordinary shares	1,162	1,162
05/02/24	WAM Active Limited	On market purchase	-4,802.71	Ordinary shares	3,249	3,249
05/02/24	WAM Capital Limited	On market purchase	-67,390.24	Ordinary shares	45,589	45,589
13/02/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-3,064.99	Ordinary shares	2,097	2,097
13/02/24	WAM Active Limited	On market purchase	-128,143.53	Ordinary shares	87,673	87,673
13/02/24	WAM Capital Limited	On market purchase	-109,725.81	Ordinary shares	75,072	75,072
15/02/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-542.56	Ordinary shares	374	374
15/02/24	WAM Active Limited	On market purchase	-22,703.29	Ordinary shares	15,650	15,650
15/02/24	WAM Capital Limited	On market purchase	-19,439.24	Ordinary shares	13,400	13,400
16/02/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-4,302.67	Ordinary shares	2,968	2,968
16/02/24	WAM Active Limited	On market purchase	-179,874.40	Ordinary shares	124,078	124,078
16/02/24	WAM Capital Limited	On market purchase	-154,022.10	Ordinary shares	106,245	106,245
19/02/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-8.71	Ordinary shares	6	6
19/02/24	WAM Active Limited	On market purchase	-362.97	Ordinary shares	250	250
19/02/24	WAM Capital Limited	On market purchase	-310.71	Ordinary shares	214	214
20/02/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-1,848.72	Ordinary shares	1,272	1,272
20/02/24	WAM Active Limited	On market purchase	-77,300.22	Ordinary shares	53,186	53,186
20/02/24	WAM Capital Limited	On market purchase	-66,190.47	Ordinary shares	45,542	45,542
21/02/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-437.30	Ordinary shares	302	302
21/02/24	WAM Active Limited	On market purchase	-18,312.91	Ordinary shares	12,647	12,647
21/02/24	WAM Capital Limited	On market purchase	-15,683.32	Ordinary shares	10,831	10,831
22/02/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-38,219.45	Ordinary shares	26,966	26,966
22/02/24	WAM Active Limited	On market purchase	-133,655.27	Ordinary shares	94,302	94,302
22/02/24	WAM Capital Limited	On market purchase	-1,496,521.21	Ordinary shares	1,055,881	1,055,881
22/02/24	WAM Microcap Limited	On market purchase	-282,812.14	Ordinary shares	199,538	199,538
23/02/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-764.90	Ordinary shares	546	546
23/02/24	WAM Active Limited	On market purchase	-2,675.74	Ordinary shares	1,910	1,910
23/02/24	WAM Capital Limited	On market purchase	-29,979.43	Ordinary shares	21,400	21,400
23/02/24	WAM Microcap Limited	On market purchase	-5,672.27	Ordinary shares	4,049	4,049

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class of securities	Number of securities	Person's votes affected
26/02/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-1,139.02	Ordinary shares	807	807
26/02/24	WAM Active Limited	On market purchase	-3,980.24	Ordinary shares	2,820	2,820
26/02/24	WAM Capital Limited	On market purchase	-44,596.99	Ordinary shares	31,597	31,597
26/02/24	WAM Microcap Limited	On market purchase	-8,438.94	Ordinary shares	5,979	5,979

This is Annexure B of 3 pages referred to in Form 604 - Notice of change of interests of substantial holder.

Signed: _____



Date: 26/02/2024

ANNEXURE C

4. Present relevant interests

Refer to Annexure A for the name and ACN's of the Wilson Asset Management Group members.

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as a holder (8)	Nature of relevant interest (6)	Number of securities	Class of securities	Person's votes
Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	Citigroup Pty Limited	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	Management of the portfolio of Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	419,812	Ordinary shares	419,812
WAM Active Limited	Citigroup Pty Limited	WAM Active Limited	Management of the portfolio of WAM Active Limited	1,467,005	Ordinary shares	1,467,005
WAM Capital Limited	Citigroup Pty Limited	WAM Capital Limited	Management of the portfolio of WAM Capital Limited	16,438,430	Ordinary shares	16,438,430
WAM Microcap Limited	Citigroup Pty Limited	WAM Microcap Limited	Management of the portfolio of WAM Microcap Limited	3,110,470	Ordinary shares	3,110,470

This is Annexure C of 1 pages referred to in Form 604 - Notice of change of interests of substantial holder.

Signed: _____



Date: 26/02/2024