

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	Scott Wharton
Date of last notice	27 March 2024

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 and performance rights registered in the name of Scott Wharton Indirect interest in shares held in the name of Pacific Custodians Pty Ltd <SIQ Plans Control A/C>
Date of change	13 May 2024
No. of securities held prior to change	936,679 ordinary shares held directly 13,372 ordinary shares held indirectly (being a total of 950,051 ordinary shares)
Class	Ordinary shares and performance rights
Number acquired	632,433 ordinary shares acquired under the Smartgroup Loan Funded Share Plan 29,176 performance rights acquired under the Smartgroup Short Term Incentive Plan
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Ordinary shares were issued at an issue price of \$9.4842 per share Performance rights were issued for nil consideration

+ See chapter 19 for defined terms.

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No. of securities held after change	1,569,112 ordinary shares held directly 13,372 ordinary shares held indirectly (being a total of 1,582,484 ordinary shares) 29,176 performance rights held directly
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Shares were issued to Mr Wharton under the Smartgroup Loan Funded Share Plan and performance rights were issued to Mr Wharton under the Smartgroup Short Term Incentive Plan. Both issues were approved by shareholders at the Company's Annual General Meeting held on 8 May 2024.

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

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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