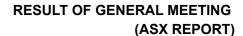
## **SMARTGROUP CORPORATION LTD**





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ANNUAL GENERAL MEETING Wednesday, 2 May, 2018

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

|            |  | Manner in which the securityholder directed the proxy vote (as at proxy close): |                         |                        |                         | Manner in which votes were cast in person or by proxy on a poll (where applicable) |                           |                           |
|------------|--|---|-------------------------|------------------------|-------------------------|--|---------------------------|---------------------------|
| Resolution |  | Votes<br>For  | Votes<br><b>Against</b> | Votes<br>Discretionary | Votes<br><i>Abstain</i> | For  | Against                   | Abstain **                |
| 1          | REMUNERATION REPORT  | 82,015,171  | 3,301,861               | 550,991                | 8,082                   | Passed on a show of hands  | Passed on a show of hands | Passed on a show of hands |
| 2          | RE-ELECTION OF DIRECTOR, MR MICHAEL<br>CARAPIET                  | 84,866,424  | 2,848,260               | 511,401                | 7,244                   | Passed on a show of hands  | Passed on a show of hands | Passed on a show of hands |
| 3          | RE-ELECTION OF DIRECTOR, MR ANDREW BOLAM                         | 85,730,390  | 1,984,294               | 515,523                | 3,122                   | Passed on a show of hands  | Passed on a show of hands | Passed on a show of hands |
| 4          | APPROVAL OF THE COMPANY'S LOAN FUNDED SHARE PLAN                 | 82,724,487  | 4,984,892               | 514,398                | 9,552                   | Passed on a show of hands  | Passed on a show of hands | Passed on a show of hands |
| 5          | APPROVAL TO ISSUE SHARES TO MR DEVEN<br>BILLIMORIA               | 82,716,760  | 5,001,578               | 510,276                | 4,715                   | Passed on a show of hands  | Passed on a show of hands | Passed on a show of hands |
| 6          | APPROVAL OF ISSUE OF SHARES TO THE VENDORS OF SELECTUS PTY LTD   | 87,328,730  | 381,651                 | 514,398                | 8,550                   | Passed on a show of hands  | Passed on a show of hands | Passed on a show of hands |
| 7          | APPROVAL OF ISSUE OF SHARES TO THE VENDORS OF FLEET WEST PTY LTD | 87,229,259  | 381,651                 | 514,633                | 8,550                   | Passed on a show of hands  | Passed on a show of hands | Passed on a show of hands |
| 8          | APPROVAL OF ISSUE OF THE PLACEMENT<br>SHARES                     | 79,200,429  | 1,979,575               | 514,633                | 6,538,692               | Passed on a show of hands  | Passed on a show of hands | Passed on a show of hands |

<sup>\*\* -</sup> Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item