

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

3/09/2024

The previous notice was given to the company on

18/07/2024

The previous notice was dated

18/07/2024

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	26,872,812	11.10%	29,308,212	12.11%

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 5/09/2024

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: 05/09/2024

ANNEXURE B

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

3. Changes in relevant interests

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
23/07/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-2,304.95	Ordinary shares	2,001	2,001
23/07/24	WAM Active Limited	On market purchase	-6,724.78	Ordinary shares	5,838	5,838
23/07/24	WAM Capital Limited	On market purchase	-85,309.52	Ordinary shares	74,060	74,060
23/07/24	WAM Microcap Limited	On market purchase	-20,850.49	Ordinary shares	18,101	18,101
26/07/24	WAM Microcap Limited	On market purchase	-57,531.63	Ordinary shares	50,000	50,000
29/07/24	WAM Microcap Limited	On market purchase	-68,474.40	Ordinary shares	60,644	60,644
30/07/24	WAM Microcap Limited	On market purchase	-38,047.67	Ordinary shares	33,489	33,489
31/07/24	WAM Microcap Limited	On market purchase	-310,841.20	Ordinary shares	270,000	270,000
02/08/24	WAM Microcap Limited	On market purchase	-22,942.90	Ordinary shares	20,065	20,065
14/08/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-2,594.61	Ordinary shares	2,306	2,306
14/08/24	WAM Active Limited	On market purchase	-191.28	Ordinary shares	170	170
14/08/24	WAM Capital Limited	On market purchase	-100,074.52	Ordinary shares	88,943	88,943
14/08/24	WAM Microcap Limited	On market purchase	-36,532.61	Ordinary shares	32,469	32,469
15/08/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-372.16	Ordinary shares	328	328
15/08/24	WAM Active Limited	On market purchase	-27.23	Ordinary shares	24	24
15/08/24	WAM Capital Limited	On market purchase	-14,363.20	Ordinary shares	12,659	12,659
15/08/24	WAM Microcap Limited	On market purchase	-5,243.10	Ordinary shares	4,621	4,621
16/08/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-755.38	Ordinary shares	657	657
16/08/24	WAM Active Limited	On market purchase	-56.34	Ordinary shares	49	49
16/08/24	WAM Capital Limited	On market purchase	-29,152.61	Ordinary shares	25,356	25,356
16/08/24	WAM Microcap Limited	On market purchase	-10,641.92	Ordinary shares	9,256	9,256
19/08/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-9,562.90	Ordinary shares	8,288	8,288
19/08/24	WAM Capital Limited	On market purchase	-369,360.02	Ordinary shares	320,118	320,118
19/08/24	WAM Microcap Limited	On market purchase	-7,899.08	Ordinary shares	6,846	6,846
20/08/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-2,568.51	Ordinary shares	2,180	2,180
20/08/24	WAM Active Limited	On market purchase	-168,921.21	Ordinary shares	143,370	143,370
20/08/24	WAM Capital Limited	On market purchase	-99,818.67	Ordinary shares	84,720	84,720
20/08/24	WAM Microcap Limited	On market purchase	-57,134.18	Ordinary shares	48,492	48,492
21/08/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-1,105.44	Ordinary shares	923	923
21/08/24	WAM Active Limited	On market purchase	-607.21	Ordinary shares	507	507
21/08/24	WAM Capital Limited	On market purchase	-42,706.28	Ordinary shares	35,658	35,658
21/08/24	WAM Microcap Limited	On market purchase	-15,464.23	Ordinary shares	12,912	12,912
22/08/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-27.61	Ordinary shares	23	23
22/08/24	WAM Active Limited	On market purchase	-15.61	Ordinary shares	13	13
22/08/24	WAM Capital Limited	On market purchase	-1,069.78	Ordinary shares	891	891
22/08/24	WAM Microcap Limited	On market purchase	-387.81	Ordinary shares	323	323
23/08/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-14,095.16	Ordinary shares	12,550	12,550
23/08/24	WAM Capital Limited	On market purchase	-546,964.15	Ordinary shares	487,004	487,004
23/08/24	WAM Microcap Limited	On market purchase	-45,425.74	Ordinary shares	40,446	40,446
02/09/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-10,322.91	Ordinary shares	9,369	9,369

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
02/09/24	WAM Capital Limited	On market purchase	-398,797.53	Ordinary shares	361,946	361,946
02/09/24	WAM Microcap Limited	On market purchase	-141,787.06	Ordinary shares	128,685	128,685
03/09/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-384.44	Ordinary shares	354	354
03/09/24	WAM Active Limited	On market purchase	-203.08	Ordinary shares	187	187
03/09/24	WAM Capital Limited	On market purchase	-14,868.38	Ordinary shares	13,691	13,691
03/09/24	WAM Microcap Limited	On market purchase	-5,286.63	Ordinary shares	4,868	4,868

This is Annexure B of 2 pages referred to in Form 604 - Notice of change of interests of substantial holder.

Signed: _____



Date: 05/09/2024

ANNEXURE C

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

4. Present relevant interests

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	517,304	Ordinary shares	517,304
WAM Active Limited	Citigroup Pty Limited	WAM Active Limited	Management of the portfolio of WAM Active Limited	286,487	Ordinary shares	286,487
WAM Capital Limited	Citigroup Pty Limited	WAM Capital Limited	Management of the portfolio of WAM Capital Limited	19,963,858	Ordinary shares	19,963,858
WAM Microcap Limited	Citigroup Pty Limited	WAM Microcap Limited	Management of the portfolio of WAM Microcap Limited	8,540,563	Ordinary shares	8,540,563

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

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Date: 05/09/2024