

ASX Announcement

Smart Parking Limited (ASX:SPZ)



15 October 2021

Notice of Meeting for Annual General Meeting

Attached is the Notice of Meeting for the Company's Annual General Meeting together with a sample proxy form.

Your faithfully

A handwritten signature in blue ink, appearing to read 'R. Ludbrook', is placed over a horizontal line.

Richard Ludbrook

Company Secretary

Contact Smart Parking

investorinfo@smartparking.com

SMART PARKING LIMITED

ACN 119 327 169

NOTICE OF ANNUAL GENERAL MEETING

TIME: 1.00pm (AEDT)

DATE: Friday, 19 November 2021

PLACE: Via the online platform Zoom:

<https://us02web.zoom.us/j/84233218205?pwd=YmVrcnhncHNaa0w2UERRQmp4OFVMUT09>

Meeting ID: 842 3321 8205

Passcode: 852761

Voting will be conducted via <https://web.lumiagm.com>

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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IMPORTANT INFORMATION

DETAILS OF THE MEETING

Notice is given that the Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 1:00pm (AEDT) on **Friday, 19 November 2021**.

As a result of COVID-19 and in accordance with section 249R of the *Corporations Act 2001* (Cth) (**Corporations Act**) as amended by the *Treasury Laws Amendment (2021 Measures No 1) Act 2021* (Cth) (**Amendment Act**), and sections 253Q and 253QA of the Corporations Act (as inserted into the Corporations Act via the Amendment Act), Smart Parking Limited's Meeting will be held virtually via the online platform Zoom where you can attend and participate in the Meeting.

Details for the joining the meeting are:

<https://us02web.zoom.us/j/84233218205?pwd=YmVrcnhncHNaa0w2UERRQmp4OFVMUT09>

Meeting ID: 842 3321 8205

Passcode: 852761

Dial by your location

+61 2 8015 6011 Australia

+61 3 7018 2005 Australia

+64 9 884 6780 New Zealand

+44 203 481 5237 United Kingdom

If you cannot attend the Meeting, you may appoint a proxy by **1:00pm (AEDT) on Wednesday, 17 November 2021**.

If you attend the Meeting, you will have the opportunity during the Meeting to ask questions to the Board, the company's leadership team and Smart Parking's auditors. If you would like to ask a question prior to the Meeting, please submit these to investorinfo@smartparking.com by **1:00pm (AEDT) on Wednesday, 17 November 2021**.

YOUR VOTE IS IMPORTANT

The business of the Meeting affects your shareholding and your vote is important.

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00pm (AEDT) on Wednesday, 17 November 2021.

VOTING ONLINE

Shareholders and proxyholders will be able to vote at the meeting online by:

- (a) Visiting via <https://web.lumiagm.com> on a smartphone, tablet or computer (using the latest version of Chrome, Safari, Internet Explorer 11, Edge or Firefox); and
- (b) Using unique meeting ID: 385-726-336.

Online voting registration will commence 30 minutes prior to the start of the meeting. For full details of how to log on and vote online, please refer to the user guide <http://www.computershare.com.au/onlinevotingguide>.

Members will be able to participate in, and vote at the Meeting online or by proxy.

VOTING BY POLL

The vote on each resolution set out in this Notice will be decided on a poll. In a resolution determined by poll, you (or your proxy) having one vote for each Share held. On a poll, you do not need to exercise all of your votes in the same way and you do not need to cast all your votes.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by **1:00pm (AEDT) on Wednesday, 17 November 2021** and in accordance with the instructions set out on the Proxy Form. Alternatively, you can nominate your proxy online by via <http://www.investorvote.com.au>.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

A proxy can be either an individual or a body corporate. Should you appoint a body corporate as your proxy, that body corporate will need to ensure that it appoints an individual as its corporate representative to exercise its powers at meetings in accordance with section 250D of the Corporations Act and provide satisfactory evidence of the appointment of its corporate representative to the Company prior to the Meeting.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must only vote on a poll; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Authorised representative of corporate shareholders

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act in which case the Company will require a certificate of appointment of corporate representative executed in accordance with the Corporations Act to be provided prior to the Meeting.

TECHNICAL DIFFICULTIES

If there is a technical difficulty affecting any online participants, the chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. Members are therefore encouraged to lodge a directed proxy by **1:00pm (AEDT) on Wednesday, 17 November 2021** even if they plan to join and participate in the Meeting online.

COMMUNICATION

Members who have general queries about this Notice or the technologies used to hold the Meeting should contact investorinfo@smartparking.com.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report for the financial year ended 30 June 2021.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, adopt the Remuneration Report for the year ended 30 June 2021, by passing, with or without amendment, the following resolution as a **non-binding ordinary resolution**:

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2021.”

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion:

In accordance with sections 250R(4) and 250BD of the Corporations Act, the Company will disregard any votes cast on this Resolution by or on behalf of any of the following persons ('Excluded Person'):

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party or associate of such member,

regardless of the capacity in which the vote is cast.

However, the Company will not disregard a vote made by an Excluded Person as proxy if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and either:

- (a) the Excluded Person is appointed as a proxy in writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the Excluded Person is the Chair who has been appointed as a proxy for a person entitled to vote and the appointment of the Chair:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. RESOLUTION 2 – ALLOCATION OF EQUITY TO MANAGING DIRECTOR UNDER DEFERRED EMPLOYEE SHARE PLAN

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the allocation of 460,227 Incentive Shares under the Company's Deferred Employee Share Plan to Mr Paul Gillespie, managing director of the Company (or his nominee), further details of which are described in the Explanatory Statement.”

Voting Exclusion:

In accordance with section 250BD of the Corporations Act, the Company will disregard any votes cast as proxy on this Resolution by any of the following persons ('Excluded Person'):

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
 - (b) a Closely Related Party or associate of such member,
- unless either:
- (c) the Excluded Person is appointed as a proxy in writing that specifies the way the proxy is to vote on this Resolution; or
 - (d) the Excluded Person is the Chair who has been appointed as a proxy for a person entitled to vote and the appointment of the Chair:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Further pursuant to Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by or on behalf of a Director of the Company who is eligible to participate in the Deferred Employee Share Plan or their associates.

However, the Company will not disregard a vote in favour of this Resolution if it is cast by such a person:

- (e) as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (f) as the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides; or
- (g) as a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4. RESOLUTION 3 – APPROVAL OF 10% PLACEMENT CAPACITY

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That, for the purposes of Listing Rule 7.1A, approval is given for the issue of Equity Securities, as that term is defined in the Listing Rules, totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2.”

5. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MS FIONA PEARSE

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of the Company’s Constitution, Listing Rule 14.4 and for all other purposes, Fiona Pearse, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

6. RESOLUTION 5 – AMENDMENTS TO CONSTITUTION

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That, for the purpose of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to amend its Constitution so that it is in the form as signed by the Chairman of the Meeting for identification purposes.”

DATED: 15 OCTOBER 2021

BY ORDER OF THE BOARD



RICHARD LUDBROOK, *Company Secretary*

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2021 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at <http://www.smartparking.com/>.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

A resolution for adoption of the Remuneration Report is required to be considered and voted on in accordance with the section 250R(2) of the Corporations Act. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and Key Management Personnel of the Company. The Remuneration Report is part of the directors' report contained in the annual financial report of the company for the financial year ending 30 June 2021.

Shareholders attending the Meeting will be given reasonable opportunity to ask questions about or make comments on the Remuneration Report.

2.2 Voting consequences

Under section 250R(2) of the Corporations Act, a listed entity is required to put to a vote a resolution that the Remuneration Report be adopted. While the resolution must be put to a vote, the outcome of the resolution is advisory only and does not bind the Directors or the Company (as set out in section 250R(3) of the Corporations Act). The Board will take the outcome of the resolution into consideration when reviewing its remuneration practices and policies.

While the outcome of the resolution is advisory only, it will be considered for the purposes of the "two strike rule" under the Corporations Act. If at least 25% of the votes are cast against the resolution at two consecutive Annual General Meetings, the Company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the Company (**Spill Resolution**). The Spill Resolution must be put to vote at the second of those consecutive Annual General Meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the Company must convene a shareholders meeting (**Spill Meeting**) within 90 days of the second Annual General Meeting.

All of the Directors of the Company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the Company.

2.3 Previous voting results

At the Company's previous Annual General Meeting, the votes cast against the remuneration report considered at that Annual General Meeting were less than 25%. Accordingly, a Spill Resolution will not be put to a vote at this Annual General Meeting.

2.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

Proxy	Directed	Undirected
Key Management Personnel ¹	Vote as directed	Not to vote ³
Chair ²	Vote as directed	Vote at Proxy's discretion ⁴
Other person	Vote as directed	Vote at Proxy's discretion

Notes:

¹ Refers to Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member.

² Refers to the Chair (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report), or a Closely Related Party of such a member).

³ Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

⁴ The Proxy Form notes it is the Chair's intention to vote all undirected proxies in favour of all Resolutions and your appointment of the Chair expressly authorises the Chair to vote undirected proxies at the Chair's discretion.

Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

3. RESOLUTIONS 2 – ALLOCATION OF EQUITY TO MANAGING DIRECTOR UNDER DEFERRED SHARE AND INCENTIVE PLAN

The Company intends to allocate Incentive Shares to Mr Paul Gillespie under the Company's Deferred Share and Incentive Plan (**Plan**), totalling 460,227 Shares (**Gillespie Incentive Shares**). The Gillespie Incentive Shares shall vest 2 years from allocation as set out further below.

Participation in the Plan is only open to executive Directors and senior management, and Mr Gillespie is the only executive Director on the Board at this time. No Director or person referred to in Listing Rule 10.14 has been awarded Incentive Shares under the Plan since the date of the last approval for award to a Director of the Company. Senior management who are able to participate in the Plan include Richard Ludbrook (Group Chief Financial Officer) as well as Mr Gillespie.

Terms

The terms of the Gillespie Incentive Shares are as follows:

Number of Incentive Shares	Price	Vesting Date(s)	Conditions
460,227 ordinary shares issued under the Deferred Share and Incentive Plan comprising up to 15% of total remuneration.	Nil	2 years from the date of allocation.	▪ Continued employment

Listing Rules -- Requirement for Shareholder Approval

Listing Rule 10.14 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee incentive scheme to a director of the entity, an associate of the director, or a person whose relationship with the entity, director or associate of the director is, in ASX's opinion, such that approval should be obtained.

The allocation of Incentive Shares to Mr Paul Gillespie is an acquisition of securities by a Director under the Plan and consequently Shareholder approval is required under Listing Rule 10.14.

Pursuant to Listing Rule 10.15, the following further information is provided in relation to Resolution 2:

- (a) approval is required by Listing Rule 10.14.1 as the Gillespie Incentive Shares will be issued to a Director;
- (b) the Gillespie Incentive Shares will be allocated under the Plan at no cost to Mr Gillespie;
- (c) the Gillespie Incentive Shares will be allocated no later than 3 months after the date of the Meeting;
- (d) Mr Gillespie's remuneration package comprises an annual salary including superannuation of \$335,046, a short term incentive of approximately 21% of base salary for on target performance, and a long term incentive through the Plan;
- (e) Shares previously issued at nil value to Mr Gillespie under the Deferred Share and Incentive Plan, are as set out in the table below:

Shares (vested)	Shares (unvested)
3,134,327	2,263,154

- (f) there is no loan scheme in relation to the Incentive Shares as no payment is required;
- (g) a summary of the material terms of the Plan is contained in Schedule 1 to this Notice; and
- (h) a voting exclusion statement is included in the Notice for Resolution 2.

Details of any Shares issued under the Plan will be published in the Company's annual report relating to the period in which they are issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Shares under the Plan after Resolution 2 is approved

and who were not named in the Notice will not participate until approval is obtained under that rule.

If approval of the issue is given under Listing Rule 10.14, approval is not required under Listing Rule 7.1.

Corporations Act

Under Chapter 2E of the Corporations Act a public company, or an entity that the public company controls, cannot give a financial benefit to a related party unless an exception applies or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

Mr Gillespie is a related party of the Company due to the fact that he is a Director. The issue of the Gillespie Incentive Shares constitutes a financial benefit as described in section 229 of the Corporations Act. Accordingly, the proposed allocation of Incentive Shares to Mr Gillespie will constitute a financial benefit to a related party. It is the view of the other Directors that the exemption under section 211(1) of the Corporations Act (Remuneration and reimbursement for officer or employee) apply to the proposed allocation of Incentive Shares as the Incentive Shares are part of the remuneration package for Mr Gillespie as Managing Director of the Company and the Incentive Shares are considered reasonable remuneration in the circumstances.

Accordingly, the Directors have determined that shareholder approval pursuant to Chapter 2E of the Corporations Act is not required. Shareholder approval must nonetheless be obtained pursuant to Listing Rule 10.14.

Recommendation

The Directors (with Mr Gillespie abstaining) consider the allocation of the Gillespie Incentive Shares under the Plan to Mr Gillespie to be appropriate and recommend that Shareholders vote in favour of Resolutions 2.

4. RESOLUTION 3 – APPROVAL OF 10% PLACEMENT CAPACITY

4.1 General

Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its Annual General Meeting to allow it to issue Equity Securities up to 10% of its issued capital (**10% Placement Capacity**).

The Company is an Eligible Entity.

If Shareholders approve this Resolution 3, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (as set out in section 4.2 below).

The effect of this Resolution 3 will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue during the period up to 12 months after the date of this Meeting, without subsequent Shareholder approval and in addition to the Company's 15% annual placement capacity available under Listing Rule 7.1.

This Resolution is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of this Resolution for it to be passed.

4.2 Listing Rule 7.1A

Listing Rule 7.1A enables an Eligible Entity to seek shareholder approval at its Annual General Meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity under Listing Rule 7.1.

An Eligible Entity is one that, as at the date of the relevant Annual General Meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and as at 23 September 2021 has a market capitalisation of \$76,987,137 based on a share price of \$0.215.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has one class of Equity Securities on issue, being the Shares (ASX Code: SPZ).

The exact number of Equity Securities that the Company may issue under Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
- a. plus the number of Shares issued in the previous 12 months under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
 - b. plus the number of Shares issued in the previous 12 months on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - i. the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - ii. the issue of, or agreement to issue, the convertible securities was approved or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or 7.4;
 - c. plus the number of Shares issued in the previous 12 months under an agreement to issue securities within Listing Rule 7.3 exception 16 where:
 - i. the agreement was entered into before the commencement of the previous 12 month period; or
 - ii. the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or rule 7.4;
 - d. plus the number of partly paid ordinary shares that became fully paid in the previous 12 months;
 - e. plus the number of Shares issued in the previous 12 months with approval of holders of Shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without shareholder approval; and

f. less the number of Shares cancelled in the previous 12 months.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Ordinary Securities under Listing Rule 7.4.

4.3 Technical information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to this Resolution:

(a) Minimum Price

The minimum price (being a cash only price) at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(b) Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking),

after which date, an approval under Listing Rule 7.1A ceases to be valid,

(10% Placement Capacity Period).

Shareholder approval under Listing Rule 7.1A does not lapse if the Company's market capitalisation subsequently exceeds \$300 million or of it is included in the S&P/ASX 300 Index at some time during that period provided that the Company meets those criteria on the date of this Meeting.

(c) Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the economic and voting interests of Shareholders who do not receive any Shares under the issue.

If this Resolution 3 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue (Variable 'A' in Listing Rule 7.1A.2)	Dilution			
	Issue Price (per Share)	\$0.1075 (50% decrease in Issue Price)	\$0.215 (Issue Price)	\$0.3225 (50% increase in Issue Price)
358,079,709 (Current Variable A)	Shares issued - 10% voting dilution	35,807,971 Shares	35,807,971 Shares	35,807,971 Shares
	Funds raised	\$3,849,357	\$7,698,714	\$11,548,071
537,119,564 (50% increase in Variable A)	Shares issued - 10% voting dilution	53,711,956 Shares	53,711,956 Shares	53,711,956 Shares
	Funds raised	\$5,774,035	\$11,548,071	\$17,322,106
716,159,418 (100% increase in Variable A)	Shares issued - 10% voting dilution	71,615,942 Shares	71,615,942 Shares	71,615,942 Shares
	Funds raised	\$7,698,714	\$15,397,428	\$23,096,141

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 358,079,709 Shares on issue as at 23 September 2021.
2. The issue price set out above is the closing price of the Shares on the ASX on 23 September 2021.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
5. No further securities are bought back and cancelled by the Company under its on-market buyback.
6. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
7. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
8. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1.

9. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(d) Purpose of issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity for cash consideration, in which case the Company intends to use funds raised for the acquisition of new resources, assets and investments (including expenses associated with an acquisition), continued expenditure on the Company's current assets and general working capital.

The cash issue price will comply with the minimum issue price noted in paragraph 4.3(a) above.

(e) Allocation policy under the 10% Placement Capacity

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company without further specific shareholder approval.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

(f) Previous Approval under Listing Rule 7.1A

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its Annual General Meeting held on 20 November 2020 (**Previous Approval**).

The Company has not issued any Equity Securities pursuant to the Previous Approval.

(g) Compliance with Listing Rules 7.1A.4

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it will:

- (i) state in its ASX announcement of the proposed issue under Listing Rule 3.10.3 or in its application of the Equity Securities under Listing Rule 2.7 that the Equity Securities are being issued under Listing Rule 7.1A; and
- (ii) give to the ASX a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market) immediately after the Equity Securities are issued, in accordance with Listing Rule 7.1A.4(b).

4.4 Voting Exclusion

As at the date of this Notice, the Company has no proposal for an issue of Equity Securities under Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on this Resolution.

Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

5. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MS FIONA PEARSE

In accordance with Listing Rule 14.4, no director of the Company may hold office (without re-election) past the longer of 3 years and the third Annual General Meeting following their appointment (other than the managing director).

Further, in accordance with clause 14.2 the Company's Constitution, at every Annual General Meeting, one third of the Directors (other than the managing director) for the time being must retire from office and are eligible for re-election. Accordingly, Ms Fiona Pearse retires by rotation and being eligible, offers herself for re-election.

Fiona Pearse: Ms Pearse has extensive commercial and financial expertise gained from a long career at global companies BHP and BlueScope Steel. She has served in a number of non-executive positions, including as a Non-Executive Director of City West Water, U Ethical (fund manager) and significant not-for-profits such as World Vision Australia and Scotch College. She understands disruptive technology, having served for several years as an advisory board member to a fintech based in Stone & Chalk. She has a Senior Executive MBA from the University of Melbourne, and is a Fellow of CPA Australia and a Fellow of the Australian Institute of Company Directors.

Recommendation

The Directors (with Ms Pearse abstaining) recommend the re-election of Ms Pearse as a Director of the Company and that Shareholders vote in favour of Resolution 4.

6. RESOLUTION 5 – AMENDMENTS TO CONSTITUTION

6.1 General

A company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders. A special resolution must be passed by at least 75% of the votes cast by shareholders who are entitled to vote on the resolution.

Resolution 5 is a special resolution which will enable the Company to amend its Constitution.

The Company's Constitution has not been amended since it was adopted on 6 November 2015. It is proposed that the provisions of the Company's Constitution be updated to reflect recent developments, to accord with market practices, requirements under the Corporations Act and the Listing Rules, and to address certain matters of a drafting or technical nature. The proposed amendments include:

- amending the jurisdiction of Courts from Western Australia to Victoria following a change in the registered office;
- amending the 'Restricted Securities' provisions to reflect amendments to the Listing Rules made by the ASX that came into effect on 1 December 2019. These amendments included changes to the escrow regime whereby a two-tier escrow regime was introduced to replace the previous requirement that all holders of restricted securities enter into the ASX prescribed restriction agreements with the Company. These changes are required to be reflected in constitutions of ASX listed entities under Listing Rule 15.12. [The Company, at present, does not have any restricted securities on issue];
- allowing resolutions to be received from Shareholders using electronic communications;
- allowing the Company to hold virtual Shareholder meetings;
- specifying that resolutions are to be decided on a poll unless the chairperson considers a show of hands to be appropriate; and
- removing the requirements to use a company seal.

The Directors believe these amendments are administrative in nature, and they will not have any significant adverse impact on Shareholders. A copy of the amended Constitution will be available for review by Shareholders at the Company's website www.smartparking.com and at the office of the company. A copy of the Amended Constitution can also be sent to Shareholders upon request to the Company Secretary at investorinfo@smartparking.com. Shareholders are invited to contact the Company if they have queries or concerns.

Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

Glossary

\$ means Australian dollars.

10% Placement Capacity has the meaning given in section 4.1 of the Explanatory Statement.

AEDT means Australian Eastern Daylight Time as observed in Melbourne, Victoria, Australia.

Annual General Meeting or Meeting means the meeting convened by the Notice.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Smart Parking Ltd (ACN 119 327 169).

Constitution means the Company's constitution as amended from time to time.

Corporations Act means the *Corporations Act 2001* (Cth).

Deferred Share and Incentive Plan means the employee incentive plan titled 'Deferred Employee Share Plan.'

Directors means the current directors of the Company.

Eligible Entity means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Incentive Shares means ordinary shares issued to executive Directors and senior management of the Company under the Plan.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the ASX Listing Rules.

Meeting or Annual General Meeting means the meeting convened by the Notice.

Notice or Notice of Meeting means this notice of meeting including the Explanatory Statement and the Proxy Form.

Ordinary Securities has the meaning set out in the Listing Rules.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2021.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Trading Day means as defined in the Listing Rules.

Variable A means "A" as set out in the calculation in section 4.3 of the Explanatory Statement.

SCHEDULE 1: SUMMARY OF DEFERRED SHARE AND INCENTIVE PLAN (PLAN)

Capitalised terms that are not defined have the meaning given to them in the Plan.

Eligibility	Participants in the Plan may be full-time or permanent part-time employees of the Company or an Associated Company or an Executive Director ("Eligible Employee"). Non-executive Directors are not entitled to participate in the Plan.
Plan Trustee	Car Parking Technologies Employee Share Plan Pty Ltd (wholly-owned subsidiary of the Company).
Operation of Plan	The Plan is administered by the Plan Trustee in accordance with instructions from the Board of the Company. The Board may from time to time offer an Eligible Employee participation in the Plan and provide details of the Performance Hurdles (if any). By accepting that offer, the Eligible Employee shall become a Plan Participant. Plan shares acquired or issued for the benefit of a Participant are to be registered in the name of the Plan Trustee, and allocated for the benefit of the Participant.
Performance Hurdles	Performance, vesting and/or other criteria (if any) which are determined by the Board and notified to the Eligible Employee with an offer and which are required to be met before the Plan shares can be withdrawn from the Plan.
Forfeiture of Plan Shares	A Participant will forfeit any right or interest in Plan Shares if he or she ceases to be an Employee at a time when the Plan Shares held for the benefit of the Employee under the Plan remain subject to any Performance Hurdles.
Forfeited Shares	The Plan Trustee must hold Forfeited Shares for the purposes of the Plan.
Plan Limit	The Company must not issue greater than 5% of the Company to the Plan Trustee for the purposes of the Plan in any 5 year period.
Restrictions on Dealings	No Participant may dispose of any Plan Shares held by the Plan Trustee for the benefit of that Participant without submitting a Notice of Withdrawal and such notice having been approved by the Board. No participant may create any Security Interest over any Plan Shares without the approval of the Board.
Rights Attaching to Plan Shares	A Participant is entitled to receive any dividends and franking credits which relate to those dividends or distributions or entitlements made in respect of Plan Shares. The Plan Trustee will ascertain the voting intentions of the Participants in respect of Plan Shares held for their benefit and a Participant may direct the exercise of any voting rights to vote Plan Shares for their benefit at any meeting of members of the Company.
Termination	The Plan will terminate and be wound up as provided by law or upon <i>inter alia</i> an order being made or an effective resolution being passed for

	the winding up of the Company or the Board determining that the Plan be wound up.
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Smart Parking Limited
ABN 45 119 327 169

SPZ

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 557 010 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **1:00pm (AEDT) on Wednesday, 17 November 2021.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of Smart Parking Limited hereby appoint

☐

the Chairman
of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Smart Parking Limited to be held as a virtual meeting on Friday, 19 November 2021 at 1:00pm (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 2 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 2 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 2 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	☐	☐	☐
Resolution 2	Allocation of Equity to Managing Director under Deferred Employee Share Plan	☐	☐	☐
Resolution 3	Approval of 10% Placement Capacity	☐	☐	☐
Resolution 4	Re-election of Director- Ms Fiona Pearse	☐	☐	☐
Resolution 5	Replacement of Constitution	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

SPZ

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Computershare

