

17 December 2014



Manager Companies  
Company Announcements Office  
Australian Securities Exchange Limited  
Level 4, Stock Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir

**Buy-Back Tender - Update on Class Ruling application**

ThinkSmart Limited ("ThinkSmart" or "the Company") refers to the Off-Market Buy-Back Tender Booklet that was dispatched to shareholders on 15 December 2014 regarding the Company's proposed off-market buy-back tender ("Buy-Back Tender"). Shareholders will vote on a resolution to approve the Off-Market Buy-Back Tender at the Extraordinary General Meeting on 22 December 2014.

As advised in the Off-Market Buy-Back Tender Booklet, ThinkSmart is in the process of applying for a class ruling from the Australian Taxation Office ("ATO") regarding the income tax treatment for certain shareholders who participate in the Buy-Back Tender ("Class Ruling"). Section 5 of the Off-Market Buy-Back Tender Booklet included commentary on the tax implications for those ThinkSmart shareholders.

ThinkSmart advises that the Class Ruling process is progressing and it has now had the benefit of reviewing a draft Class Ruling from the ATO. That draft Class Ruling was provided on a preliminary and non-binding basis, but it indicates that the ATO has a consistent view with the relevant income tax statements set out in section 5 of the Off-Market Buy-Back Tender Booklet. Whilst it is not expected to be the case, as the draft Class Ruling is preliminary and non-binding, it is possible that the Class Ruling that is issued by the ATO may differ from the draft provided. The Class Ruling will be issued in a final, binding form following completion of the Buy-Back.

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**ABOUT THINKSMART:**

ThinkSmart Limited (ASX: TSM) processes high volumes of finance transactions quickly and efficiently through its QuickSmart proprietary technology. This enables online credit approval in just a few minutes whether customers are online or in store. Our products are executable throughout today's complex retail channel, creating additional revenue and enhanced margin performance – on and off line.

For over 10 years, ThinkSmart has been an exclusive partner to Dixons Retail, now the newly merged Dixons Carphone Group Plc, where we have developed compelling Business and Consumer lease finance propositions, most recently introducing Upgrade Anytime – a first to market offer which enables consumers to upgrade to the very latest computing and vision products, bringing more technology to more customers more often.

**FORWARD-LOOKING STATEMENTS:**

This announcement may contain forward-looking statements. Such statements are not guarantees of future conduct, results, performance or achievements and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are outside the control of ThinkSmart. ThinkSmart cannot give any assurance that the conduct, results, performance or achievements expressed or implied by the forward-looking statements in this announcement will in fact occur. Investors are cautioned not to place undue reliance on the forward-looking statements in this announcement.

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