

**Form 605  
Corporations Act 2001  
Section 671B**

**Notice of ceasing to be a substantial holder**

1. To : SMARTGROUP CORPORATION LTD  
2. ACN: 126 266 831  
3. ASX Code: SIQ

**4. Details of substantial holder**

**Name:** IOOF Holdings Limited  
**ACN:** ACN 100 103 722

This notice is given by IOOF Holdings Limited, on behalf of itself and its subsidiaries.

The holder ceased to be a substantial holder on: 28/04/2015  
The previous notice was given to the company on: 01/08/2014  
The previous notice was dated: 30/07/2014

**2. 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 as follows:

Date	Person	Nature	Consideration	Class & number (ord)	Person's votes
1/08/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 24,699.42	17,357	17,357
8/08/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 52,261.19	36,811	36,811
15/08/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 475,958.10	327,549	327,549
27/08/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 409,031.95	268,368	268,368
1/10/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,015.53	715	715
13/10/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 419,075.99	- 300,000	- 300,000
15/10/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 15,296.29	- 10,950	- 10,950

16/10/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 1,519.85	- 1,088	- 1,088
21/10/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,547.65	1,065	1,065
10/11/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 909.46	607	607
26/11/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 144.65	102	102
28/11/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 278,114.27	199,643	199,643
17/12/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 60,524.12	45,029	45,029
18/12/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 91,936.60	67,989	67,989
19/12/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 28,079.67	21,084	21,084
22/12/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 22,856.28	17,141	17,141
30/12/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,610.93	1,140	1,140
2/02/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 431.30	285	285
26/02/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 137,755.40	83,487	83,487
27/02/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 896.27	542	542
3/03/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 558.77	341	341
10/03/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,774.71	1,099	1,099
11/03/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 6,915.65	4,418	4,418
16/03/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,207.62	785	785
17/03/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 2,882.38	1,911	1,911
23/03/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,243.65	806	806
8/04/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 7,790.36	5,015	5,015
9/04/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 786.08	498	498
23/04/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 1,070,455.82	- 600,000	- 600,000
24/04/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 149,301.17	- 84,062	- 84,062
27/04/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 208,234.46	- 117,112	- 117,112
28/04/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 281,198.51	- 158,325	- 158,325

### 3. Changes in association

The persons who have become associates of, ceased to be associates of, or have changed the nature of their association with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name & ACN	Nature of association
Not applicable	

### 4. Addresses

The addresses of persons named in this form are as follows:

Name	Address
IOOF Holdings Limited	Level 6, 161 Collins Street Melbourne Victoria 3000
SmartGroup Corporation Limited	Level 8, 133-145 Castlereagh Street SYDNEY NSW 2000
Perennial Investment Partners Limited	Level 24, 303 Collins Street Melbourne Victoria 3000