

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity: Smartgroup Corporation Ltd
ABN: 48 126 266 831

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	John Prendiville
Date of last notice	3 April 2019

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	1. Shares were sold by Luaga Pty Ltd. Luaga Pty Ltd is the trustee for the JP Prendiville Family Trust. John Prendiville is a director and majority shareholder of Luaga Pty Ltd. 2. Shares were sold by Point Capital Pty Ltd. John Prendiville is a director and majority shareholder of Point Capital Pty Ltd.
Date of change	20 August 2019 (shares sold by Luaga) 21 August 2019 (shares sold by Point Capital)
No. of securities held prior to change	882,902 shares
Class	Ordinary
Number acquired	Nil
Number disposed	163,433 sold by Luaga Pty Ltd 64,469 sold by Point Capital Pty Ltd
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$10.94 per share for shares sold by Luaga \$11.15 per share for shares sold by Point Capital

+ See chapter 19 for defined terms.

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No. of securities held after change	655,000 ordinary shares
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On-market sale

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

⁺ See chapter 19 for defined terms.