

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	Scott Wharton
Date of last notice	7 April 2026

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	Direct and indirect interests
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Direct interest in shares and performance rights registered in the name of Scott Wharton Indirect interest in shares held in the name of Pacific Custodians Pty Ltd <SIQ Plans Control A/C>
Date of change	21 May 2026 to 27 May 2026
No. of securities held prior to change	2,403,301 ordinary shares held directly 74,918 ordinary shares held indirectly (being a total of 2,478,219 ordinary shares)
Class	Ordinary shares and performance rights
Number acquired	753,086 ordinary shares issued under the Smartgroup Loan Funded Share Plan, as approved at the AGM held on 20 May 2026 45,911 performance rights issued under the Smartgroup Short Term Incentive Plan, as approved at the AGM held on 20 May 2026

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Number disposed	936,679 ordinary shares sold on market <i>Note: these shares are the loan funded shares that were issued to Mr Wharton as long term incentives in 2023 and which vested in December 2025. Part of the proceeds from sale of these shares has been applied to repay the loan advanced by Company to Mr Wharton to acquire these shares in accordance with the terms of the Smartgroup Loan Funded Share Plan.</i>
Value/Consideration <i>Note: If consideration is non-cash, provide details and estimated valuation</i>	753,086 ordinary shares were acquired at an issue price of \$10.320523 per share Performance rights were issued for nil consideration 936,679 ordinary shares sold on market for an aggregate consideration of \$10,815,104.26
No. of securities held after change	2,258,649 ordinary shares held directly 35,977 ordinary shares held indirectly (being a total of 2,294,626 ordinary shares) 45,911 performance rights held directly <i>Note: in addition to the acquisitions and disposals summarised above, 38,941 ordinary shares formerly held as an indirect interest are now held as a direct interest</i>
Nature of change <i>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</i>	753,086 shares were issued to Mr Wharton under the Smartgroup Loan Funded Share Plan and 45,911 performance rights were issued to Mr Wharton under the Smartgroup Short Term Incentive Plan 936,679 ordinary shares were sold on market

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	N/A
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 <i>Note: Details are only required for a contract in relation to which the interest has changed</i>	-
Interest acquired	-

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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?	N/A
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

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