

ASX Announcement

Smart Parking Limited (ASX:SPZ)



4 October 2019

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', enclosed in a thin black rectangular border.

Richard Ludbrook

Company Secretary

Contact Smart Parking

investorinfo@smartparking.com

Smart Parking Limited ABN 45 119 327 169

854 Lorimer Street, Port Melbourne, VIC 3207, Australia | Phone +61 (03) 8644 4021

www.smartparking.com

Melbourne, Australia | Auckland, New Zealand | Birmingham, United Kingdom

SMART PARKING LIMITED

ACN 119 327 169

NOTICE OF ANNUAL GENERAL MEETING

TIME: 9.00am (AEDT)

DATE: Friday, 8 November 2019

PLACE: Collins Square, Level 22 Tower 5, 727 Collins Street Melbourne VIC 3000

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.

CONTENTS PAGE

Business of the Meeting (setting out the proposed resolutions)	3
Explanatory Statement (explaining the proposed resolutions)	5
Glossary	16

IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 9:00am (AEDT) on **Friday, 8 November 2019** at:

Collins Square, Level 22 Tower 5, 727 Collins Street Melbourne VIC 3000

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, 6 November 2019.

VOTING IN PERSON

To vote in person, attend the Meeting at the time, date and place set out above. The meeting will commence at 9:00am (AEDT).

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by **9:00am (AEDT) on Wednesday, 6 November 2019** and in accordance with the instructions set out on the Proxy Form.

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 not vote on a show of hands; 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.

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 2019.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, adopt the Remuneration Report for the year ended 30 June 2019, 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 2019.”

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

Voting Exclusion:

The Company will disregard any votes cast on this Resolution by or on behalf of either of the following persons:

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

However, a person (the **Voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the Voter is appointed as a proxy in writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the Voter is the Chair and the appointment of the Chair as proxy:
 - (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 265,209 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: 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 (except one who is ineligible to participate in the Deferred Employee Share Plan). However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by 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.

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.”

Voting Exclusion: Pursuant to Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by any person, or an associate of a person, who is expected to participate in the issue of Equity Securities under this Resolution and who will obtain a material benefit from that issue, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by 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.

5. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MS TIFFANY FULLER

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, Tiffany Fuller, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

6. RESOLUTION 5 – 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, and for all other purposes, Fiona Pearse, a Director, retires pursuant to rule 14.4 of the Constitution, and being eligible, is re-elected as a Director.”

7. RESOLUTION 6 – INCREASE CAP ON NON-EXECUTIVE DIRECTORS REMUNERATION

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

“That the maximum aggregate annual remuneration of the Non-Executive Directors be increased by \$300,000 to \$500,000 per annum.”

Voting Exclusion: 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 or an associate of a Director of the Company. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by 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.

DATED: 4 OCTOBER 2019

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 2019 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 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 2019.

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 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. 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.

Recommendation

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

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

The Company intends to allocate Incentive Shares to Mr Paul Gillespie under the Company's Deferred Employee Share Plan, totalling 265,209 Shares (**Gillespie Incentive Shares**). The Gillespie Incentive Shares shall vest 2 years from allocation as set out further below.

Participation in the Deferred Employee Share 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 Deferred Employee Share 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), Nigel Coltman (UK Managing Director) as well as Mr Gillespie.

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 Related Party under the Company's Deferred Employee Share Plan and consequently Shareholder approval is required under Listing Rule 10.14. The Gillespie Incentive Shares:

- (a) will be allocated under the Company's Deferred Employee Share Plan at no cost to Mr Gillespie; and
- (b) will be allocated no later than 3 months after the date of the Meeting.

There is no loan scheme in relation to the Incentive Shares as no payment is required.

Corporations Act

Under Chapter 2E of the Corporations Act a public company 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 of the Company. The issue of the Gillespie Incentive Shares constitutes a "Financial Benefit" as described in 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 of the Company 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.

Accordingly, while the Directors have not determined to seek shareholder approval under section 208 of the Corporations Act, shareholder approval must nonetheless be obtained pursuant to Listing Rule 10.14. If approval of the issue is given under Listing Rule 10.14, approval is not required under Listing Rule 7.1

Terms

The terms of the Incentive Shares are as follows:

Number of Incentive Shares	Price	Vesting Date(s)	Deferred Employee Share Plan Conditions
265,209 ordinary shares issued under the Deferred Employee Share Plan comprising up to 15% of total remuneration.	Nil	2 years from the date of allocation.	<ul style="list-style-type: none">▪ Continued employment▪ Good Leaver under terms of Deferred Employee Share Plan

Recommendation

The Directors (with Mr Gillespie abstaining) consider the allocation of equity under the Deferred Employee Share 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 without using 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 has a current market capitalisation at 13 September 2019 of \$73,639,149 based on a share price of \$0.205.

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;
 - b. plus the number of partly paid shares that became fully paid in the previous 12 months;
 - c. 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
 - d. 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 7.1 or 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 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 5 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; and

- (ii) 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 if 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)	\$0.1025 (50% decrease in Issue Price)	\$0.205 (Issue Price)	\$0.3075 (50% increase in Issue Price)
359,215,361 (Current Variable A)	Shares issued - 10% voting dilution	35,921,536 Shares	35,921,536 Shares	35,921,536 Shares
	Funds raised	\$3,681,957	\$7,363,915	\$11,045,872
538,823,042 (50% increase in Variable A)	Shares issued - 10% voting dilution	53,882,304 Shares	53,882,304 Shares	53,882,304 Shares
	Funds raised	\$5,522,936	\$11,045,872	\$16,568,808
718,430,722 (100% increase in Variable A)	Shares issued - 10% voting dilution	71,843,072 Shares	71,843,072 Shares	71,843,072 Shares

	Funds raised	\$7,363,915	\$14,727,830	\$22,091,745
--	---------------------	-------------	--------------	--------------

*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 359,215,361 Shares on issue as at 13 September 2019.
2. The issue price set out above is the closing price of the Shares on the ASX on 13 September 2019.
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. 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.
6. 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.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1.
8. 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 the following purposes:

- (i) as 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; or
- (ii) as non-cash consideration for the acquisition of new resources, assets and investments, in such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

In either case, the cash issue price or the value of the non-cash consideration must 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 9 November 2018 (**Previous Approval**).

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

(g) **Compliance with Listing Rules 7.1A.4 and 3.10.5A**

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

- (i) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (ii) the information required by Listing Rule 3.10.5A for release to the market.

4.4 Voting Exclusion

Voting exclusion statements are included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in 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 DIRECTORS – MS TIFFANY FULLER

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. Further, in accordance with the Company's Constitution, at every Annual General Meeting, one third of the Directors for the time being must retire from office and are eligible for re-election. Accordingly, Ms Tiffany Fuller retires by rotation and being eligible, offers herself for re-election.

Tiffany is an experienced public company non-executive director with broad experience in chartered accounting, corporate finance, investment banking, funds management and management consulting in Australia and globally. Tiffany's skills include finance and accounting, strategy, M&A, risk and governance. Her career spans over 30 years and includes investment banking, private equity and financial advisory roles at Arthur Andersen and Rothschild and spans multiple industry sectors including financial services, technology, retail, resources and telecommunications.

Tiffany currently serves as a Non-Executive director and Chair of the Audit and Risk Committee of Computershare Ltd and a Non-Executive director of Washington H Soul Pattinson and Company Limited. Tiffany is a member of the Australian Institute of Company Directors and a Graduate of Chartered Accountants Australia and New Zealand.

Recommendation

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

6. RESOLUTION 5 – RE-ELECTION OF DIRECTORS – MS FIONA PEARSE

In accordance with Rule 14.4 of the Constitution, a person appointed to fill a casual vacancy on the Board holds such office on until the next Annual General Meeting of the Company. Ms Fiona Pearse was appointed as a director with effect from 10 May 2019 to fill the vacancy caused by the retirement of Ms Penny Maclagan. Accordingly, Ms Fiona Pearse retires and being eligible, offers herself for re-election.

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 5.

7. RESOLUTION 6 – INCREASE CAP ON NON-EXECUTIVE DIRECTORS REMUNERATION

ASX Listing Rule 10.17 and clause 14.8 of Smart Parking Limited's Constitution, requires shareholders to approve any increase in the total amount of Non-Executive Directors' remuneration that can be paid each year. The current limit of \$200,000 was approved by the Company's shareholders at the 2015 AGM. Resolution 6 proposes an increase in the maximum fee pool that can be paid to Non-Executive Directors each year from \$200,000 per annum to \$500,000 per annum, an increase of \$300,000 per annum.

Unlike the Company's executives, Non-Executive Directors are not granted equity, nor are they eligible to receive bonus payments. As a result none of the Non-Executive Directors have acquired any securities under Listing Rule 10.11 or 10.14 in the past three years. Details of the Company's approach and the amount of remuneration paid to Non-Executive Directors is disclosed in the Remuneration Report contained within the Directors' Report, in Smart Parking Limited's 2019 Annual Report which is available at <https://www.smartparking.com/investor-centre/investor-centre>.

Non-Executive Directors are remunerated via Board and Committee fees which are reviewed annually. The Board and Committee fees are inclusive of statutory superannuation and reflect the time commitment and responsibilities involved, taking into account market rates and market trends. Non-Executive Directors do not receive payments on their retirement from office other than payments accruing from superannuation contributions comprising part of their remuneration.

The proposed increase would allow flexibility for market increases in the future and the capacity to appoint other Non-Executive Directors as required, as well as allowing for adequate succession planning of Non-Executive Directors.

Recommendation

Given the interest in this matter of each non-executive director, the Board as a whole makes no recommendation on Resolution 6.

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 Employee Share Plan means the employee incentive plan titled 'Smart Parking 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 Company's Deferred Employee Share 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 2019.

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.





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 850 505 (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 **9.00am (AEDT)** **Wednesday 6 November 2019**.

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.

ATTENDING THE MEETING

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "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: I999999999

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 at Collins Square, Level 22 Tower 5, 727 Collins Street, Melbourne VIC 3000 on Friday, 8 November 2019 at 9.00am (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, 2 and 6 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 2 and 6 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, 2 and 6 by marking the appropriate box in step 2 below.

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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Allocation of equity to Managing Director under Deferred Employee Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Director - Ms Tiffany Fuller	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Re-election of Director - Ms Fiona Pearse	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Increase cap on Non-Executive Directors remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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.

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /

SPZ

255950A



Computershare +