

6 March 2019

Attention: Company Announcements
ASX Limited

By E-Lodgement

Buy Back of Employee Share Ownership Plan Shares – Appendix 3C

InvestSMART Group Limited (**Company**) announces that it intends to buy back shares (**Buy Back**) that were previously allotted to certain employees under the Company's Employee Share Ownership Plan (**ESOP**) approved by shareholders on 29 November 2016.

On completion of the Buy Back the ESOP shares and their associated non-recourse loans will be cancelled with no cash effect on the Company's balance sheet.



Catherine Teo
Company Secretary

Appendix 3C

Announcement of buy-back (*except* minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity	ABN/ARSN
InvestSMART Group Limited (Company)	62 111 772 359

We (the entity) give ASX the following information.

Information about buy-back

1	Type of buy-back	Employee Share Scheme Buy Back
2	⁺ Class of shares/units which is the subject of the buy-back (<i>eg, ordinary/preference</i>)	Ordinary
3	Voting rights (<i>eg, one for one</i>)	One for one
4	Fully paid/partly paid (<i>and if partly paid, details of how much has been paid and how much is outstanding</i>)	Fully paid
5	Number of shares/units in the ⁺ class on issue	133,385,358
6	Whether shareholder/unitholder approval is required for buy-back	No
7	Reason for buy-back	Shares were issued to employees under the Employee Share Ownership Plan approved by shareholders on 29 November 2016 (ESOP). Non-recourse loans were provided to employees for the sole purpose of allowing them to acquire shares. The employees have surrendered their shares in the ESOP in full satisfaction of the loans provided to them. Those shares will be bought-back and cancelled.

⁺ See chapter 19 for defined terms.
11/01/2010

Appendix 3C

Announcement of buy-back

- 8 Any other information material to a shareholder's/unitholder's decision whether to accept the offer (*eg, details of any proposed takeover bid*)

On-market buy-back

- 9 Name of broker who will act on the company's behalf

- 10 Deleted 30/9/2001.

- 11 If the company/trust intends to buy back a maximum number of shares - that number

Note: This requires a figure to be included, not a percentage.

- 12 If the company/trust intends to buy back shares/units within a period of time - that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention

- 13 If the company/trust intends to buy back shares/units if conditions are met - those conditions

Employee share scheme buy-back

- 14 Number of shares proposed to be bought back

565,000

- 15 Price to be offered for shares

Full satisfaction of non-recourse loans of \$175,150 owed to the Company under the ESOP.

⁺ See chapter 19 for defined terms.

Selective buy-back

- | | | |
|----|--|--|
| 16 | Name of person or description of class of person whose shares are proposed to be bought back | |
| 17 | Number of shares proposed to be bought back | |
| 18 | Price to be offered for shares | |

Equal access scheme

- | | | |
|----|---|--|
| 19 | Percentage of shares proposed to be bought back | |
| 20 | Total number of shares proposed to be bought back if all offers are accepted | |
| 21 | Price to be offered for shares | |
| 22 | +Record date for participation in offer

<small>Cross reference: Appendix 7A, clause 9.</small> | |

Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

or, for trusts only:

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here:	 (Director/Company secretary)	Date: 6 March 2019
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Print name: CATHERINE TEO

⁺ See chapter 19 for defined terms.