

17 January 2018

The Manager
Australian Securities Exchange

ANNOUNCEMENT OF BUY BACK OF EMPLOYEE SHARE OWNERSHIP PLAN (ESOP) SHARES

The following Appendix 3C – Announcement of Buy-Back is consequent on the cessation of employment of staff member(s) who were allotted ESOP shares at \$0.31 each in the first tranche of the Plan, financed by a non-recourse loan of \$0.31 per share.

Upon completion of the ESOP share buy-back, the ESOP shares and the non-recourse loan will be cancelled with no cash effect on the balance sheet of InvestSMART Group Ltd.



Grant Winberg
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

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 (eg, ordinary/preference)	Ordinary
3	Voting rights (eg, one for one)	One for one
4	Fully paid/partly paid (and if partly paid, details of how much has been paid and how much is outstanding)	Fully paid
5	Number of shares/units in the ⁺ class on issue	132,620,358 as at 17 January 2017
6	Whether shareholder/unitholder approval is required for buy-back	No
7	Reason for buy-back	Shares were issued to employees under the terms of the Employee Share Ownership Plan (ESOP) approved by shareholders on 29 November 2016. Non-recourse loans were provided to employees for the sole purpose of allowing them to acquire shares. One employee has ceased employment and has surrendered his shares in the ESOP in full satisfaction of the loan provided to him. Those shares will be bought-back and cancelled.
8	Any other information material to a shareholder's/unitholder's decision whether to accept the offer (eg, details of any proposed takeover bid)	

⁺ See chapter 19 for defined terms.

On-market buy-back

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

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- 10 Deleted 30/9/2001.

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- 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.

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- 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

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

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Employee share scheme buy-back

- 14 Number of shares proposed to be bought back

65,000

- 15 Price to be offered for shares

Full satisfaction of non-recourse loan of \$20,150 owed to the Company under the terms of the Employee Share Ownership Plan approved by shareholders on 29 November 2016
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⁺ 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

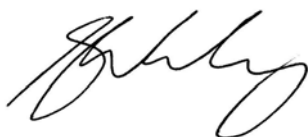
22 ⁺Record date for participation in offer
Cross reference: Appendix 7A, clause 9.

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: Date: 17 January 2017
(Company secretary)

Print name: **GRANT WINBERG**

⁺ See chapter 19 for defined terms.



Notice of intention to carry out a share buy-back

Related forms:

280 Notification of share buy-back details

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) and submit as part of this lodgement

Company details

Company name

INVESTSMART GROUP LIMITED

ACN / ABN

62 111 772 359

Lodgement details

Who should ASIC contact if there is a query about this form?

Firm/organisation

WT AUST. SECRETARIAL & ACCOUNTING PRACT.

Contact name/position description

GRANT WINBERG

ASIC registered agent number (if applicable)

15394

Telephone number

02 9223 3866

Postal address

SUITE 1313, 3 SPRING STREET

SYDNEY NSW 2000

1 Type of share buy-back

For guidance on when a Form 281 needs to be lodged, see the BUY-BACK PROCEDURE table on page 2.

Tick the box for the type of share buy-back and provide the dates as requested.

The 10/12 limit is 10% of the smallest number, at any time during the last 12 months, of votes attaching to voting shares of the company.

☒ Employee share scheme buy-back (within 10/12 limit)	Proposed date for buy-back agreement to be entered into 0 6 / 0 2 / 1 8 [D] [D] [M] [M] [Y] [Y]
☐ Employee share scheme buy-back (over 10/12 limit)	Proposed date for buy-back agreement to be entered into / / [D] [D] [M] [M] [Y] [Y] AND Proposed date for passing the resolution to approve the buy-back / / [D] [D] [M] [M] [Y] [Y]
☐ On-market buy-back (within 10/12 limit)	Period of buy-back From / / [D] [D] [M] [M] [Y] [Y] to / / [D] [D] [M] [M] [Y] [Y]
☐ On-market buy-back (over 10/12 limit)	Period of buy-back From / / [D] [D] [M] [M] [Y] [Y] to / / [D] [D] [M] [M] [Y] [Y] AND Proposed date for passing the resolution to approve the buy-back / / [D] [D] [M] [M] [Y] [Y]

1 Continued... Type of share buy-back

☐ Equal access scheme buy-back (within 10/12 limit)	Proposed date for buy-back agreement to be entered into [] [] / [] [] / [] [] [D] [D] [M] [M] [Y] [Y]	
☐ Equal access scheme buy-back (over 10/12 limit)	Proposed date for buy-back agreement to be entered into [] [] / [] [] / [] [] [D] [D] [M] [M] [Y] [Y]	AND Proposed date for passing the resolution to approve the buy-back [] [] / [] [] / [] [] [D] [D] [M] [M] [Y] [Y]
☐ Selective buy-back	Proposed date for buy-back agreement to be entered into [] [] / [] [] / [] [] [D] [D] [M] [M] [Y] [Y]	AND Proposed date for passing the resolution to approve the buy-back [] [] / [] [] / [] [] [D] [D] [M] [M] [Y] [Y]

Signature

This form must be signed by a
director or secretary

Name

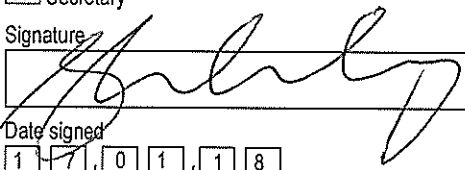
GRANT WINBERG

Capacity

☐ Director

☒ Secretary

Signature



Date signed

[1] [7] / [0] [1] / [1] [8]
[D] [D] [M] [M] [Y] [Y]

Lodgement

If lodging with ASIC, send completed and signed forms to:
Australian Securities and Investments Commission
PO Box 4000, Gippsland Mail Centre VIC 3841.

For more information

Web www.asic.gov.au

Need help? www.asic.gov.au/question

Telephone 1300 300 630

BUY-BACK PROCEDURE

The following table specifies the steps required for, and the sections (and forms) that apply to, the different types of buy-back.

Procedures (and sections applied)	Minimum holding	Employee share scheme buy-back		On-market buy-back		Equal access scheme buy-back		Selective buy-back
		within 10/12 limit	over 10/12 limit	within 10/12 limit	over 10/12 limit	within 10/12 limit	over 10/12 limit	
Ordinary resolutions (s257C)			YES		YES		YES	
Special/unanimous resolutions (s257D)								YES
Lodge offer documents with ASIC (s257E)						YES	YES	YES
14 days notice (s257F)		YES	YES	YES	YES	YES	YES	YES
Disclose relevant information when offer made (s257G)						YES	YES	YES
Cancel shares (S257H)	YES	YES	YES	YES	YES	YES	YES	YES
Notify cancellation to ASIC on Form 484 (s254Y)	YES	YES	YES	YES	YES	YES	YES	YES
Lodge Form 280 with ASIC	NO	NO	YES	NO	YES	YES	YES	YES
Lodge Form 281 with ASIC	NO	YES	See Note 1	YES	See Note 1	See Note 1 & 2	See Note 1 & 2	See Note 1 & 2

NOTE 1 The company should lodge a Form 281 if it intends to give short (less than 14 days) notice of a meeting to approve the buy-back and lodge the notice of meeting (with a Form 280) less than 14 days before the relevant date.

NOTE 2 The company should lodge a Form 281 if it lodges the documents referred to in s257E less than 14 days before the relevant date.

Relevant dates and lodgement periods

- If the buy-back agreement is conditional on the passing of a resolution — the relevant date is date the resolution is passed.
- If the buy-back is not conditional on the passing of a resolution — the relevant date is the date the agreement is entered into (s257F).
- If a resolution is to be passed by way of a circular to all members that complies with s249A, an estimated last date for signing the circular should be used.

The Form 281 must be lodged at least 14 days before the relevant date.