ASX RELEASE | Friday 6 October 2017

Smart Parking Limited (ASX:SPZ)

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.

Yours faithfully



Richard Ludbrook
Company Secretary

Contact Smart Parking

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www.smartparking.com

Smart Parking Limited (ASX:SPZ) | A Global Parking Business
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SMART PARKING LIMITED

ACN 119 327 169

NOTICE OF ANNUAL GENERAL MEETING

TIME: 9.00am (EDST)

DATE: Friday, 10 November 2017

PLACE: Collins Square, Level 6 Tower 2, 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.

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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 EDST on **10 November 2017** at:

Collins Square, Level 6 Tower 2, 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 EDST on 8 November 2017.

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 EDST.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by **9:00am EDST** on **8 November 2017** 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 2017.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, adopt the Remuneration Report for the year ended 30 June 2017, 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 2017."

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 Incentive Shares to Mr Paul Gillespie, managing director of the Company (or his nominee), further details of which are described in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a Director (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 and for all other purposes, 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 and on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person, or an associate of a person, who may participate in the issue of Equity Securities under this Resolution and who might obtain a benefit, 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, ASX 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 PENELOPE MACLAGAN

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, ASX Listing Rule 14.4 and for all other purposes, Penelope Maclagan, a Director, retires by rotation, and being eligible, is re-elected as a Director."

DATED: 6 OCTOBER 2017

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 2017 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 a financial year ending 30 June 2017.

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 Acts. 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]	Voted	Not voted[3]
Chair[2]	Voted	Voted at discretion of Proxy[4]
Other	Voted	Voted at discretion of Proxy

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

Subject to the approval of Shareholders under Resolution 2, the Company intends to allocate a total of 450,000 Incentive Shares to Mr Paul Gillespie under the Deferred Employee Share Plan (**Gillespie Incentive Shares**). Such 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 of the Company 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) and Ben Johnson (UK Managing Director).

Listing Rules -- Requirement for Shareholder Approval

Listing Rule 10.14 also 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 transfer 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 Incentive Share transfer pursuant to Resolution 3 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**
450,000 ordinary shares issued under a Long Term Incentive Plan comprising up to 15% of total remuneration.	Nil	2 years	▪ 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 Resolution 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 under the 10% Placement Capacity 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 granted 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 25th September 2017 of $89,803,840 based on a share price of $0.25.

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 of 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 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 7.1A2)	**Dilution**			
	Issue Price (per Share)	**0.125 (50% decrease in Issue Price)**	**0.25 (Issue Price)**	**0.375 (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	$4,490,192	$8,980,384	$13,470,576
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	$6,735,288	$13,470,576	$20,205,864
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	$8,980,384	$17,960,768	$26,941,152

*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.
2. The issue price set out above is the closing price of the Shares on the ASX on 25 September 2017.
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 4 November 2016 (**Previous Approval**).

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

During the 12 month period preceding the date of the Meeting, being on and from 4 November 2016, the Company has issued the following Equity Securities:

Issue Date	**Number**	**% of Total Shares**	**Comment**
30 November 2016	15,730,000 ordinary shares	5.31%	Issued under Institutional Placement at $0.20 per ordinary share for cash representing a 23% discount to the closing market price on the date of issue. The shares were issued to selected institutional and sophisticated investors. The $3.1m of cash raised (less issue costs) is on hand and will be used for capital expenditure, working capital, technology development and strategic opportunities.
November and December 2016	42,311,164 ordinary shares	14.21%	Issued under a 1 for 7 accelerated non-renounceable pro rata entitlement offer at $0.20 per ordinary share for cash representing a 23% discount to the closing market price on the date of issue. The $8.5m of cash raised (less issue costs) is on hand and will be used for capital expenditure, working capital, technology development and strategic opportunities.

			These were issued under Exception 1 to Listing Rule 7.1 and 7.1A.
21 June 2017	5,000,000 ordinary shares	1.69%	New shares issued under approved Employee Stock Ownership Plan to the Trustee for nil consideration.

(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. RESOLUTIONS 4 AND 5 – RE-ELECTION OF DIRECTORS – MS TIFFANY FULLER AND MS PENELOPE MACLAGAN

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 and Ms Penelope Maclagan retire by rotation and being eligible, offers themselves for re-election. These Resolutions seek the reappointment of Ms Fuller and Ms MacLagan as Directors.

Tiffany Fuller: Tiffany is a qualified Chartered Accountant who has held various accounting, corporate finance, financial advisory and management consulting positions with Arthur Anderson in Australia, the United States and in the UK and subsequently held roles in investment banking and private equity with Rothschild Australia. Tiffany is an experienced public company director with broad expertise in finance, strategy, M&A, risk and governance.

Tiffany currently serves as a Non-Executive director of Computershare Ltd and Costa Group Ltd and is the Chair of the Audit and Risk Committee of both companies.

Penelope Maclagan: Ms Maclagan is a Non-Executive director of Computershare Limited. She joined Computershare Limited in 1983 and was appointed to the Board as an executive director in May 1995.

Until 2008, as head of Computershare Technology Services, Ms Maclagan was responsible for planning, developing and executing Computershare's global technology strategy. Ms Maclagan became a non-executive director of Computershare Limited in 2010.

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.

The Directors (with Ms Maclagan abstaining) recommend the re-election of Ms Maclagan as a Director of the Company and that shareholders vote in favour of Resolution 5.

Glossary

$ means Australian dollars.

10% Placement Capacity has the meaning given in section 4.2 of the Explanatory Statement.

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' as approved by shareholders on 6 November 2015.

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.

EDST means Eastern Daylight Saving Time as observed in Melbourne, Victoria.

Explanatory Statement means the explanatory statement accompanying the Notice.

Incentive Shares means ordinary shares issued to 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 Listing Rules of ASX.

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 2017.

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 4.1 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

Lodge your vote:

Online:
www.investorvote.com.au

By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

XX

Vote and view the annual report online

- Go to www.investorvote.com.au **or** scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 **PIN: 99999**

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For your vote to be effective it must be received by 9.00am (EDST) Wednesday, 8 November 2017

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

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

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

GO ONLINE TO VOTE,
or turn over to complete the form ➔

This Document is printed on **Greenhouse Friendly**™ ENVI Laser Carbon Neutral Paper

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

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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 6 Tower 2, 727 Collins Street, Melbourne, Victoria on Friday, 10 November 2017 at 9.00am (EDST) 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 and 2 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 2 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 and 2 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	☐	☐	☐
Resolution 2	Allocation of Equity to Managing Director under Deferred Employee Share Plan	☐	☐	☐
Resolution 3	Approval of 10% Placement Capacity	☐	☐	☐
Resolution 4	Re-election of Director - Ms Tiffany Fuller	☐	☐	☐
Resolution 5	Re-election of Director - Ms Penelope Maclagan	☐	☐	☐

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 | **Securityholder 2** | **Securityholder 3**

Sole Director and Sole Company Secretary | **Director** | **Director/Company Secretary**

Contact Name _____ **Contact Daytime Telephone** _____ **Date** / /