

**Form 604**  
Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme Smartpay Holdings Limited (ASX: SMP)

ACN/ARSN NZBN: 9429039735690

### 1. Details of substantial holder (1)

Name Wilson Asset Management Group (refer entities listed in Annexure A)

ACN/ARSN (if applicable) \_\_\_\_\_

There was a change in the interests of the substantial holder on

28/05/2024

The previous notice was given to the company on

26/02/2024

The previous notice was dated

26/02/2024

### 2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	21,435,717	9.00%	23,848,616	10.01%

### 3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
Refer to Annexure B					

### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities affected	Person's votes
Refer to Annexure C					

## 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
n/a	

## 6. Addresses

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name	Address
Refer to Annexure A	

## Signature

print name Kim Heng capacity Chief Operations Officer

sign here  date 30/05/2024

## DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100
- (6) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

## Annexure A

### 1. Details of Wilson Asset Management Group

#### Wilson Asset Management Group

Name	ACN / ARSN
Wilson Asset Management (International) Pty Limited	(ACN 081 047 118)
MAM Pty Limited	(ACN 100 276 542)
WAM Capital Limited	(ACN 086 587 395)
WAM Research Limited	(ACN 100 504 541)
WAM Active Limited	(ACN 126 420 719)
Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	(ACN 081 032 000)
WAM Leaders Limited	(ACN 611 053 751)
WAM Microcap Limited	(ACN 617 838 418)
WAM Global Limited	(ACN 624 572 925)
WAM Strategic Value Limited	(ACN 649 096 220)
WAM Alternative Assets Limited	(ACN 168 941 704)
Wilson Asset Management Leaders Fund	(ARSN 663 806 228)

### 6. Addresses

Name	Address
Wilson Asset Management (International) Pty Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
MAM Pty Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
WAM Capital Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
WAM Research Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
WAM Active Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	Level 26, 1 Farrer Place, Sydney, NSW 2000
WAM Leaders Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
WAM Microcap Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
WAM Alternative Assets Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
WAM Strategic Value Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
WAM Global Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
Wilson Asset Management Leaders Fund	Level 26, 1 Farrer Place, Sydney, NSW 2000
Citigroup Pty Limited	Level 21, 2 Park Street, Sydney, NSW 2000

This is Annexure A of 1 pages referred to in Form 604 - Notice of change of interests of substantial holder.

Signed: \_\_\_\_\_



Date: 30/05/2024

## ANNEXURE B

Refer to Annexure A for the name and ACN's of the Wilson Asset Management Group members.

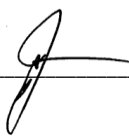
### 3. Changes in relevant interests

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class of securities	Number of securities	Person's votes affected
27/02/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-5,867.80	Ordinary shares	4,155	4,155
27/02/24	WAM Active Limited	On market purchase	-5,552.88	Ordinary shares	3,932	3,932
27/02/24	WAM Capital Limited	On market purchase	-214,131.65	Ordinary shares	151,627	151,627
27/02/24	WAM Microcap Limited	On market purchase	-29,940.61	Ordinary shares	21,201	21,201
28/02/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-326.23	Ordinary shares	231	231
28/02/24	WAM Active Limited	On market purchase	-309.27	Ordinary shares	219	219
28/02/24	WAM Capital Limited	On market purchase	-11,923.43	Ordinary shares	8,443	8,443
28/02/24	WAM Microcap Limited	On market purchase	-13,481.11	Ordinary shares	9,546	9,546
29/02/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-1.41	Ordinary shares	1	1
29/02/24	WAM Active Limited	On market purchase	-1.41	Ordinary shares	1	1
29/02/24	WAM Capital Limited	On market purchase	-61.92	Ordinary shares	44	44
29/02/24	WAM Microcap Limited	On market purchase	-70.37	Ordinary shares	50	50
01/03/24	WAM Active Limited	On market purchase	-151,564.64	Ordinary shares	106,665	106,665
07/03/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-622.66	Ordinary shares	452	452
07/03/24	WAM Capital Limited	On market purchase	-23,575.73	Ordinary shares	17,114	17,114
07/03/24	WAM Microcap Limited	On market purchase	-3,030.65	Ordinary shares	2,200	2,200
08/03/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-67.31	Ordinary shares	48	48
08/03/24	WAM Capital Limited	On market purchase	-2,535.38	Ordinary shares	1,808	1,808
08/03/24	WAM Microcap Limited	On market purchase	-325.34	Ordinary shares	232	232
13/03/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-2,260.36	Ordinary shares	1,612	1,612
13/03/24	WAM Active Limited	On market purchase	-8,396.43	Ordinary shares	5,988	5,988
13/03/24	WAM Capital Limited	On market purchase	-88,424.76	Ordinary shares	63,061	63,061
13/03/24	WAM Microcap Limited	On market purchase	-16,728.36	Ordinary shares	11,930	11,930
14/03/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market sell	20,675.77	Ordinary shares	-	14,636
14/03/24	WAM Active Limited	On market sell	76,810.84	Ordinary shares	-	54,373
14/03/24	WAM Capital Limited	On market sell	808,971.23	Ordinary shares	-	572,656
14/03/24	WAM Microcap Limited	On market sell	153,041.09	Ordinary shares	-	108,335
20/03/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-6,771.36	Ordinary shares	5,100	5,100
20/03/24	WAM Capital Limited	On market purchase	-262,580.82	Ordinary shares	197,769	197,769
20/03/24	WAM Microcap Limited	On market purchase	-189.85	Ordinary shares	143	143
21/03/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-8,103.81	Ordinary shares	5,840	5,840
21/03/24	WAM Capital Limited	On market purchase	-314,316.66	Ordinary shares	226,512	226,512
21/03/24	WAM Microcap Limited	On market purchase	-227.57	Ordinary shares	164	164
22/03/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-10,679.61	Ordinary shares	7,535	7,535
22/03/24	WAM Capital Limited	On market purchase	-414,220.34	Ordinary shares	292,253	292,253
22/03/24	WAM Microcap Limited	On market purchase	-300.48	Ordinary shares	212	212
25/03/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-769.45	Ordinary shares	543	543
25/03/24	WAM Capital Limited	On market purchase	-29,858.32	Ordinary shares	21,071	21,071
25/03/24	WAM Microcap Limited	On market purchase	-21.25	Ordinary shares	15	15
26/03/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-2,332.93	Ordinary shares	1,646	1,646

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class of securities	Number of securities	Person's votes affected
26/03/24	WAM Capital Limited	On market purchase	-90,457.14	Ordinary shares	63,822	63,822
26/03/24	WAM Microcap Limited	On market purchase	-65.20	Ordinary shares	46	46
05/04/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-1.31	Ordinary shares	1	1
05/04/24	WAM Capital Limited	On market purchase	-35.39	Ordinary shares	27	27
05/04/24	WAM Microcap Limited	On market purchase	-6.55	Ordinary shares	5	5
09/04/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-1,538.39	Ordinary shares	1,184	1,184
09/04/24	WAM Active Limited	On market purchase	-5,438.93	Ordinary shares	4,186	4,186
09/04/24	WAM Capital Limited	On market purchase	-60,141.35	Ordinary shares	46,287	46,287
09/04/24	WAM Microcap Limited	On market purchase	-10,840.18	Ordinary shares	8,343	8,343
10/04/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-3,555.92	Ordinary shares	2,761	2,761
10/04/24	WAM Active Limited	On market purchase	-12,581.58	Ordinary shares	9,769	9,769
10/04/24	WAM Capital Limited	On market purchase	-139,096.64	Ordinary shares	108,002	108,002
10/04/24	WAM Microcap Limited	On market purchase	-25,072.99	Ordinary shares	19,468	19,468
11/04/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-1,968.24	Ordinary shares	1,534	1,534
11/04/24	WAM Capital Limited	On market purchase	-69,245.39	Ordinary shares	53,968	53,968
11/04/24	WAM Microcap Limited	On market purchase	-4,055.82	Ordinary shares	3,161	3,161
12/04/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-966.95	Ordinary shares	767	767
12/04/24	WAM Capital Limited	On market purchase	-34,023.58	Ordinary shares	26,988	26,988
12/04/24	WAM Microcap Limited	On market purchase	-1,993.16	Ordinary shares	1,581	1,581
15/04/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-811.90	Ordinary shares	628	628
15/04/24	WAM Capital Limited	On market purchase	-26,845.61	Ordinary shares	20,765	20,765
15/04/24	WAM Microcap Limited	On market purchase	-23,246.37	Ordinary shares	17,981	17,981
22/04/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-2,493.49	Ordinary shares	1,962	1,962
22/04/24	WAM Capital Limited	On market purchase	-89,905.55	Ordinary shares	70,742	70,742
22/04/24	WAM Microcap Limited	On market purchase	-23,216.69	Ordinary shares	18,268	18,268
23/04/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-502.71	Ordinary shares	400	400
23/04/24	WAM Capital Limited	On market purchase	-18,152.78	Ordinary shares	14,444	14,444
23/04/24	WAM Microcap Limited	On market purchase	-4,687.75	Ordinary shares	3,730	3,730
24/04/24	WAM Microcap Limited	On market purchase	-2,974.50	Ordinary shares	2,320	2,320
26/04/24	WAM Microcap Limited	On market purchase	-5,974.20	Ordinary shares	4,765	4,765
29/04/24	WAM Microcap Limited	On market purchase	-9,070.94	Ordinary shares	7,075	7,075
30/04/24	WAM Microcap Limited	On market purchase	-36,687.48	Ordinary shares	27,709	27,709
02/05/24	WAM Microcap Limited	On market purchase	-459,887.57	Ordinary shares	367,304	367,304
03/05/24	WAM Microcap Limited	On market purchase	-461,763.15	Ordinary shares	368,802	368,802
07/05/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-1,896.38	Ordinary shares	1,562	1,562
07/05/24	WAM Capital Limited	On market purchase	-3,562.07	Ordinary shares	2,934	2,934
07/05/24	WAM Microcap Limited	On market purchase	-17,389.09	Ordinary shares	14,323	14,323
08/05/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-28,851.42	Ordinary shares	24,718	24,718
08/05/24	WAM Capital Limited	On market purchase	-348,973.92	Ordinary shares	298,978	298,978
08/05/24	WAM Microcap Limited	On market purchase	-236,296.07	Ordinary shares	202,443	202,443
09/05/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-457.63	Ordinary shares	388	388
09/05/24	WAM Capital Limited	On market purchase	-5,465.67	Ordinary shares	4,634	4,634
09/05/24	WAM Microcap Limited	On market purchase	-3,744.82	Ordinary shares	3,175	3,175
13/05/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-1,771.40	Ordinary shares	1,487	1,487
13/05/24	WAM Capital Limited	On market purchase	-21,180.65	Ordinary shares	17,780	17,780
13/05/24	WAM Microcap Limited	On market purchase	-14,511.96	Ordinary shares	12,182	12,182

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class of securities	Number of securities	Person's votes affected
14/05/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-770.97	Ordinary shares	653	653
14/05/24	WAM Capital Limited	On market purchase	-9,219.69	Ordinary shares	7,809	7,809
14/05/24	WAM Microcap Limited	On market purchase	-6,317.66	Ordinary shares	5,351	5,351
15/05/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-298.82	Ordinary shares	254	254
15/05/24	WAM Active Limited	On market purchase	-978.80	Ordinary shares	832	832
15/05/24	WAM Capital Limited	On market purchase	-11,149.18	Ordinary shares	9,477	9,477
15/05/24	WAM Microcap Limited	On market purchase	-2,622.30	Ordinary shares	2,229	2,229
23/05/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-467.65	Ordinary shares	397	397
23/05/24	WAM Active Limited	On market purchase	-1,532.54	Ordinary shares	1,301	1,301
23/05/24	WAM Capital Limited	On market purchase	-17,453.90	Ordinary shares	14,817	14,817
23/05/24	WAM Microcap Limited	On market purchase	-4,105.21	Ordinary shares	3,485	3,485
27/05/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-1,292.20	Ordinary shares	1,082	1,082
27/05/24	WAM Active Limited	On market purchase	-2,473.32	Ordinary shares	2,071	2,071
27/05/24	WAM Capital Limited	On market purchase	-35,078.02	Ordinary shares	29,372	29,372
27/05/24	WAM Microcap Limited	On market purchase	-10,195.46	Ordinary shares	8,537	8,537
28/05/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-1,001.63	Ordinary shares	825	825
28/05/24	WAM Active Limited	On market purchase	-1,917.06	Ordinary shares	1,579	1,579
28/05/24	WAM Capital Limited	On market purchase	-27,183.70	Ordinary shares	22,390	22,390
28/05/24	WAM Microcap Limited	On market purchase	-7,901.36	Ordinary shares	6,508	6,508
29/05/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-63.55	Ordinary shares	52	52
29/05/24	WAM Active Limited	On market purchase	-122.20	Ordinary shares	100	100
29/05/24	WAM Capital Limited	On market purchase	-1,724.26	Ordinary shares	1,411	1,411
29/05/24	WAM Microcap Limited	On market purchase	-501.03	Ordinary shares	410	410
30/05/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-221.48	Ordinary shares	182	182
30/05/24	WAM Active Limited	On market purchase	-727.71	Ordinary shares	598	598
30/05/24	WAM Capital Limited	On market purchase	-8,289.55	Ordinary shares	6,812	6,812
30/05/24	WAM Microcap Limited	On market purchase	-1,950.70	Ordinary shares	1,603	1,603

This is Annexure B of 3 pages referred to in Form 604 - Notice of change of interests of substantial holder.

Signed:  \_\_\_\_\_

Date: 30/05/2024


## ANNEXURE C

Refer to Annexure A for the name and ACN's of the Wilson Asset Management Group members.

### 4. Present relevant interests

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as a holder (8)	Nature of relevant interest (6)	Number of securities	Class of securities	Person's votes
Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	Citigroup Pty Limited	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	Management of the portfolio of Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	473,176	Ordinary shares	473,176
WAM Active Limited	Citigroup Pty Limited	WAM Active Limited	Management of the portfolio of WAM Active Limited	1,549,873	Ordinary shares	1,549,873
WAM Capital Limited	Citigroup Pty Limited	WAM Capital Limited	Management of the portfolio of WAM Capital Limited	17,666,935	Ordinary shares	17,666,935
WAM Microcap Limited	Citigroup Pty Limited	WAM Microcap Limited	Management of the portfolio of WAM Microcap Limited	4,158,632	Ordinary shares	4,158,632

This is Annexure C of 1 pages referred to in Form 604 - Notice of change of interests of substantial holder.

Signed:  \_\_\_\_\_

Date: 30/05/2024