

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2016 Annual General Meeting of ThinkSmart Limited (the “Company”) will be held at Level 36, 250 St Georges Terrace, Perth, Western Australia on Wednesday, 30 November 2016, commencing at 3:30pm (WST).

An Explanatory Statement containing information in relation to each of the resolutions to be put to shareholders accompanies this Notice of Meeting.

The 2016 Annual Report is available on the Company’s website: www.thinksmartworld.com

AGENDA ITEMS

ORDINARY BUSINESS

Financial Reporting

To receive and consider the financial report of the Company and the consolidated entity and the reports of the directors and the auditors for the financial year ended 30 June 2016.

There is no vote on this item.

Resolution 1 – Remuneration Report

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That the Remuneration Report contained within the Company’s financial report for the year ended 30 June 2016 be adopted.”

This resolution is advisory only and does not bind the directors or the Company.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 1 (in any capacity) by or on behalf of a member of the Company’s key management personnel (**KMP**), details of whose remuneration is included in the Remuneration Report, or their closely related parties (such as close family members and any companies the person controls).

However, the Company need not disregard a vote cast on Resolution 1 by a member of the KMP or their closely related parties as a proxy if the vote is not cast on behalf of a member of the KMP or their closely related parties and either:

- the voter is appointed as a proxy by writing that specifies how the proxy is to vote on Resolution 1; or
- the proxy is the Chairman of the Meeting and the appointment expressly authorises the Chairman to exercise the proxy.

Resolution 2 – Retirement and Re-election of Director – Mr Ned Montarello

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That Mr Ned Montarello, being a director of the Company who retires in accordance with clause 8.1(e) of the Company’s Constitution, and being eligible, is re-elected as a director of the Company.”

Resolution 3 – Retirement and Election of Director – Mr Peter Gammell

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That Mr Peter Gammell, being a director of the Company who retires in accordance with clause 8.1(c) of the Company’s Constitution, and being eligible, is elected as a director of the Company.”

Note to shareholders: the Board has resolved to appoint new directors in connection with its admission to trading on the Alternative Investment Market of London Stock Exchange plc (AIM). The appointments are conditional on the Company being admitted to AIM. Accordingly, Resolutions 4, 5 and 6 – which seek the election of directors appointed by the Board before the Annual General Meeting – will only be put to shareholders if the Company's admission to trading on AIM takes effect before the date of the Annual General Meeting.

Resolution 4 – Retirement and Election of Director – Mr Gary Halton

Subject to the Company's admission to trading on AIM occurring prior to the 2016 Annual General Meeting, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That Mr Gary Halton, being a director of the Company who retires in accordance with clause 8.1(c) of the Company's Constitution, and being eligible, is elected as a director of the Company."

Resolution 5 – Retirement and Election of Director – Mr David Adams

Subject to the Company's admission to trading on AIM occurring prior to the 2016 Annual General Meeting, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That Mr David Adams, being a director of the Company who retires in accordance with clause 8.1(c) of the Company's Constitution, and being eligible, is elected as a director of the Company."

Resolution 6 – Retirement and Election of Director – Mr Roger McDowell

Subject to the Company's admission to trading on AIM occurring prior to the 2016 Annual General Meeting, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That Mr Roger McDowell, being a director of the Company who retires in accordance with clause 8.1(c) of the Company's Constitution, and being eligible, is elected as a director of the Company."

ENTITLEMENT TO VOTE

It has been determined that under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the Annual General Meeting, shares will be taken to be held by the persons who are the registered holders at **4:00pm (WST) on Monday, 28 November 2016**. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

PROXIES

A shareholder entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the shareholder. A proxy need not be a shareholder and can be either an individual or a body corporate. If a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the Meeting, in accordance with section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative at the Meeting.

If such evidence is not received at the Meeting, then the body corporate (through its representative) will not be permitted to act as a proxy.

Members of the KMP (which includes each of the directors and the company secretary) will not be able to vote as proxy on Resolution 1 unless shareholders direct them how to vote. If a shareholder intends to appoint a member of the KMP (such as one of the directors or the company secretary) as their proxy, they should ensure that they direct that person how to vote on Resolution 1.

As a member of the KMP, the Chairman of the Meeting will not be permitted to vote undirected proxies on Resolution 1. If a shareholder intends to appoint the Chairman as their proxy in relation to Resolution 1, or the Chairman will be appointed as their proxy by default, the shareholder can direct the Chairman how to vote by either marking the box for Resolution 1 (for example, if the shareholder wishes to vote 'for', 'against' or to 'abstain' from voting), or by marking as indicated on the Proxy Form (in which case the Chairman will vote in favour of Resolution 1).

A shareholder that is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes.

A Proxy Form accompanies this Notice and to be effective must be received:

Online:

At www.investorvote.com.au

By Mobile:

Scan the QR Code on your Proxy form and follow the prompts

By Mail to:

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

By Facsimile Transmission to:

1800 783 447 (within Australia) or
+61 3 9473 2555 (outside Australia)

By Hand to:

Computershare Investor Services
Pty Limited
Level 11
172 St George's Terrace
Perth, Western Australia 6000

Custodian Voting:

For Intermediary Online Subscribers
only (custodians) please visit
www.intermediaryonline.com to
submit your voting intentions

by no later than 3:30pm (WST) on 28 November 2016.

VIDEOCONFERENCE FACILITY

The Annual General Meeting will be broadcast live (at 8:30am London time) via videoconference facility at the following location:

ThinkSmart United Kingdom Office, 7th Floor Oakland House, Talbot Road, Old Trafford, Manchester M160PQ UK

By order of the Board



Neil Hackett
Company Secretary
Date: 28 October 2016

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide shareholders with sufficient information to assess the merits of the accompanying Notice of Meeting.

The directors recommend shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

The following information should be noted in respect of the various matters contained in the accompanying Notice of Meeting:

Financial Statements and Reporting

The *Corporations Act 2001* (Cth) (**Corporations Act**) requires:

- The reports of the directors and auditors; and
- The annual financial report, including the financial statements of the Company for the year ended 30 June 2016,

to be laid before the Annual General Meeting. Neither the Corporations Act nor the Constitution requires a vote of shareholders on the reports or statements. However, shareholders will be given reasonable opportunity to raise questions or make comments on the financial affairs of the Company at the Annual General Meeting.

Also, a reasonable opportunity will be given to members as a whole at the Meeting to ask the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Resolution 1 – Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Remuneration Report for the financial year ended 30 June 2016 is put to shareholders for adoption.

The vote on this resolution is advisory only and does not bind the directors or the Company. However, the Board will take the discussion on this Resolution and the outcome of the vote into account when considering the Company's remuneration policy. In addition, shareholders will be given a reasonable opportunity to ask questions about, and make comments on, the Remuneration Report at the Annual General Meeting.

As a result of amendments to the Corporations Act known generally as the 'two strikes rule', shareholders should note that if 25 per cent or more of the votes cast on this Resolution are voted against the Resolution (constituting a 'first strike'), a resolution on whether to hold a further meeting to spill the Board (a 'spill resolution') would be put to shareholders if a 'second strike' occurs at the 2017 Annual General Meeting. This spill resolution would be included in the 2017 Notice of Annual General Meeting.

The Chairman intends to vote all available proxies in favour of Resolution 1.

Resolution 2 – Re-election of Director – Mr Ned Montarello

The Company's constitution provides that no director, other than the managing director, may hold office without re-election beyond the third annual general meeting following the meeting at which the director was last elected. Mr Ned Montarello, being a director of the Company, was last elected at the Company's Annual General Meeting on 22 May 2014. Accordingly, Mr Montarello retires from office with effect from the end of the Meeting and, being eligible, offers himself for election.

A brief description of the candidate follows:

Ned Montarello

Mr Montarello has over 30 years' experience in the finance industry. He founded ThinkSmart in 1996 and through this vehicle has been credited with elevating the Nano-Ticket rental market sector in Australia, receiving the Telstra and Australian Government's Entrepreneur of the Year Award in 1998. Mr Montarello led the development of the Group's Australian distribution network by building partnerships with key retailers, including JB Hi-Fi and Dick Smith. Mr Montarello also steered the expansion of the business into Europe, establishing agreements with DSG International and a joint venture with HBOS to launch in the UK. In 2007, Mr Montarello successfully listed the business in Australia for \$204m. In 2010 he developed the "Infinity" product with Dixons to move into the "Business to Consumer" market for the first time in the UK. Mr Montarello continued to drive the business to maintain its sector leading IP in point of sale finance with the introduction of e-sign to its process ensuring that it maintained its relevance to the fast moving retail environment.

The directors consider that Mr Montarello brings considerable commercial experience to the Board and will continue to be a key contributor to the Company as it seeks to continue its product and channel diversification strategy.

The directors (other than Mr Montarello) recommend that shareholders vote in favour of Resolution 2. Mr Montarello, who has an interest in the outcome of Resolution 2, declines to make a recommendation.

Resolution 3 – Election of Director – Mr Peter Gammell

Mr Gammell was appointed by the other directors as a Non-Executive Director on 23 May 2016 in accordance with rule 8.1(b) of the Company's Constitution. The Constitution requires that a director that has been appointed by the other directors in accordance with rule 8.1(b), and who is not a managing director, holds office until the conclusion of the next annual general meeting following their appointment. Accordingly, Mr Gammell retires from office with effect from the end of the Meeting and, being eligible, offers himself for election.

A brief description of the candidate follows:

Peter Gammell

Peter Gammell is Chairman of Octet Finance and former Chairman of Scottish Pacific Business Finance. Peter is a non-executive Director of Seven West Media and was Managing Director and CEO of Seven Group Holdings (2010 -2013) and Managing Director of Australian Capital Equity Pty Ltd, Kerry Stokes' private company (1989 -2010).

Between 1984 and 1989 Peter was a director of Castle Cairn (Financial Services) Ltd, an investment management company based in Edinburgh, Scotland and a member of IMRO. Also during this time he was a director of Cairn Energy Management Limited and Cairn Energy PLC.

The directors consider that Mr Gammell brings considerable commercial experience to the Board and will continue to be a key contributor to the Company as it seeks to continue its product and channel diversification strategy.

The directors (other than Mr Gammell) recommend that shareholders vote in favour of Resolution 2. Mr Gammell, who has an interest in the outcome of Resolution 3, declines to make a recommendation.

Resolution 4 – Election of Director – Mr Gary Halton

The Board has resolved to appoint Mr Halton to the Board in accordance with rule 8.1(b) of the Company's Constitution, conditional on the Company's admission to trading to AIM. This is currently expected to occur before the 2016 Annual General Meeting. If, by the 2016 Annual General Meeting, Mr Halton has been appointed to the Board in accordance with rule 8.1(b) of the Company's Constitution, then he will retire under rule 8.1(d) of the Constitution with effect from the end of the Meeting. In that case, shareholders will be asked to vote on Resolution 4 to elect Mr Halton following his appointment by the Board.

A brief description of the candidate follows:

Gary Halton

Gary Halton has been CFO of the Company since 2008 when he joined the Company. Between October 2012 and January 2014, Gary acted as interim Managing Director. Prior to joining the Company, Gary held several senior positions, including Head of Finance Services and Head of Group Taxation, with De Vere Group Plc. Gary is a fully qualified chartered accountant and a chartered tax advisor, with over 20 years post qualification experience, having qualified with Ernst & Young, and then a subsequent Senior Managing role with PricewaterhouseCoopers.

The directors (other than Mr Halton) recommend that shareholders vote in favour of Resolution 4. Mr Halton, who has an interest in the outcome of Resolution 4, declines to make a recommendation.

Resolution 5 – Election of Director – Mr David Adams

The Board has resolved to appoint Mr Adams to the Board in accordance with rule 8.1(b) of the Company's Constitution, conditional on the Company's admission to trading to AIM. This is currently expected to occur before the 2016 Annual General Meeting. If, by the 2016 Annual General Meeting, Mr Adams has been appointed to the Board in accordance with rule 8.1(b) of the Company's Constitution, then he will retire under rule 8.1(d) of the Constitution with effect from the end of the Meeting. In that case, shareholders will be asked to vote on Resolution 5 to elect Mr Adams following his appointment by the Board.

A brief description of the candidate follows:

David Adams

David Adams has over 30 years of experience and has previously held non-executive roles with JJB Sports plc and British Retail Consortium. David's current appointments include serving as a Non-Executive Director and Chair of Audit Committee of Halfords plc, Chairman of Conviviality plc, a franchised off-licence chain, and Senior Independent Director, Non-Executive Director and Chair of Audit Committee of Hornby plc, a model railway manufacturer.

The directors (other than Mr Adams) recommend that shareholders vote in favour of Resolution 5. Mr Adams, who has an interest in the outcome of Resolution 5, declines to make a recommendation.

Resolution 6 – Election of Director – Mr Roger McDowell

The Board has resolved to appoint Mr McDowell to the Board in accordance with rule 8.1(b) of the Company's Constitution, conditional on the Company's admission to trading to AIM. This is currently expected to occur before the 2016 Annual General Meeting. If, by the 2016 Annual General Meeting, Mr McDowell has been appointed to the Board in accordance with rule 8.1(b) of the Company's Constitution, then he will retire under rule 8.1(d) of the Constitution with effect from the end of the Meeting. In that case, shareholders will be asked to vote on Resolution 6 to elect Mr McDowell following his appointment by the Board.

A brief description of the candidate follows:

Roger McDowell

Having led Oliver Ashworth Group through a main market IPO and subsequent sale, as CEO, Roger has 18 years in the public company environment. Roger's current roles include serving as Chairman of Avingtrans plc, Senior Independent & Audit Chair at Servelec plc, Non-Executive Director of Premier Technical Services Group plc; D4t4 plc; Swallowfield plc; and Proteome Sciences plc.

The directors (other than Mr McDowell) recommend that shareholders vote in favour of Resolution 6. Mr McDowell, who has an interest in the outcome of Resolution 6, declines to make a recommendation.

Ends

Enc. Proxy Form

THINKSMART

ThinkSmart Limited

ABN 24 092 319 698

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

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(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

TSM

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

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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: I999999999

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 3:00pm (WST) Monday, 28 November 2016

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** →

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

IND

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 ThinkSmart 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 ThinkSmart Limited to be held at Level 36, 250 St Georges Terrace, Perth, Western Australia on Wednesday, 30 November 2016 at 3:30pm (WST) 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 Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is 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 Resolution 1 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	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Retirement and Re-election of Director – Mr Ned Montarello	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Retirement and Election of Director – Mr Peter Gammell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Retirement and Election of Director – Mr Gary Halton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Retirement and Election of Director – Mr David Adams	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Retirement and Election of Director – Mr Roger McDowell	<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 / /