

THINKSMART LIMITED
ACN 092 319 698

NOTICE OF ANNUAL GENERAL MEETING

**The Annual General Meeting of the Company will be held at
the offices of Canaccord Genuity, 88 Wood Street, London EC2V 7QR
on Wednesday, 1 November 2017, commencing at 8.30am (GMT).**

**A separate meeting place will be linked to the main meeting place by an audio communication system
to enable members to participate in discussion at the Annual General Meeting in Australia. The separate
meeting place will be at Herbert Smith Freehills, Level 36, 250 St Georges Terrace, Perth, Western
Australia, 6000 on Wednesday 1 November 2017, commencing at 4.30pm (WST).**

This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

**Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on
+61 (0) 8 9380 8333**

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2017 Annual General Meeting of ThinkSmart Limited (the "Company") will be held at the offices of Canaccord Genuity, 88 Wood Street, London EC2V 7QR on Wednesday, 1 November 2017, commencing at 8.30am (GMT).

A separate meeting place in Australia will be linked to the main meeting place in the UK by an audio communication system to enable members to participate in discussion at the Annual General Meeting in Australia. The separate meeting place will be at Herbert Smith Freehills, Level 36, 250 St Georges Terrace, Perth, Western Australia, 6000 on Wednesday 1 November 2017, commencing at 4.30pm (WST). In order to vote on the resolutions, members attending at the location in Australia will need to submit their Proxy Form in advance of the Meeting in accordance with the instructions in section 7 below.

Depository Interest ("DI") Holders may attend the Meeting but will not be permitted to vote at the Meeting. For their votes to be counted DI Holders must submit their CREST Voting Instruction to the Company's agent by the required cut-off time set out in Section 8 below. Alternatively, DI Holders can vote using the enclosed Form of Instruction as per the instruction set out in Section 9 below.

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form, or Form of Instruction if you are a DI Holder, form part of this Notice.

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 as Shareholders on Monday, 30 October 2017 at 8.30 am (GMT).

The 2017 Annual Report is available on the Company's website: www.thinksmartworld.com

AGENDA

1. 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 2017. There is no vote on this item.

2. Resolution 1 – Retirement and Re-election of Director – Mr Keith Jones

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

"That Mr Keith Jones, being a director of the Company who retires in accordance with clause 8.1(d) of the Company's Constitution, and being eligible, is re-elected as a director of the Company."

3. Resolution 2 – Retirement and Election of Director – Mr Gary Halton

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."

4. Resolution 3 – Retirement and Election of Director – Mr David Adams

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."

5. Resolution 4 – Retirement and Election of Director – Mr Roger McDowell

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.”

6. 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 **8.30am (GMT) on Monday, 30 October 2017**. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

7. Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company and can either be an individual or body corporate; and
- (c) a member of the Company 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

If a Shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- (a) appoints an individual as its corporate representative to exercise its powers at the Meeting, in accordance with section 250D of the Corporations Act; and
- (b) 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.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

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: **by no later than 8.30am (GMT) on 30 October 2017**.

8. United Kingdom (CREST Voting Instruction)

DI Holders in CREST may transmit voting instructions by utilising the CREST voting service in accordance with the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take appropriate action on their behalf.

In order for instructions made using the CREST voting service to be valid, the appropriate CREST message (a "CREST Voting Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com/CREST).

To be effective, the CREST Voting Instruction must be transmitted so as to be received by the Company's agent (3RA50) no later than 27 October 2017 at 8:30am (GMT). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the Company's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST. DI Holders in CREST and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of the DI Holder concerned to take (or, if the DI Holder is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that the CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST voting service by any particular time.

In this connection, DI Holders and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

9. United Kingdom (Form of Instruction)

DI Holders are invited to attend the Meeting but are not entitled to vote at the Meeting. In order to have votes cast at the Meeting on their behalf, DI holders must complete, sign and return the Forms of Instruction forwarded to them along with the Notice to the Company's agent, Computershare UK, by 27 October 2017 at 8:30am (GMT).

By order of the Board



Kerin Williams
Company Secretary

Date: 9 October 2017

EXPLANATORY STATEMENT

1. Introduction

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:

1.1 General

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the offices of Canaccord Genuity, 88 Wood Street, London EC2V 7QR United Kingdom on Wednesday, 1 November 2017 at 8.30am (GMT). DI Holders are able to attend the Meeting, but may not vote at the Meeting.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

1.2 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 2017,

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.

2. Resolution 1 – Re-election of Director – Mr Keith Jones

The Company's constitution provides that at every AGM, after excluding: (1) a director who is a managing director; and (2) a director appointed by the directors under rule 8.1(b) and standing for election, one-third of the remaining directors (rounded down to the nearest whole number) must retire from office. Accordingly, Mr Jones retires from office with effect from the end of the Meeting and, being eligible, offers himself for re-election.

A brief description of the candidate follows:

Keith Jones

Mr Jones has 30 years of retail experience in Europe, including roles as Chief Executive Officer of JJB Sports Plc, Group Retail Director of Dixons Retail Plc and Managing Director of PC World Stores Group. Whilst at Dixons Retail Plc, Keith was a member of the Group Executive Committee and was responsible for all UK and Ireland brands including PC World and Currys. Keith has also recently been appointed as Chief Executive Officer of Sprint Connect, LLC, a joint venture between Sprint and Dixons. Keith has a MBA from Manchester Business School.

The directors (other than Mr Jones) recommend that shareholders vote in favour of Resolution 1. Mr Jones, who has an interest in the outcome of Resolution 1, declines to make a recommendation.

3. Resolution 2 – Election of Director – Mr Gary Halton

Mr Halton was appointed by the other directors as an Executive Director in accordance with rule 8.1(b) of the Company's Constitution upon the Company's admission to trading on AIM on 2 December 2016. The Company's 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 Halton 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:

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 2. Mr Halton, who has an interest in the outcome of Resolution 2, declines to make a recommendation.

4. Resolution 3 – Election of Director – Mr David Adams

Mr Adams was appointed by the other directors as a Non-Executive Director in accordance with rule 8.1(b) of the Company's Constitution upon the Company's admission to trading on AIM on 2 December 2016. The Company's 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 Adams 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:

David Adams

David Adams has over 30 years of experience and has previously held non-executive roles with Jessops Plc and Moss Bros Plc. 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 3. Mr Adams, who has an interest in the outcome of Resolution 3, declines to make a recommendation.

5. Resolution 4 – Election of Director – Mr Roger McDowell

Mr McDowell was appointed by the other directors as a Non-Executive Director in accordance with rule 8.1(b) of the Company's Constitution upon the Company's admission to trading on AIM on 2 December 2016. The Company's 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 McDowell 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:

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 Solutions plc; Swallowfield plc; and Proteome Sciences plc.

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

Ends
Enc. Proxy Form

