

# APPENDIX 2: FORMS

## PART A: ISSUER'S UNDERTAKING

### Form of Issuer's Undertaking required to be entered into by an issuer in support of its application for a listing


TO: The National Stock Exchange of Australia Limited  
FROM: SMART AUTO AUSTRALIA LIMITED

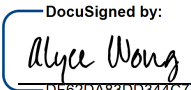
In consideration of the National Stock Exchange of Australia ("the Exchange") granting our application for listing,


1. We acknowledge that our securities shall remain listed only during the pleasure of the Exchange, and that we undertake and agree to comply with the Listing Rules in force from time to time as issued by the Exchange and in particular undertake and agree to comply with the continuing obligations as set out in of Section IIA of the Listing Rules of the Exchange.
2. We warrant to the Exchange that the issue of the securities to be quoted complies with the Act applicable to the issue, and was not for an illegal purpose and that there is no reason why the securities should not be listed.
3. We acknowledge that the Exchange is relying on the documents and information required by the Listing Rules to be supplied with this undertaking. We warrant that these documents and information are (or, if not yet supplied, will be) true and complete.
4. We indemnify and will continue to indemnify the Exchange to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected, with any breach of our warranty set out in paragraphs 2 and 3 above.
5. We acknowledge that any document given to the Exchange by us or on our behalf becomes the property of the Exchange and that the Exchange may deal with it as it wishes, including disseminating the document to the public.

Dated this 20 day of MARCH

EXECUTED by SMART AUTO )  
AUSTRALIA LIMITED ACN 644 257 465 )  
in accordance with section 127 of the )  
Corporations Act 2001 (Cth): )

DocuSigned by:  
  
Signature of director  
FAA83190244E

DocuSigned by:  
  
Signature of director/company secretary  
DF62DA83DD344C...

DocuSigned by:  
  
Name of director  
F25890A2A82F47D...

DocuSigned by:  
  
Name of director/company secretary  
0ECE3549BAC8441...

DocuSigned by:

*Francis Man*

Name of director