

Market Announcement

14 October 2013

Information with respect to 2013 Executive Performance Rights Plan

SMS Management & Technology Limited (SMS) (ASX: SMX) provides the following information to the market in advance of its Annual General Meeting to be held on Level 2, Club Pavilion, RACV Club, 501 Bourke Street, Melbourne, Victoria at 10.00 am (AEST) on Tuesday, 22 October 2013 (AGM).

SMS has implemented a 2013 Executive Performance Rights Plan (**Plan**). Under the Plan, the conversion of performance rights into shares in SMS is subject to certain performance criteria within a prescribed performance period, being the three years to 30 June 2016. The allocation of performance rights are equally split, with 50% based on a relative total shareholder return (**TSR**) performance hurdle and 50% based on a relative earnings per share (**EPS**) performance hurdle. For the purposes of assessing both the TSR and EPS performance hurdles, a comparison is made against a peer group consisting of 15 comparator companies. These companies are as follows:

| No. | Company Name | ASX Code |
|-----|---|----------|
| 1 | Oakton Limited | OKN |
| 2 | UXC Limited | UXC |
| 3 | ASG Group Limited | ASZ |
| 4 | Melbourne IT Limited | MLB |
| 5 | Computershare Limited | CPU |
| 6 | Data#3 Limited | DTL |
| 7 | Programmed Maintenance Services Limited | PRG |
| 8 | Service Stream Limited | SSM |
| 9 | DWS Limited | DWS |
| 10 | WorleyParsons Limited | WOR |
| 11 | Clarius Group Limited | CND |
| 12 | Skilled Group Limited | SKE |
| 13 | Technology One Limited | TNE |
| 14 | IRESS Limited | IRE |
| 15 | Carsales.com Limited | CRZ |

The relative EPS is assessed using statutory EPS calculated in accordance with accounting standards. The relative growth of EPS is assessed using the average EPS over the three years prior to the commencement of the Plan compared with the average EPS over the three years during the performance period.

Resolution Three at the AGM seeks shareholder approval for the granting to the Chief Executive Officer of 112,868 performance rights under the Plan. Shareholders may wish to take the above information into account when considering how to vote on Resolution Three.





For further information please contact:

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About SMS

SMS Management & Technology Limited (SMS) [ASX:SMX] is a leading Asia Pacific consulting, technology and systems integration company employing over 1,500 professionals throughout Australia, Hong Kong, Vietnam and Singapore. Established in 1986, SMS is best known for delivery excellence. SMS helps its clients improve their business performance through the implementation of strategy and the delivery of business and technology projects. Industry expertise spans the financial services, ICT, government, defence, health, utilities, resources and infrastructure sectors. For further information refer to www.smsmt.com.