



22 November 2012

GREENCROSS LIMITED (ASX: GXL) Announcement

GREENCROSS EMPLOYEE LOAN PLAN

Per the announcement made on 30 August 2012, in relation to the issue of shares under the Greencross Employee Loan Plan, Greencross Limited ('Greencross' or 'The Company') is pleased to confirm that it has now issued 125,000 shares, at \$2.30 per share, to Dr Glen Richards (Managing Director). It should be noted that these shares were approved for issue by shareholders at the Company's Annual General Meeting held on 25 October 2012.

Please find following the Appendix 3B and Appendix 3Y in relation to the issue of the new shares under the Greencross Employee Loan Plan.

- DETAILS OF THE PLAN AND PLAN RULES -

The Board introduced, and Shareholders approved, the Loan Plan in August 2010. As a result of the approval given by Shareholder, the directors are entitled to issue securities under the Loan Plan, numbering in aggregate, up to 15% of the shares on issue without offering them pro rata to shareholders or obtaining prior approval of existing shareholders.

The purpose of the Loan Plan is to better align the interests of shareholders and the employees of Greencross by linking the potential economic wealth of employees to the long-term success of the Company.

After the new issue of shares to Dr Glen Richards, the total number of shares issued under the Loan Plan will be 1,250,000, or approximately 3.9% of the issued securities of the Company.

The Board has determined the performance hurdles that will need to be satisfied before the Employees may withdraw their shares from the Loan Plan. The Performance Criterion will consist of two cumulative components:

1. No Participant will be able to access the benefit of the Loan Plan unless the average closing price of Greencross Limited ordinary shares for five trading days on the Australian Securities Exchange is equal to or greater than:
 - a. 24 months from an allocation, \$3.66;
 - b. 36 months from an allocation, \$4.32;
 - c. 48 months from an allocation, \$5.31; and
 - d. 59 months from an allocation, \$6.56.

2. Should a participant be assessed at below satisfactory in two consecutive performance reviews the Participant will redeliver to Greencross all shares the subject of the Greencross Loan Plan and such shares will be cancelled.

Provided there is no breach of the Plan Rules that results in forfeiture, the shares which are the subject of the Greencross Loan Plan shall vest to the Participant according to the following Vesting Scale:

20% – 24 months from allocation;
20% – 36 months from allocation;
20% – 48 months from allocation; and
40% – 59 months from allocation

Loans under the Loan Plan are limited recourse in nature, which means that if at the date that the loan becomes repayable the Employee's shares are worth less than the outstanding balance of the loan, the Company cannot recover the difference from the Employee. Interest will not be payable on the outstanding balance of the loan.

As security for the loan, the Employee will pledge the shares acquired under the Loan Plan to the Company at the time the financial assistance is provided and will grant a charge over any future benefits attributable to those shares, including bonus shares, rights, and dividends.

Full details of the Loan Plan rules can be found on the Company's website.

-END-

ABOUT GREENCROSS

Greencross was established in 2003 and has grown to become Australia's leading veterinary services company through the acquisition and integration of 86 practices around Australia.

Greencross's strategy is to continue to consolidate the fragmented veterinary services industry in Australia and is focused on delivering exceptional veterinary medicine and levels of care to its patients. The company's vision is to be the practice of choice for employees, clients, patients and shareholders.

For further information please contact:

Glen Richards
Managing Director, Greencross Limited
Phone: (07) 3435 3535

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

GREENCROSS LIMITED

ABN

58 119 778 862

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | | | | | |
|----|--|--|----|--|----|---|
| 1 | +Class of +securities issued or to be issued | FULLY PAID ORDINARY SHARES | | | | |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <table border="0"><tr><td style="padding-right: 10px;">1.</td><td>10,000</td></tr><tr><td>2.</td><td>125,000</td></tr></table> | 1. | 10,000 | 2. | 125,000 |
| 1. | 10,000 | | | | | |
| 2. | 125,000 | | | | | |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | <table border="0"><tr><td style="padding-right: 10px;">1.</td><td>As per other fully paid ordinary shares already quoted</td></tr><tr><td>2.</td><td>Shares are subject to the terms and conditions of the Greencross Limited Employee Loan Plan and are to be held in a trading lock until certain hurdles and tenure have been satisfied by the employees.</td></tr></table> | 1. | As per other fully paid ordinary shares already quoted | 2. | Shares are subject to the terms and conditions of the Greencross Limited Employee Loan Plan and are to be held in a trading lock until certain hurdles and tenure have been satisfied by the employees. |
| 1. | As per other fully paid ordinary shares already quoted | | | | | |
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+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 5%; text-align: center; vertical-align: top;">1.</td> <td style="padding: 2px 5px;">YES</td> </tr> <tr> <td style="text-align: center; vertical-align: top;">2.</td> <td style="padding: 2px 5px;">YES</td> </tr> </table>	1.	YES	2.	YES
1.	YES				
2.	YES				
5 Issue price or consideration	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 5%; text-align: center; vertical-align: top;">1.</td> <td style="padding: 2px 5px;">\$1.40</td> </tr> <tr> <td style="text-align: center; vertical-align: top;">2.</td> <td style="padding: 2px 5px;">\$2.30</td> </tr> </table>	1.	\$1.40	2.	\$2.30
1.	\$1.40				
2.	\$2.30				
6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 5%; text-align: center; vertical-align: top;">1.</td> <td style="padding: 2px 5px;">Exercise of Share Options pursuant to the rules of the Company's Senior Management Option Plan</td> </tr> <tr> <td style="text-align: center; vertical-align: top;">2.</td> <td style="padding: 2px 5px;">Issue of shares to key management personnel under the Greencross Limited Employee Loan Plan.</td> </tr> </table>	1.	Exercise of Share Options pursuant to the rules of the Company's Senior Management Option Plan	2.	Issue of shares to key management personnel under the Greencross Limited Employee Loan Plan.
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2.	Issue of shares to key management personnel under the Greencross Limited Employee Loan Plan.				
7 Dates of entering +securities into uncertificated holdings or despatch of certificates	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 5%; text-align: center; vertical-align: top;">1.</td> <td style="padding: 2px 5px;">22 November 2012</td> </tr> <tr> <td style="text-align: center; vertical-align: top;">2.</td> <td style="padding: 2px 5px;">22 November 2012</td> </tr> </table>	1.	22 November 2012	2.	22 November 2012
1.	22 November 2012				
2.	22 November 2012				
8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 60%; text-align: left; padding: 2px 5px;">Number</th> <th style="width: 40%; text-align: left; padding: 2px 5px;">+Class</th> </tr> <tr> <td style="padding: 2px 5px;">32,631,950</td> <td style="padding: 2px 5px;">ORDINARY Fully paid shares</td> </tr> </table>	Number	+Class	32,631,950	ORDINARY Fully paid shares
Number	+Class				
32,631,950	ORDINARY Fully paid shares				

+ See chapter 19 for defined terms.

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	185,000	OPTIONS exercisable at \$1.40 no later than 8 July 2013
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	1. Shares will rank pari passu with all existing fully paid ordinary shares. 2. Shares will rank pari passu with all existing fully paid ordinary shares.	

Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?	
12 Is the issue renounceable or non-renounceable?	
13 Ratio in which the +securities will be offered	
14 +Class of +securities to which the offer relates	
15 +Record date to determine entitlements	
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17 Policy for deciding entitlements in relation to fractions	
18 Names of countries in which the entity has +security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	
19 Closing date for receipt of acceptances or renunciations	

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

- | | | |
|----|---|--|
| 20 | Names of any underwriters | |
| 21 | Amount of any underwriting fee or commission | |
| 22 | Names of any brokers to the issue | |
| 23 | Fee or commission payable to the broker to the issue | |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of *security holders | |
| 25 | If the issue is contingent on *security holders' approval, the date of the meeting | |
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled | |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders | |
| 28 | Date rights trading will begin (if applicable) | |
| 29 | Date rights trading will end (if applicable) | |
| 30 | How do *security holders sell their entitlements <i>in full</i> through a broker? | |
| 31 | How do *security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | |
| 32 | How do *security holders dispose of their entitlements (except by sale through a broker)? | |

+ See chapter 19 for defined terms.

33 *Despatch date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) ☒ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the *securities are *equity securities, the names of the 20 largest holders of the additional *securities, and the number and percentage of additional *securities held by those holders

36 ☐ If the *securities are *equity securities, a distribution schedule of the additional *securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 ☐ A copy of any trust deed for the additional *securities

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

Entities that have ticked box 34(b)

38	Number of securities for which +quotation is sought					
39	Class of +securities for which quotation is sought					
40	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment					
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another security, clearly identify that other security)					
42	Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"><thead><tr><th style="text-align: left; padding: 5px;">Number</th><th style="text-align: left; padding: 5px;">+Class</th></tr></thead><tbody><tr><td style="height: 60px;"></td><td style="height: 60px;"></td></tr></tbody></table>	Number	+Class		
Number	+Class					

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Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



Date: 22 November 2012

(Company Secretary)

Print name: Wesley Coote

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+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity	GREENCROSS LIMITED
ABN	58 119 778 862

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	GLEN FRANK RICHARDS
Date of last notice	10/09/2012

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	1. INDIRECT 2. INDIRECT 3. INDIRECT 4. DIRECT
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	1. Glen Frank Richards is a Director and Shareholder of the company 2. Glen Frank Richards is a Director and Shareholder of the company 3. Glen Frank Richards is a trustee and beneficiary of the Richards Super Fund. 4. Individually owned
Date of change	21/11/2012
No. of securities held prior to change	1. Greencross Vets Pty Ltd 937,919 2. Greencross Properties Pty Ltd 1,040,048 3. Richards Super fund A/C 686,042 4. Glen Frank Richards 350,000

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Class	1. ORDINARY 2. ORDINARY 3. ORDINARY 4. ORDINARY – RESTRICTED UNDER THE GXL EMPLOYEE LOAN PLAN
Number acquired	4. Glen Frank Richards 125,000
Number disposed	
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	4. Glen Frank Richards \$287,500
No. of securities held after change	1. Greencross Vets Pty Ltd 937,919 2. Greencross Properties Pty Ltd 1,040,048 3. Richards Super fund A/C 686,042 4. Glen Frank Richards 475,000
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	4. Issue of shares under the Greencross Employee Loan Plan

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	

+ See chapter 19 for defined terms.

Interest after change	
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Part 3 – Closed period

Were the interest in the securities or contracts detailed above traded during a closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during the period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

+ See chapter 19 for defined terms.