

Shoply Ltd
ASX:SHP

9 February 2015

To: Australian Securities Exchange Limited

Filed by: Shoply Limited

Ref: Sophie Karzis

Tel: (03) 9286 7500

Notice Pursuant to Section 708A(5)(e) of the Corporations Act

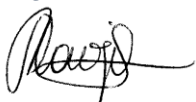
Shoply Limited ACN 085 545 973 (**the Company**) advises that 4,620,852 ordinary shares in the Company were issued on 9 February 2015 as part of the share based component of consideration payable to the vendor of the Warcom business (which Shoply acquired in June 2014), subsequent to the satisfaction of prescribed revenue and profit margin targets of the Warcom business for the second quarter of the 2015 financial year. For further information, refer to Shoply's ASX announcement dated 12 June 2014 in respect of the Warcom acquisition.

The Company gives notice under section 708A(5)(e) of the Corporations Act as follows:

- (a) On 9 February 2015, the Company issued 4,620,852 ordinary shares in the Company.
- (b) The shares were issued without disclosure to the investors under Part 6D.2 of the Corporations Act.
- (c) As at the date of this notice the Company has complied with:
 - (1) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
 - (2) Section 674 of the Corporations Act.
- (d) As at the date of this notice there is no excluded information required to be disclosed under section 708A(6)(e) of the Corporations Act.

Dated: 9 February 2015

Signed for Shoply Limited

A handwritten signature in black ink, appearing to read "Sophie Karzis", written over a horizontal line.

Sophie Karzis
Company Secretary