

Pre-quotation disclosure

The following information is required to be provided to ASX Limited (ASX) for release to the market in connection with:

- the initial public offering of fully paid ordinary shares (**Shares**) in Eclix Group Limited (ACN 131 557 901) (**Company**) by the Company pursuant to a prospectus (**Prospectus**) lodged with the Australian Securities & Investments Commission on 26 March 2015 (**Offer**); and
- the admission of the Company to the official list of ASX, official quotation of Shares and commencement trading of Shares on ASX.

Capitalised terms not defined in this document have the meaning given to them in the Prospectus.

Conditions precedent to the Company being admitted to the official list of ASX Limited; the official quotation of 240,206,298 Shares and commencement of deferred settlement trading

- 1.1 The Company confirms that the Offer has closed and each of the following has been completed:
 - (a) the issue of 45,282,315 ordinary shares fully paid at an issue price of \$2.30 per share.
 - (b) the sale and transfer of 64,813,448 ordinary shares fully paid at a sale price of \$2.30 per share.
 - (c) the issue of 6,425,000 loan shares pursuant to the Company's long term incentive plan.
- 1.2 The Company has received cleared funds for the complete amount of the issue price of every security issued to every successful applicant for securities under the Prospectus.
- 1.3 The Company has at least 300 shareholders, each having a parcel of shares with a value of at least \$2,000 and at least 50% of the Company's ordinary shares are not held by related parties.
- 1.4 The Company confirms that 36,652,534 ordinary shares were issued on the conversion of \$84.3 million worth of promissory notes held by Ironbridge Funds.
- 1.5 The Company confirms that \$73.4 million worth of promissory notes held by Sing Glow Investments Private Limited were redeemed for cash.
- 1.6 The Company confirms that 18,695,649 ordinary shares were issued on the conversion of 43,000,000 convertible redeemable preference shares.
- 1.7 The Company confirms the reclassification of the A, B, C and M class ordinary shares into ordinary shares.
- 1.8 The Company confirms that the cancellation of the Z class shares and Z special shares.
2. The Company provides the following information for release to the market:

- 2.1 The basis of allocation of Shares under the Prospectus and the procedures by which applicants can determine their precise allocations are described in the notice set out in Attachment 1.
- 2.2 The Company confirms that the final issue and sale price of Shares to be issued under each of the following components (as defined in the Prospectus) of the Offer is \$2.30. The number of Shares to be issued under each component of the Offer is:
- (a) Institutional Offer: 76,965,012
 - (b) Broker Firm Offer: 25,689,130
 - (c) Employee Gift Offer: 191,394
 - (d) Employee Offer: 434,342
 - (e) Priority Offer: 6,544,149
 - (f) Employee Loan Share Offer: 6,425,000
 - (g) Non-Executive Director Share Offer: 271,736
- 2.3 The intended date for the despatch of:
- (a) in relation to all holdings on the CHESS sub-register, a notice from the Company under ASX Settlement Operating Rule 8.9.1;
 - (b) in relation to all other holdings, issuer sponsored holding statements; and
 - (c) any refund money,
- is Thursday, 23 April 2015.
- 2.4 The Company confirms that 1,000,000 options were issued to its Non-Executive Directors.
- 2.5 The number of Shares subject to voluntary escrow and the escrow period applied to those securities is set out Attachment 2.
- 2.6 As stated in Attachment 1, the Company has also arranged for security information centre toll free lines to meet the reasonably anticipated demand for information about allocations and to handle applicant queries. The Eclix Offer Information Line is 1800 237 687 (toll free within Australia) or +61 1800 237 687 (outside Australia). Its hours of operation are 8.30am to 5.30pm (Sydney time), Monday to Friday (Business Days only).



Mr Matt Sinnamon

Group General Counsel and Company Secretary
Eclix Group Limited

22 April 2015

Attachment 1 - Basis of allocation notice

IMPORTANT NOTICE TO ALL APPLICANTS UNDER INITIAL PUBLIC OFFERING OF ORDINARY SHARES IN ECLIPX GROUP LIMITED

The initial public offering of ordinary shares (**Shares**) in Eclix Group Limited (ACN 131 557 901) (**the Company**) (**Offer**) has now closed.

OFFER DETAILS

240,206,298 Shares have been offered to investors under the Offer at \$2.30 each (**Offer Price**). 76,965,012 Shares were allotted under the Institutional Offer, 25,689,130 Shares were allotted under the Broker Firm Offer, 191,394 Shares were allotted under the Employee Gift Offer, 434,342 Shares were allotted under the Employee Offer, 6,544,149 Shares were allotted under the Priority Offer, 6,425,000 Shares were allotted under the Employee Loan Share Offer and 271,736 Shares were allotted under the Non-Executive Director Share Offer. The Company's adjusted market capitalisation at the Offer Price is approximately \$518.4 million.

ALLOCATION POLICY

The allocation policy for the Shares is described below:

- **Institutional Offer** – the allocation of Shares among applicants in the Institutional Offer was determined by the Joint Lead Managers, in consultation with the Company. Successful applicants under the Institutional Offer have been advised of their allocations.
- **Broker Firm Offer** – it is a matter for Brokers as to how they allocate firm stock amongst their eligible retail clients. Applicants under the Broker Firm Offer may confirm their allocations by phoning either their Broker or the Eclix Offer Information Line.
- **Employee Gift Offer** – the allocation of Shares among applicants under the Employee Gift Offer was made in accordance with the offer to Eligible Employees to apply for a gift of up to \$1,000 worth of Shares.
- **Employee Offer** – the allocation of Shares among applicants under the Employee Offer was determined by the Company, in consultation with the Joint Lead Managers. Applicants under the Employee Offer may confirm their allocations by phoning the Eclix Offer Information Line.
- **Priority Offer** – the allocation of Shares among applicants under the Priority Offer was determined by the Company, in consultation with the Joint Lead Managers.. The Company reserved the right to decline any application in whole or in part, without giving any reason, subject to the terms of the guaranteed minimum allocation of \$2,000 worth of shares, or such other larger amount determined by the Company. Applicants under the Priority Offer may confirm their allocations by phoning the Eclix Offer Information Line.
- **Employee Loan Share Offer** – the allocation of Shares among applicants under the Employee Loan Share Offer was made in accordance with invitations issued by the Company to eligible employees.
- **Non-Executive Director Share Offer** – the allocation of Shares among applicants under the Non-Executive Director Share Offer was made in accordance with invitations issued by the Company to non-executive Directors.

The amount of any unfulfilled application monies will be refunded to applicants (without interest).

DEFERRED SETTLEMENT TRADING

Shares are expected to commence trading on ASX today, Wednesday, 22 April 2015 at approximately 12.00pm (Sydney time), under the ASX code of "ECX". Trading will initially be on a deferred settlement basis until the Company has advised ASX that holding statements have been despatched to Shareholders. Trading on a normal settlement basis is expected to commence on Friday, 24 April 2015.

All applicants are responsible for determining and confirming the number of Shares allocated to them prior to selling any Shares. Applicants who sell Shares before receiving their initial holding statement do so at their own risk.

HOLDING STATEMENTS AND REFUND CHEQUES

Holding Statements stating the number of Shares issued to each successful Applicant are expected to be despatched by Thursday, 23 April 2015. Any refunds are also expected to be despatched by this date.

MORE INFORMATION

Applicants with other questions regarding the Offer should contact the Eclipx Offer Information Line on 1800 237 687 (toll free within Australia) or +61 1800 237 687 (outside Australia) from 8.30am until 5.30pm (Sydney time), Monday to Friday (Business Days only).

Unless otherwise specified, capitalised terms in this notice have the same meaning given to them in the Prospectus dated 26 March 2015.

Attachment 2 - Voluntary Escrow securities

The following is a break-down of the number of Shares subject to voluntary escrow and the escrow period applying to those Shares.

Executive Directors and Ironbridge Funds

There are 7,555,908 Shares held by Executive Directors, 97,554,658 and Ironbridge Funds which are subject to voluntary escrow arrangements.

The escrow period for these Executive Director and Ironbridge Funds' escrowed Shares is the period commencing on listing and ending on the date that Eclipx's full year results for FY2015 are provided to ASX for release to the market.

Other Management Shareholders

There are 5,002,111 Shares held by certain Other Management Shareholders which are subject to voluntary escrow arrangements.

The escrow period for some (1,356,592) of these Other Management Shareholders escrowed Shares is the period commencing on listing and ending on the date that Eclipx's full year results for FY2015 are provided to ASX for release to the market.

The escrow period for some (3,645,519) of these Other Management Shareholders Shares is the period commencing on listing and ending two years after listing.

Vendors of CarLoans

There are 5,217,392 Shares held by the shares of the Vendors of CarLoans which are subject to voluntary escrow arrangements.

The escrow period for some (2,608,696) of these Vendors of CarLoans is the period commencing on listing and ending on the date that Eclipx's full year results for FY2015 are provided to ASX for release to the market.

The escrow period for some (2,608,696) of these Vendors of CarLoans is the period commencing on listing and ending on the date that Eclipx's full year results for FY2016 are provided to ASX for release to the market.