



The Manager, Listings
Australian Securities Exchange
ASX Market Announcements
Level 14, Exchange Centre
20 Bridge Street
Sydney NSW 2000

14 October 2015

Dear Sir,

RE: SG FLEET GROUP LIMITED 2015 ANNUAL GENERAL MEETING - LISTING RULES 3.13.2 AND SECTIONS 251AA(1) AND (2) OF THE CORPORATIONS ACT

For the purpose of Listing Rule 3.13.2 and Sections 251AA(1) and (2) of the Corporations Act, I advise that:

- At the Second Annual General Meeting of Shareholders held today each of the Ordinary Resolutions, as set out in the attached Notice of Meeting, was passed unanimously on a show of hands.
- For each of the Ordinary Resolutions, as set out in the attached Notice of Meeting, the total number of proxy votes exercisable by all proxies validly appointed are disclosed in Annexure "A".

Yours sincerely

A handwritten signature in black ink, appearing to read "S.A. Edwards".

Sarah Edwards
Company Secretary

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SG Fleet Group Limited

ABN 40 167 554 574

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Notice of Annual General Meeting 2015

SG Fleet Group Limited
ABN 40 167 554 574

Notice is given that the second Annual General Meeting of SG Fleet Group Limited (the Company) will be held on Wednesday 14 October 2015 at the Bridge Room, Level 1, the Intercontinental Hotel, 117 Macquarie Street, Sydney, NSW commencing at 3.00 pm AEDT.

Agenda

1. Financial Report, Directors' Report and Auditor's Report

To receive and consider the Financial Report of the Company and the Reports of the Directors and Auditor for the financial year ended 30 June 2015.

2. Remuneration Report

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That the Remuneration Report (which forms part of the Directors' Report) for the financial year ended 30 June 2015 be adopted".

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.

3. Election of Mr Edwin Jankelowitz

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That Mr Edwin Jankelowitz, having been appointed by the Board since the last Annual General Meeting, retires in accordance with ASX Listing Rule 14.4 and Rule 8.1(c) of the Company's Constitution, and being eligible, is elected as a Director of the Company".

4. Election of Mr Kevin Victor Wundram

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That Mr Kevin Victor Wundram, having been appointed by the Board since the last Annual General Meeting, retires in accordance with ASX Listing Rule 14.4 and Rule 8.1(c) of the Company's Constitution, and being eligible, is elected as a Director of the Company".

Further information about each item of business is set out in the Explanatory Notes accompanying and forming part of this Notice of Annual General Meeting.

Voting Exclusion Statement

In accordance with the Corporations Act 2001 (Cth) (Corporations Act), the Company will disregard any votes cast on Item 2:

- (a) by or on behalf of a member of the Company's key management personnel (KMP) named in the Remuneration Report or their closely related parties (such as close family members or any controlled entities), regardless of the capacity in which the votes are cast; and
- (b) as a proxy by a person who is a member of the KMP on the date of the Annual General Meeting or their closely related parties.

However, the Company will not disregard any votes if they are cast as proxy for a person entitled to vote on Item 2:

- (a) in accordance with a direction on the Proxy Form; or
- (b) by the Chairman of the Meeting pursuant to an express authorisation to vote as the proxy decides, even though Item 2 is connected with the remuneration of the Company's KMP.

Entitlement to Attend and Vote

The Board has determined that, for the purposes of determining voting entitlements at the Annual General Meeting, those persons who are registered as holding shares in the Company at 7.00 pm (AEDT) on Monday 12 October 2015 will be entitled to vote.

Notice of Annual General Meeting

Proxies

A shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of the shareholder. A shareholder may appoint not more than two proxies. A proxy need not be a member of the Company, and may be an individual or a body corporate.

If a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If such evidence is not received before the meeting, then the body corporate (through its representative) will not be permitted to act as a proxy.

A shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes which each proxy is appointed to exercise. If you wish to appoint a proxy, please complete and submit the Proxy Form accompanying this Notice of Annual General Meeting, by following the instructions contained in the Proxy Form.

On a show of hands, every person present and entitled to vote shall have one vote. If you have appointed a proxy and the proxy appointed is also a shareholder, or proxy for another shareholder, any direction to the proxy on how to vote may not be effective on a show of hands. Your directions will be effective if a poll is held, subject to any applicable voting exclusions.

Shareholders can direct their proxy how to vote by following the instructions on the Proxy Form, and are encouraged to do so.

If a shareholder appoints a member of the Company's KMP (which includes Directors) or one of the KMP's closely related parties (such as close family members or any controlled entities) as proxy, they will not be able to cast the shareholder's votes on Item 2, unless they are directed how to vote or the Chairman of the Meeting is appointed as proxy. If the Chairman of the Meeting is appointed as a shareholder's proxy or becomes their proxy by default, and the shareholder does not mark a voting box for Item 2, then by completing and submitting the Proxy Form, the shareholder will be expressly authorising the Chairman of the Meeting to exercise the proxy in respect of the relevant item as the Chairman decides, even though the item is connected with the remuneration of the Company's KMP. The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

Lodgement of Proxy Forms

Proxy Forms may be lodged with the Company's Share Registry by hand at Computershare Investor Services Pty Limited, 60 Carrington Street, Sydney New South Wales 2000, by post to Computershare Investor Services Pty Limited, GPO Box 242 Melbourne Victoria 3001 Australia or by fax (within Australia) 1800 783 447 or (outside Australia) +61 3 9473 2555, or at the Company's registered office at SG Fleet Group Limited, Level 2, Building 3, 20 Bridge Street, Pymble, New South Wales 2073, or fax to +61 (0)2 9391 5656.

To be effective, your Proxy Form and the Power of Attorney or other authority (if any) under which it is signed (or a copy of the Power of Attorney or other authority, certified as a true copy by Statutory Declaration), must be received no later than 48 hours prior to the Annual General Meeting (i.e. no later than 3.00pm (AEDT) on Monday 12 October 2015) in one of the ways specified above.

Dated 11 September 2015

By order of the Board



Sarah Edwards

Company Secretary

Explanatory Notes

These Explanatory Notes have been prepared to help shareholders understand the business to be put to shareholders at the 2015 Annual General Meeting. These Explanatory Notes form part of the Notice of Annual General Meeting and should be read with the Notice of Annual General Meeting.

Item 1 – Financial Report, Directors’ Report and Auditor’s Report

As required by section 317 of the Corporations Act, the Financial Report, Directors’ Report and Auditor’s Report of the Company for the financial year ended 30 June 2015 will be laid before the Annual General Meeting. Shareholders will be provided with the opportunity to ask questions or raise comments about the Reports or on the management of the Company. Also, a reasonable opportunity will be given to shareholders to ask the Company’s auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor’s Report, the accounting policies adopted by the Company in relation to the preparation of the Financial Report and the independence of the auditor in relation to the conduct of the audit.

As there is no requirement for a formal resolution on this item, a resolution will not be put to the meeting.

Item 2 – Remuneration Report

Under the Corporations Act, the Company is required to include, in the Directors’ Report, a detailed Remuneration Report setting out certain prescribed information relating to Directors’ and executives’ remuneration, and submit this for adoption by resolution of shareholders at the Annual General Meeting.

The Company’s Remuneration Report for the financial period ended 30 June 2015 is set out in the Directors’ Report which forms part of the Company’s 2015 Annual Report, a copy of which was provided to shareholders with this Notice of Annual General Meeting.

The Remuneration Report discusses matters including the remuneration policy of the Company, the remuneration paid to Directors and executives who are members of the Company’s KMP, and the relationship between remuneration of those Directors and executives and performance.

The vote on this resolution is advisory only and does not bind the Directors or the Company.

Board recommendation

The Directors recommend that shareholders vote in favour of the resolution to adopt the Remuneration Report.

Item 3 – Election of Mr Edwin Jankelowitz as a Director

On 18 August 2015, the Company announced the appointment of Mr Edwin Jankelowitz as an independent Non-Executive Director. ASX Listing Rule 14.4 and Rule 8.1(c) of the Company’s Constitution provides that a Director appointed as an addition to the Board must not hold office (without re-election) past the next annual general meeting of the entity. In accordance with Rule 8.1(f) of the Company’s Constitution, Mr Jankelowitz retires, and being eligible, offers himself for election.

The experience, qualifications and other information about Mr Jankelowitz are set out below.

Mr Jankelowitz qualified as a Chartered Accountant (SA) in 1966. From July 1967 to November 1979, he was with Adcock Ingram Ltd in Head Office and was promoted over time to Group Company Secretary and then Finance Director. From January 1980 to March 1983, Mr Jankelowitz was a consultant in business management and tax. At Caxton Limited, from 1983 to 1997, Mr Jankelowitz held the positions of Finance Director, Managing Director and then Chairman. He was Finance Director of Metcash Trading Limited and Metcash Limited from May 1998 to January 2011, and Non-Executive Director of the company until August 2015. Mr Jankelowitz has spent over 40 years in corporate offices and has been Chairman of a number of listed companies. He was a member of the Income Tax Special Court in South Africa for 20 years (1977-1997).

Board recommendation

The Directors (Mr Jankelowitz abstaining) recommend that shareholders vote in favour of the election of Mr Jankelowitz as a Director.

Explanatory Notes

Item 4 – Election of Mr Kevin Victor Wundram as a Director

On 18 August 2015, the Company announced the appointment of Mr Kevin Victor Wundram as a Non-independent Executive Director. ASX Listing Rule 14.4 and Rule 8.1(c) of the Company's Constitution provides that a Director appointed as an addition to the Board must not hold office (without re-election) past the next annual general meeting of the entity. In accordance with Rule 8.1(f) of the Company's Constitution, Mr Wundram retires, and being eligible, offers himself for election.

The experience, qualifications and other information about Mr Wundram are set out below.

Mr Wundram has been CFO of SG Fleet Group since July 2006 and has over 11 years of experience in the fleet management and leasing industry. Prior to joining SG Fleet Group, Mr Wundram was responsible for special projects at Super Group Limited, including the execution of acquisitions, disposals and due diligence. Mr Wundram was also a member of the management committees of the Automotive Parts, Commercial Vehicle Dealerships and Supply Chain Divisions. Prior to joining Super Group, Mr Wundram worked in the audit and corporate finance divisions of KPMG South Africa for six years.

Mr Wundram's qualifications are a Bachelor of Commerce from the University of the Witwatersrand, an Honours Bachelor of Accounting Science degree from the University of South Africa, and he is a Chartered Accountant.

Board recommendation

The Directors (Mr Wundram abstaining) recommend that shareholders vote in favour of the election of Mr Wundram as a Director.

Annexure "A"

**SG Fleet Group Limited
Annual General Meeting**

**Proxy Summary
14 October 2015**

2 To adopt the Remuneration Report for the financial year ended 30 June 2015

The instructions given to validly appointed proxies in respect of the resolution were as follows:

In Favour	Against	Abstention	Proxy's Discretion
58,751,081	79,451	415,290	220,553

The motion was carried unanimously on a show of hands as an ordinary resolution.

3 Election of Edwin Jankelowitz

The instructions given to validly appointed proxies in respect of the resolution were as follows:

In Favour	Against	Abstention	Proxy's Discretion
59,232,072	6,750	0	227,553

The motion was carried unanimously on a show of hands as an ordinary resolution.

4 Election of Kevin Wundram

The instructions given to validly appointed proxies in respect of the resolution were as follows:

In Favour	Against	Abstention	Proxy's Discretion
59,239,072	6,750	0	220,553

The motion was carried unanimously on a show of hands as an ordinary resolution.

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