



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

23 November 2015

Dear Sir

SG Fleet Group Limited – ASX Listing Rule 3.10.3

For the purpose of ASX Listing Rule 3.10.3, SG Fleet Group Limited (Company) provides the following information in relation to ordinary shares to be issued by the Company as part consideration for the proposed acquisition by SG Fleet Management Pty Limited of all issued shares in nlc Pty Limited (Acquisition). The proposed issue of shares is subject to the successful completion of the Acquisition.

Class of securities:	Ordinary shares in SG Fleet Group Limited (shares).
Number of securities to be issued or maximum number which may be issued:	9.1 million shares will be issued as part consideration for the Acquisition (Consideration Shares) upon completion.
Principal terms of securities to be issued:	The Consideration Shares are to be subject to voluntary escrow, 50 % of which are to be released from escrow on the date the preliminary financial accounts of the Company for the financial year ending 30 June 2016 have been released to the ASX and 50% are to be released from escrow on the date the preliminary financial accounts of the Company for the financial year ending 30 June 2017 have been released to the ASX.
Issue price:	\$2.95 per share.
Purpose of the issue:	Consideration Shares as part consideration for the Acquisition.
Whether the Company will seek security holder approval for the proposed issue:	The issue of Consideration Shares will be issued without security holder approval as the issue will not exceed 15% of the issued share capital of the Company in accordance with ASX Listing Rule 7.1.
Whether the issue will be to a class of security holders:	No.

Yours sincerely

Sarah Edwards
Company Secretary

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