Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# 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.

 $Introduced \ o1/o7/96 \ \ Origin: Appendix \ 5 \ \ Amended \ o1/o7/98, \ o1/o9/99, \ o1/o7/o0, \ 30/o9/o1, \ 11/o3/o2, \ o1/o1/o3, \ 24/10/o5, \ o1/o8/12, \ o4/o3/13$ 

Eclipx Group Limited		
1 557 901		
the entity) give ASX the following	g information.	
1 - All issues ust complete the relevant sections (attac	h sheets if there is not enough space).	
*Class of *securities issued or to be issued	Fully paid ordinary shares	
Number of *securities issued or to be issued (if known) or maximum number which may be issued	1,084,412	
Principal terms of the *securities (e.g. 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)	Fully paid ordinary shares	
	The entity) give ASX the following  1 - All issues  ust complete the relevant sections (attack  +Class of +securities issued or to be issued  Number of +securities issued or to be issued  Number of the +securities issued or to be issued  Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid the the the amount outstanding and due dates for payment; if the the the the conversion price and dates for the	

Name of entity

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<sup>+</sup> See chapter 19 for defined terms.

4	Do the *securities rank equally in all respects from the *issue date 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	Yes
5	Issue price or consideration	\$3.1182 per share
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Shares issued under the Eclipx Group Limited Dividend Reinvestment Plan
6a	Is the entity an *eligible entity that has obtained security holder approval under rule 7.1A?  If Yes, complete sections 6b – 6h in relation to the *securities the subject of this Appendix 3B, and comply with section 6i	No
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of *securities issued without security holder approval under rule 7.1	N/A
6d	Number of *securities issued with security holder approval under rule 7.1A	N/A

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<sup>+</sup> See chapter 19 for defined terms.

6e	Number of *securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A	
6f	Number of *securities issued under an exception in rule 7.2	N/A	
6g	If *securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the *issue date and both values. Include the source of the VWAP calculation.	N/A	
6h	If *securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A	
7	<sup>+</sup> Issue dates	29 January 2016	
•	Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.  Cross reference: item 33 of Appendix 3B.	,,,, <u></u>	
		Number	+Class
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	241,290,710  (of which 6,254,215 are under voluntary	Fully paid ordinary shares
		escrow arrangements)	

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<sup>+</sup> See chapter 19 for defined terms.

Number and +class of all 9 +securities not quoted on ASX (including the +securities in section 2 if applicable)

Number	+Class
1,000,000	Non-Executive Director Options (\$2.65, Exp. 21/04/2020)
1,450,000	FY15 LTI Options (\$2.30, Exp. 21/04/2020)
970,000	FY16 LTI Rights (Exp. 10/11/2020)
4,025,000	FY16 LTI Options (\$3.06, Exp. 10/11/2020)

10 trust, distribution policy) on the increased capital (interests)

Dividend policy (in the case of a Refer to section 4.12 of Prospectus dated 26 March 2015

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<sup>+</sup> See chapter 19 for defined terms.

## Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the *securities will be offered	N/A
	+61	NT/A
14	*Class of *securities to which the offer relates	N/A
	+D	NT/A
15	<sup>+</sup> Record date to determine entitlements	N/A
_		[
16	Will holdings on different	N/A
	registers (or subregisters) be	
	aggregated for calculating entitlements?	
	entitiements:	
17	Policy for deciding entitlements	N/A
1/	in relation to fractions	IN/A
18	Names of countries in which the	N/A
	entity has security holders who	7
	will not be sent new offer	
	documents	
	Note: Security holders must be told how their	
	entitlements are to be dealt with.	
	Cross reference: rule 7.7.	
10	Closing date for receipt of	N/A
19	acceptances or renunciations	IN/A
	acceptances of renanciations	
20	Names of any underwriters	N/A
	,	. 1,2.2
21	Amount of any underwriting fee	N/A
	or commission	
22	Names of any brokers to the	N/A
	issue	11/21

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<sup>+</sup> See chapter 19 for defined terms.

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23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
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	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	<sup>+</sup> Issue date	N/A

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<sup>+</sup> See chapter 19 for defined terms.

### Part 3 - Quotation of securities

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

Type of \*securities 34 (tick one)

<sup>+</sup>Securities described in Part 1 (a)

(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

#### 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

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

If the +securities are +equity securities, a distribution schedule of the additional 36 +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

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

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<sup>+</sup> See chapter 19 for defined terms.

# Entities that have ticked box 34(b)

38	Number of *securities for which *quotation is sought	N/A	
39	*Class of *securities for which quotation is sought	N/A	
40	Do the *securities rank equally in all respects from the *issue date with an existing *class of quoted *securities?	N/A	
	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		
4.7	Peacen for request for quotation	NI/A	
41	Reason for request for quotation now	N/A	
	Example: In the case of restricted securities, end of restriction period		
	(if issued upon conversion of another *security, clearly identify that other *security)		
		<u> </u>	
		Number	+Class
42	Number and taless of all		21400
42	Number and *class of all *securities quoted on ASX (including the *securities in clause 38)	N/A	

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<sup>+</sup> See chapter 19 for defined terms.

#### **Quotation agreement**

- <sup>†</sup>Quotation of our additional <sup>†</sup>securities is in ASX's absolute discretion. ASX may quote the <sup>†</sup>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 <sup>+</sup>securities to be quoted under section 1019B of the Corporations Act at the time that we request that the <sup>+</sup>securities be quoted.
- 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.
- We give ASX the information and documents required by this form. If any information or document is not available now, we 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: 29 January 2016

Company Secretary

Print name: Matthew Sinnamon

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<sup>+</sup> See chapter 19 for defined terms.