

Level 32, 1 O'Connell Street Sydney NSW 2000

W www.eclipxgroup.com

Eclipx Group Limited | ABN: 85 131 557 901

18 February 2016

Market Announcements Office Australian Securities Exchange 20 Bridge Street Sydney NSW 2000

Dear Sir / Madam

Eclipx Group Limited Results of Annual General Meeting

The outcome of the resolutions conducted at ECX's Annual General Meeting (**AGM**) held earlier today are as follows:

| Item | Resolution | Outcome | | | |
|------|--|----------------------------------|--|--|--|
| 1 | Election of Director – Mr Kerry Roxburgh | Passed on a show of hands | | | |
| 2 | Election of Director – Mr Garry McLennan | Passed on a show of hands | | | |
| 3 | Election of Director – Ms Gail Pemberton | Passed on a show of hands | | | |
| 4 | Election of Director – Mr Trevor Allen | Passed on a show of hands | | | |
| 5 | Election of Director – Mr Russell Shields | Passed on a show of hands | | | |
| 6 | Re-election of Director – Mr Greg Ruddock | Passed on a show of hands | | | |
| 7 | Remuneration Report | Passed as an ordinary resolution | | | |
| 8 | Issue of Rights and Options Under the ECX LTIP - | Passed as an ordinary resolution | | | |
| | Mr Doc Klotz | | | | |
| 9 | Issue of Rights and Options Under the ECX LTIP - | Passed as an ordinary resolution | | | |
| | Mr Garry McLennan | | | | |
| 10 | Approval of ECX Share Rights Contribution Plan | Passed as an ordinary resolution | | | |
| 11 | Appointment of KPMG as Auditor | Passed on a show of hands | | | |

In accordance with ASX Listing Rule 3.13.2 and section 251AA of the Corporations Act 2001 (Cth), the total number of proxies received and the total number of votes cast on each poll is attached.

Yours faithfully

Matt Sinnamon Company Secretary



ANNUAL GENERAL MEETING Thursday, 18 February, 2016

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

| | | Manner in which the securityholder directed the proxy vote (as at proxy close): | | | | Manner in which votes were cast in person or by proxy on a poll (where applicable) | | |
|------------|---|---|-------------------------|------------------------|-------------------------|--|---------------------------|---------------------------|
| Resolution | | Votes For | Votes Against | Votes Discretionary | Votes Abstain | For | Against | Abstain ** |
| 01 | ELECTION OF DIRECTOR MR KERRY ROXBURGH | 167,409,926 | 55,918 | 178,420 | 2,776 | Passed on a show of hands | Passed on a show of hands | Passed on a show of hands |
| 02 | ELECTION OF DIRECTOR MR GARRY MCLENNAN | 167,458,190 | 6,343 | 178,420 | 4,087 | Passed on a show of hands | Passed on a show of hands | Passed on a show of hands |
| 03 | ELECTION OF DIRECTOR MS GAIL PEMBERTON | 167,458,181 | 6,777 | 178,420 | 3,662 | Passed on a show of hands | Passed on a show of hands | Passed on a show of hands |
| 04 | ELECTION OF DIRECTOR MR TREVOR ALLEN | 167,409,040 | 55,484 | 178,420 | 4,096 | Passed on a show of hands | Passed on a show of hands | Passed on a show of hands |
| 05 | ELECTION OF DIRECTOR MR RUSSELL SHIELDS | 167,408,606 | 55,918 | 178,420 | 4,096 | Passed on a show of hands | Passed on a show of hands | Passed on a show of hands |
| 06 | RE-ELECTION OF DIRECTOR MR GREG RUDDOCK | 166,489,360 | 975,607 | 178,420 | 3,653 | Passed on a show of hands | Passed on a show of hands | Passed on a show of hands |
| 07 | REMUNERATION REPORT | 162,786,234 | 980,350 | 178,420 | 32,722 | 169,243,226 | 980,350 | 32,722 |
| 08 | ISSUE OF RIGHTS AND OPTIONS UNDER THE ECLIPX GROUP LIMITED LONG-TERM INCENTIVE PLAN MR DOC KLOTZ | 160,851,547 | 3,064,767 | 178,420 | 6,865 | 168,057,234 | 3,064,767 | 6,865 |
| 09 | ISSUE OF RIGHTS AND OPTIONS UNDER THE ECLIPX GROUP LIMITED LONG-TERM INCENTIVE PLAN MR GARRY MCLENNAN | 160,851,104 | 3,063,767 | 179,420 | 7,308 | 168,057,791 | 3,063,767 | 7,308 |
| 10 | APPROVAL OF SHARE RIGHTS CONTRIBUTION PLAN AND GRANT OF SHARE RIGHTS TO DIRECTORS | 163,699,715 | 61,453 | 179,420 | 37,317 | 170,157,707 | 61,453 | 37,317 |
| 11 | APPOINTMENT OF KPMG AS AUDITOR | 167,416,343 | 49,141 | 179,420 | 1,702 | Passed on a show of hands | Passed on a show of hands | Passed on a show of hands |

^{** -} Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item