



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

4 August 2016

Dear Sir/Madam

**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 acquisition by SG Fleet UK Holdings Limited (Company No. 10255197) of all issued shares in Fleet Hire Holdings Limited (Company No. 06299550) pursuant to a Share Purchase Agreement dated 4 August 2016 (**Acquisition**).

Class of securities:	Ordinary shares in SG Fleet Group Limited ( <b>shares</b> ).
Number of securities to be issued or maximum number which may be issued:	756,142 shares will be issued as part consideration for the Acquisition ( <b>Consideration Shares</b> ).
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 2017 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 2018 have been released to the ASX.
Issue price:	\$4.055 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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**SG Fleet Group Limited**

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