

30 August 2018

The Manager  
Company Announcements  
Australian Securities Exchange Limited  
Exchange Centre  
20 Bridge Street  
Sydney NSW 2000

## Changes to SGF Securities

SG Fleet Group Limited (SGF) advises the following changes to its quoted and unquoted securities effective from 30 August 2018:

ASX Code:	Security Description	No. of Quoted Securities	
SGF	Ordinary Fully Paid Shares	128,235	New issue

ASX Code:	Security Description	No. of Unquoted Securities	
SGFAB	Performance Rights	159,777	Total Cancelled
SGFAB	Unlisted Performance Rights	172,258	New issue

Details are set out in the Appendix 3B attached.

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**SG Fleet Group Limited**

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# 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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

SG Fleet Group Limited (ASX: SGF)

ABN

40 167 554 574

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |   |   |
|---|---|---|
| 1 | +Class of +securities issued or to be issued  | Fully Paid Ordinary Shares and Unlisted Performance Rights  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | 128,235 Fully Paid Ordinary Shares and 172,258 Unlisted Performance Rights  |
| 3 | 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) | <p>New <b>Shares</b> were allocated in satisfaction of the first tranche of FY2017 Performance Rights issued under the Company's Equity Incentive Plan that vested on 14 August 2018.</p> <p>New <b>Performance Rights</b> are FY2018 Short Term Incentive (STI) awards issued under the Employee Incentive Plan, which are:</p> <ol style="list-style-type: none"> <li>1) granted in respect of the deferred component of the FY2018 STI award; and</li> <li>2) subject to a 1 year continued service condition and will vest on 1 July 2019.</li> </ol> |

<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>The new <b>Shares</b> will rank equally in all respects with existing ordinary shares.</p> <p>The new <b>Performance Rights</b>:</p> <ul style="list-style-type: none"> <li>• do not rank equally with ordinary shares; and</li> <li>• do not confer a right to vote, a right to receive dividends or any other rights of a shareholder.</li> </ul> <p>Any ordinary share issued or transferred to the holder of a Performance Right upon vesting will rank equally with ordinary shares, from the date of allotment.</p>
<p>5 Issue price or consideration</p>	<p><b>Shares:</b> In accordance with the terms of the FY2017 LTI grant, for each Performance Right that vested, Eligible Participants are entitled to receive one fully paid ordinary share in the Company without payment.</p> <p><b>Performance Rights:</b> \$3.50 per Right, based on the volume weighted average price of SGF Shares traded on the ASX over the 10 trading day period prior to the date the Group's FY2018 full year results were released (13 Aug 2018), in accordance with the terms of the FY2018 Deferred Short Term Incentive Award.</p> <p>For each Performance Right that vests, Eligible Participants will be entitled to receive one fully paid ordinary share in the Company.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p><b>Shares</b> were issued in satisfaction of the vested Performance Rights granted as LTI awards under the Company's Equity Incentive Plan.</p> <p><b>Performance Rights</b> were granted in respect of the deferred component of the FY2018 STI award under the Company's Equity Incentive Plan.</p>

6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	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
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	<p>+Issue dates</p> <p>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</p>	30/08/2018

pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.

8 Cross reference: item 33 of Appendix 3B.  
Number and <sup>+</sup>class of all <sup>+</sup>securities **quoted** on ASX (including the <sup>+</sup>securities in section 2 if applicable)

Number	<sup>+</sup> Class
257,486,381	Ordinary Shares  (ASX: SGF)

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

Number	<sup>+</sup> Class
1,857,990	Unlisted Options expiring various dates, at various exercise prices  (ASX: SGFAA)
603,009  See Note below.	Unlisted Performance Rights  (ASX: SGFAB)

Note:

Also, on 30/08/2018, a total of 159,777 Unlisted Performance Rights were cancelled:

- 31,542 Unlisted Performance Rights lapsed; and
- 128,235 Unlisted Performance Rights vested.

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

New **Shares** rank equally with existing Fully Paid Ordinary Shares.  
  
New **Unlisted Performance Rights** do not confer a right to receive dividends.

## 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 <sup>+</sup>securities will be offered

N/A

14 <sup>+</sup>Class of <sup>+</sup>securities to which the offer relates

N/A

15 <sup>+</sup>Record date to determine entitlements

N/A

16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who 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.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
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	+Issue date	N/A

### Part 3 - Quotation of securities

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

34 Type of +securities  
(tick one)

(a)  +Securities described in Part 1

(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 securities

#### 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*

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

- 36  If the +securities are +equity securities, a distribution schedule of the additional +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
- 37  A copy of any trust deed for the additional +securities

**Entities that have ticked box 34(b)**

38 Number of +securities for which +quotation is sought

39 +Class of +securities for which quotation is sought

40 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

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)		



## Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +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 +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 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.

4 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:

.....  
Company Secretary

Date: 30/08/2018

Print name: Edelvine Rigato