

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 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

Name of entity

HUB24 Limited

ABN

87 124 891 685

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 | <ol style="list-style-type: none">1. Issue of Fully Paid Ordinary shares (FPO)2. Options (not quoted) to acquire fully paid ordinary shares ("Options") granted to eligible employees under the terms of the HUB24 Limited Share Option Plan.3. Performance Rights (not quoted) to acquire fully paid ordinary shares ("Performance Rights") granted to eligible employees and directors under the terms of the HUB24 Limited Performance Rights Plan.4. Cancellation of Options and Performance Rights granted in 2015, 2016, 2017 due staff departures |
| 2 Number of +securities issued or to be issued (if known) or maximum number which may be issued | <ol style="list-style-type: none">1. Issue of 25,000 FPO2. Issue of 75,853 Options3. Issue of 486,053 Performance Rights4. Cancellation of 113,509 Options and 23,322 Performance Rights |

+ See chapter 19 for defined terms.

3 Principal terms of the +securities (eg, 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)

1. FPO are subject to sales restrictions of 12 months except to fund exercise cost or tax associated with the options.

2. Terms in respect of 75,853 of the Options and 21,053 of the Performance Rights

Subject to satisfaction of the Vesting Conditions applicable to the Options and Performance Rights, the holder will be entitled to exercise their Options and Performance Rights from the date the Options and Performance Rights vest until the 5th anniversary of the date of issue of the Options and Performance Rights (Expiry Date, 12 December 2023).

The exercise price in respect of 51,186 Options will be \$12.04. The exercise price in respect of 24,667 Options will be \$13.44. The exercise price in respect of the Performance Rights will be Nil.

The vesting conditions which must be met to the satisfaction of the Board in order for the Options and Performance Rights to be exercised are:

• **First Performance Condition:**

- 50% of these Options and 50% of the Performance Rights are subject to the First Performance Condition being compound annual growth (CAGR) in funds under administration (FUA). For the performance period from 1 July 2018 to 30 June 2021, vesting is calibrated as follows –

- Zero vesting will occur if the CAGR in FUA was below a minimum level of 29.23% per annum (115.8% over three years representing approximately \$18b);

- 50% vesting will occur if the CAGR in FUA reaches 33.85% per annum (139.8% over three years representing approximately \$20b);

- 100% vesting will occur if the CAGR in FUA reaches 40.23% per annum (175.7% over three years representing approximately \$23b) or more; and

- vesting between 29.23% and 40.23% per annum CAGR in FUA will be on a straight-line basis between these two levels.

• **Second Performance Condition:**

- 50% of these Options and 50% of the Performance Rights are subject to the Second Performance Condition being growth in absolute total shareholder return (ATSR) over the next 3 years. Vesting is calculated as follows –

- 25% vesting will occur when a threshold vesting of

+ See chapter 19 for defined terms.

12.5% ATSR compounded annually is achieved;
- 100% vesting will occur when a threshold vesting of 17.5% ATSR compounded annually is achieved; and
- vesting between 12.5% and 17.5% ATSR will be on a straight-line basis between these two levels.

The determination of the ATSR thresholds will be the exercise price for the Options which is based upon a 20 trading day VWAP for HUB24 shares to 3 September 2018. ie \$12.04.

- **Employment:** The Options and Performance Rights are subject to forfeiture on termination of employment by the Employee. If, however the Employee employment ends by reason of death or becoming (in the Board's view) totally and permanently disabled, or the termination by the company for reasons other than a breach of the performance standards as set out in the Employee employment contract, or the occurrence of such other event as the Board determines, the Employee's Options and Performance Rights will not be forfeited in these circumstances.

3. Terms in respect of 465,000 Performance Rights.

Subject to satisfaction of the Vesting Conditions applicable to the Performance Rights, the holder will be entitled to exercise their Performance Rights from the date the Performance Rights vest until the 15th anniversary of the date of issue of the Performance Rights (Expiry Date, 12 December 2033).

The exercise price in respect of the Performance Rights will be Nil.

Recipients have undertaken remuneration related commitments until 1 September 2020.

The Performance Rights, both vested and unvested, are retained by the employee / director on the cessation of their employment / engagement unless the Board determines in its absolute discretion:

- where employment / engagement is terminated for cause, that the employee / director loses all unvested Performance Rights and forfeits all vested Performance Rights; or
- where employment / engagement is not terminated for cause, that the employee / director loses all or some of their unvested Performance Rights.

+ See chapter 19 for defined terms.

The vesting conditions which must be met to the satisfaction of the Board in order for the Performance Rights to be exercised are:

- **Performance Condition (applying to 425,000 Performance Rights):**

For the performance period from 1 July 2018 to 30 June 2022 :

- zero vesting will occur if the CAGR in FUA is below a minimum level of 33% per annum;
- 100% vesting will occur if the CAGR in FUA reaches 33% per annum;

The hurdle will be tested over a cumulative four year period to the test date on 30 June 2022. Any Performance Rights that are unvested as at the end of the Performance Period will lapse.

- **Performance Condition (applying to 20,000 Performance Rights):**

For the performance period from 1 July 2018 to 30 June 2022:

- a) Effective leadership of the development and operation of the Company's risk and compliance framework and policies over the Performance Period;
- b) Effective leadership and management of key legal, risk and compliance matters across the HUB24 group.

- **Performance Condition (applying to 20,000 Performance Rights):**

For the performance period from 1 July 2018 to 30 June 2021:

- Provide support to the HUB24 Managing Director and KMPs in relation to the securing and maintenance of key accounts;
- Directly liaise with key accounts to facilitate growth and customer satisfaction, and to assess the effectiveness of HUB24 corporate culture and client satisfaction and provide feedback to the Board. Measure the improvement in the company's customer satisfaction service levels.

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<p>4 Do the ⁺securities rank equally in all respects from the date of allotment 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"> • 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 	<p>The FPO are issued on the same terms as existing issued FPO of HUB24 Limited. FPO are subject to sales restrictions of 12 months except to fund exercise cost or tax associated with the options.</p> <p>An Option or Performance Right does not entitle a participant under the HUB24 Limited Share Option Plan or HUB24 Limited Performance Rights Plan (respectively) to participate in new issues of securities or to receive dividends. In the event that fully paid ordinary shares are issued upon the exercise of Options or Performance Rights pursuant to the HUB24 Limited Share Option Plan or the HUB24 Limited Performance Rights Plan (respectively), those shares will rank equally with existing ordinary shares.</p>
<p>5 Issue price or consideration</p>	<p>The FPO are issued as the result of the exercise of the following options by employees:</p> <p>25,000 options at \$2.46 per option.</p> <p>The Options and Performance Rights are issued for Nil consideration.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The issue of FPO is due to the exercise of options under the HUB24 Share Option Plan.</p> <p>The Options and Performance Rights are being granted under the HUB24 Limited Share Option Plan and the HUB24 Performance Rights Plan (respectively) that have been established by the Company as an incentive for employees and directors.</p>
<p>6a Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the ⁺securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>No.</p>

⁺ See chapter 19 for defined terms.

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New issue announcement

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	25,000 FPO 75,853 Options 486,053 Performance Rights	
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	Remaining capacity LR 7.1 – 9,328,300	
7	⁺ Issue date	12 December 2018.	
8	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the securities in section 2 if applicable)	Number	⁺ Class
		62,188,666	FPO

+ See chapter 19 for defined terms.

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	160,000	Options (exercisable at \$0.98 each expiring on 17 October 2019).
	319,080	Options (exercisable at \$2.46 each expiring on 14 October 2020).
	150,000	Options (exercisable at \$2.46 each expiring on 7 December 2020).
	50,000	Options (exercisable at \$3.98 each expiring on 30 March 2021).
	356,891	Options (exercisable at \$4.46 each expiring on 29 November 2021).
	50,000	Options (exercisable at \$5.41 each expiring on 29 November 2021).
	116,830	Performance Rights (nil exercise price each expiring on 29 November 2021).
	34,247	Options (exercisable at \$6.25 each expiring on 21 August 2022).
	11,211	Performance Rights (nil exercise price each expiring on 21 August 2022).
	353,241	Options (exercisable at \$7.09 each expiring on 11 October 2022).
	108,115	Performance Rights (nil exercise price each expiring on 11 October 2022).
	78,077	Options (exercisable at \$7.09 each expiring on 11 December 2022)
23,897	Performance Rights (nil exercise price each expiring on 11 December 2022).	

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257,851	Options (exercisable at \$12.04 each expiring on 7 September 2023)
70,888	Performance Rights (nil exercise price each expiring on 7 September 2023).
12,000	Options (exercisable at \$12.04 each expiring on 7 September 2023)
4,000	Performance Rights (nil exercise price each expiring on 7 September 2023).
30,000	Options (exercisable at \$11.73 each expiring on 7 September 2023)
10,000	Performance Rights (nil exercise price each expiring on 7 September 2023).
51,186	Options (exercisable at \$12.04 each expiring on 12 December 2023)
486,053	Performance Rights (nil exercise price each expiring on 12 December 2023).
24,667	Options (exercisable at \$13.44 each expiring on 12 December 2023)

- 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) Final dividend payable October, Interim dividend (if applicable) payable April.

Part 2 - Bonus issue or pro rata issue

- 11 Is security holder approval required? N/A
- 12 Is the issue renounceable or non-renounceable? N/A

+ See chapter 19 for defined terms.

13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+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 issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	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

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26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement 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	+Despatch 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)

+ See chapter 19 for defined terms.

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 N/A
- 39 Class of +securities for which quotation is sought N/A
- 40 Do the +securities rank equally in all respects from the date of allotment 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
- N/A

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<p>41 Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>	<p>N/A</p>
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	Number	+Class
<p>42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)</p>	<p>N/A</p>	<p>N/A</p>

+ See chapter 19 for defined terms.

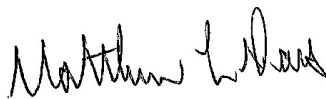
Quotation agreement

- 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 not available now, 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: 12 December 2018
(Company secretary)

Print name: Matthew Haes

+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for +eligible entities

Introduced 01/08/12

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
<i>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</i>	
<i>Insert</i> number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	61,049,999
<i>Add</i> the following: <ul style="list-style-type: none"> • Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	1,138,667
<i>Subtract</i> the number of fully paid ordinary securities cancelled during that 12 month period	Nil
“A”	62,188,666

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Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	9,328,300
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p>Note:</p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	Nil
“C”	Nil
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	9,328,300
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	Nil
Total [“A” x 0.15] – “C”	9,328,300 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	N/A
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	N/A
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	N/A
“E”	N/A

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
<p>“A” x 0.10</p> <p><i>Note: number must be same as shown in Step 2</i></p>	N/A
<p>Subtract “E”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	N/A
<p>Total [“A” x 0.10] – “E”</p>	<p>N/A</p> <p><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>

+ See chapter 19 for defined terms.