

31 March 2021

ASX Market Announcements  
ASX Limited  
Level 4, Exchange Centre  
20 Bridge Street  
Sydney NSW 2000

**Notice under section 708AA(2)(f) of the *Corporations Act 2001* (Cth)**

**SG Fleet Group Limited (ASX: SGF)**

This notice is given by SG Fleet Group Limited (ACN 167 554 574) (**SG Fleet** or **Company**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Act**), as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73.

SG Fleet has announced a pro rata accelerated non-renounceable entitlement offer (**Entitlement Offer**) of 1 fully paid ordinary share in SG Fleet (**New Share**) for every 7.44 SG Fleet ordinary shares held as at 7.00 pm (AEDT) on Tuesday, 6 April 2021 by shareholders with a registered address in Australia, New Zealand and certain other jurisdictions in which SG Fleet decides to extend the Entitlement Offer.

A Retail Entitlement Offer Booklet in connection with the retail component of the Entitlement Offer is expected to be dispatched to eligible retail shareholders on or around Friday, 9 April 2021.

SG Fleet advises that:

- 1 the New Shares will be offered for issue without disclosure to investors under Part 6D.2 of the Act;
- 2 this notice is being given under section 708AA(2)(f) of the Act;
- 3 as at the date of this notice, SG Fleet has complied with:
  - (a) the provisions of Chapter 2M of the Act as they apply to SG Fleet; and
  - (b) section 674 of the Act;
- 4 as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Act that is required to be set out in this notice under section 708AA(7) of the Act; and
- 5 the potential effect that the Entitlement Offer will have on the control of SG Fleet, and the consequences of that effect, will depend on a number of factors, including investor demand and existing shareholdings. However, subject to paragraph 6 below, given:
  - (a) the size and pricing of the Entitlement Offer;

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**SG Fleet Group Limited**

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- (b) the structure of the Entitlement Offer as a pro rata issue;
- (c) the pre-commitment referred to in paragraph 6 below combined with the balance of the Entitlement Offer (i.e. excluding the entitlement subject to this pre-commitment) being underwritten; and
- (d) the current level of substantial holdings (based on substantial holding notices that have been given to SG Fleet and lodged with ASX on or prior to the date of this notice),

the issue of New Shares under the Entitlement Offer is not expected to have any material effect or consequence on the control of SG Fleet.

- 6 As at the date of this notice, the Company's largest shareholder, Super Group Limited (**Super Group**), has a voting power in the Company of approximately 60.13% through its subsidiary Bluefin Investments Limited. Super Group has entered into a binding commitment to take up its entire pro rata entitlement under the institutional component of the Entitlement Offer (**Institutional Offer**). As there is a period of time between completion of the Institutional Offer and completion of the retail component of the Entitlement Offer (**Retail Offer**), Super Group's voting power in the Company is expected to increase temporarily during that period to approximately 61.24%. The Company is informed by Super Group that Super Group will rely on item 9 of section 611 of the Act (3% creep exception) for this temporary increase in voting power. Super Group will not participate in any sub-underwriting arrangements.

Yours sincerely

**Tawanda Mutengwa**  
Company Secretary  
SG Fleet Group Limited

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