



26th February 2008

The Company Announcements Platform
Australian Stock Exchange Limited

FOR RELEASE TO THE MARKET

Dear Sir/Madam

SENIOR EXECUTIVE OPTION PLAN

Austbrokers Holdings Limited (ASX code: AUB) ("**Austbrokers**") announces that it has granted a total of 20,000 options over unissued ordinary shares to a new senior executive under the Senior Executive Option Plan ("**Plan**") referred to on pages 77-79 of the Prospectus dated 30th September 2005.

Although the executive was not an employee of Austbrokers at the time of the last Plan offer on 14th September 2007, Austbrokers has determined that it is appropriate for him to be issued options on the same terms as options to other Austbrokers executives issued on 14th September 2007.

Enclosed is an Appendix 3B in relation to the issue of these unquoted employee options, the key terms of which are set out in the attachment to the Appendix 3B.

Yours sincerely

S.S. Rouvray

Company Secretary

Austbrokers Holdings Limited

For further information, contact Steve Rouvray

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Mobile: (0412) 259 158

This announcement may contain forward looking statements relating to future matters, which are subject to known and unknown risks, uncertainties and other important factors which could cause the actual results, performance or achievements of Austbrokers and the Austbrokers Group to be materially different from those expressed in this announcement. Except as required by law and only to the extent so required, neither Austbrokers nor any other person warrants that these forward looking statements relating to future matters will occur.

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 1/7/96. Origin: Appendix 5. Amended 1/7/98 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

AUSTBROKERS HOLDINGS LIMITED

ABN

60 000 000 715

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	Options over unissued ordinary shares
2	Number of ⁺ securities issued or to be issued (if known) or maximum number which may be issued	20,000
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)	• No consideration for grant of option • Exercise Price: \$4.20 per share • Expiry Date: 7 years from 14 September 2007 • Grant of options to senior employees • Other terms as per the Austbrokers Senior Executive Option Plan and attachment to this Appendix 3B

⁺See chapter 19 for defined terms.

Appendix 3B
New issue announcement

4	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	The options will be unquoted but it is intended that shares issued on exercise of the options will rank equally with existing quoted ordinary shares on and from the date of issue.	
5	Issue price or consideration	Nil	
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Incentive to senior executives under the Senior Executive Option Plan	
7	Dates of entering ⁺ securities into uncertificated holdings or despatch of certificates		
8	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the securities in clause 2 if applicable)	Number	⁺ Class
		50,129,870	Ordinary shares

⁺See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	⁺ Class
9	Number and ⁺ class of all ⁺ securities not quoted on ASX (<i>including</i> the securities in clause 2 if applicable)	740,000
		Options over ordinary shares expiring 5 October 2012 exercise price \$2.00
		734,200
		Options over ordinary shares expiring 25 September 2013 exercise price \$3.47
		663,100
		Options over ordinary shares expiring 14 September 2014 exercise price \$4.20
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A

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
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 Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	N/A

⁺See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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 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

⁺See chapter 19 for defined terms.

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)

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

⁺See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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	
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)	N/A	
42	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the securities in clause 38)	Number	⁺ Class
		N/A	

⁺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 to 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, 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: 26 February 2008

Print name:

S.S. ROUVRAY

⁺See chapter 19 for defined terms.

Item 1: Number of Options = 20,000 Options

Item 2: Option Exercise Price of each Option = \$4.20

Item 3: Exercise Conditions:

- (a) subject to satisfaction of the performance based conditions referred to in paragraphs (b) and (c) below, the Options will vest 3 years after the date of grant;
- (b) if the First Test Compound Growth (i.e. the rate of annual compound growth (expressed as a percentage) required over a three year period for the Initial EPS of 26.4 cents to equal the EPS for the financial year ending 30 June 2010) is:
 - (i) greater than or equal to 8.5% per annum, 20% of the Options will become exercisable;
 - (ii) equal to 10% per annum, 50% of the Options will become exercisable;
 - (iii) between 10% and 15%, the percentage of Options that are exercisable will be determined on a pro rata basis so that the number of Options that are exercisable will increase from 50% by 1 percentage point for every 0.1% percent additional Compound Growth over 10%;
 - (iv) 15% per annum or more, 100% of the Options will become exercisable,
 - (v) in each case on the date on which the Company's audited financial statements for the financial year ending 30 June 2010 are lodged with the Australian Stock Exchange (the "**First Test Date**");
- (c) if all of the Options do not become exercisable on the First Test Date and the percentage rate of annual compound growth over the four financial years ending 30 June 2011 ("**Second Test Compound Growth**") is higher than the First Test Compound Growth then on the date on which the Company's audited financial statements for the financial year ending 30 June 2011 are lodged with the Australian Stock Exchange (the "**Second Test Date**") an additional number of Options will become exercisable as is equal to the difference between the number of Options which became exercisable under paragraph (b) and the number of Options which would have become exercisable if paragraph (b) applied on the basis of the Second Test Compound Growth (rather than the First Test Compound Growth);
- (d) any Options which have not become exercisable by the Second Test Date lapse and are of no further force or effect.

⁺See chapter 19 for defined terms.