

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

Eclipx Group Limited (Eclipx) (ASX: ECX)

ABN

85 131 557 901

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 | 1. Options (unquoted)
2. Performance Rights (PRF) (unquoted) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 1. 2,320,000 Options
2. 580,000 Performance Rights (PRF) |
| 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) | <u>Options</u> <ul style="list-style-type: none"> Each option is a right to acquire a fully paid ordinary share on a one-for-one basis at the exercise price (or to receive the cash equivalent value), subject to vesting conditions being satisfied. The vesting conditions are disclosed in the Eclipx Group Limited Notice of Annual General Meeting dated 10 January 2019. Exercise price: \$2.54 Exercise period: A period commencing on the day following the vesting date and ending on 16 December 2023 |

+ See chapter 19 for defined terms.

- Expiry date: 16 December 2023
- If a change of control transaction is approved by shareholders and proceeds by 30 June 2019, then the Options will lapse. Where a change of control transaction does not proceed by 30 June 2019, then upon the occurrence of a change of control transaction after that date involving more than 50% of Eclix's issued shares, all unvested Options will vest in full, subject to the Board determining that a different treatment should apply.

PRF Rights

- Each right is a right to acquire a fully paid ordinary share on a one-for-one basis for nil consideration (or to receive the cash equivalent value), subject to vesting conditions being satisfied. The vesting conditions are disclosed in the Eclix Group Limited Notice of Annual General Meeting dated 10 January 2019.
- Exercise period: A period commencing on the day following the vesting date and ending on 16 December 2023
- Expiry date: 16 December 2023
- If a change of control transaction is approved by shareholders and proceeds by 30 June 2019, then the PRF Rights will lapse. Where a change of control transaction does not proceed by 30 June 2019, then upon the occurrence of a change of control transaction after that date involving more than 50% of Eclix's issued shares, all unvested PRF Rights will vest in full, subject to the Board determining that a different treatment should apply.

4	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	1. N/A 2. N/A
5	Issue price or consideration	Options and PRF Rights are issued for nil financial consideration under the Eclipx Group Limited Long Term Incentive Plan (ECX LTIP)
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Options and PRF Rights issued for nil financial consideration under the ECX LTIP.
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	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

+ See chapter 19 for defined terms.

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	+Issue dates 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 pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	11 February 2019	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		319,636,693	Fully paid ordinary shares

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the ⁺ securities in section 2 if applicable)	485,000	Non-Executive Director Options (2.65 Exp. 21/04/2020)
		700,000	FY15 LTI Options (\$2.30 Exp. 21/04/2020)
		532,500	FY16 LTI PRF Rights (Exp. 10/11/2020)
		2,240,000	FY16 LTI Options (\$3.06 Exp. 10/11/2020)
		312,500	PRF Rights (Exp. 19/05/2021)
		1,000,000	FY17 LTI Options (\$3.8048 Exp. 04/09/2021)
		5,150,000	FY17 LTI Options (\$3.60 Exp 4/11/2021)
		685,000	FY17 LTI PRF Rights (Exp. 4/11/2021)
		3,420,000	FY18 LTI Options (\$4.18 Exp. 8/11/2022)
		975,000	FY18 LTI PRF Rights (Exp. 8/11/2022)
		415,000	PRF Rights (Exp. 18/12/2022)
		316,000	FY18 LTI PRF Rights (Exp. 8/11/2022)
		1,264,000	FY18 LTI Options (\$4.18 Exp. 8/11/2022)
		200,000	SRV Rights (Exp. 16/8/23)

⁺ See chapter 19 for defined terms.

300,000	Options (\$2.05 Exp. 16/8/23)
845,000	FY19 LTI PRF Rights (Exp. 16/12/2023)
4,100,000	FY19 LTI Options (\$2.54 Exp. 16/12/2023)
975,000	FY19 LTI SRV Rights (Exp. 16/12/2023)
2,320,000	FY19 LTI Options (2.54 Exp. 16/12/2023)
580,000	FY19 LTI PRF Rights (Exp. 16/12/2023)

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

N/A

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 ⁺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 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

+ See chapter 19 for defined terms.

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

+ See chapter 19 for defined terms.

- 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

⁺ See chapter 19 for defined terms.

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)					
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> </tr> </tbody> </table>	Number	+Class		
Number	+Class					

+ 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 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: 11 FEB 2019

Print name:

Matthew Sinnamon

+ See chapter 19 for defined terms.