

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, 04/03/13

Name of entity

IVE Group Limited (IGL)

ABN

62 606 252 644

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 in the capital of IGL (each, a New Share)
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+ See chapter 19 for defined terms.

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- | | | |
|---|---|---|
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <p>Previously Issued - 7,659,564 New Shares pursuant to the institutional component (Institutional Entitlement Offer) of the fully underwritten accelerated non-renounceable entitlement offer, as detailed in the ASX announcement dated 5 December 2016 (Entitlement Offer).</p> <p>Previously Issued - 10,000,000 shares pursuant to the institutional placement, as detailed in the ASX announcement dated 7 December 2016 (Placement).</p> <p>Previously Issued - 2,078,982 shares scrip to Franklin shareholders (Franklin Scrip).</p> <p>Previously Issued - 7,735,747 shares scrip to AIW shareholders (AIW Scrip). 3,867,874 of the shares issued to AIW shareholders are subject to voluntary escrow arrangements for 12 months.</p> <p>Previously Issued on 19 December 2016 – scrip to AIW shareholders 264,253 additional shares under the terms of the AIW Acquisition Agreement (Additional AIW Shares).</p> <p>Issued on Tuesday 3 January 2017 - 2,361,177 New Shares pursuant to the retail component of the Entitlement Offer (Retail Entitlement Offer) (adjusted from previous estimate of approximately 2,360,761 following reconciliation of shareholder entitlements and the effects of rounding).</p> |
| 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>The New Shares are as per existing fully paid ordinary shares.</p> |

+ See chapter 19 for defined terms.

<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"> • 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>Yes, the New Shares will rank equally with existing fully paid ordinary shares in IGL from the date of issue of the New Shares.</p>
<p>5 Issue price or consideration</p>	<p>A\$2.00 per New Share for shares issued under the Entitlement Offer and Placement. As set out in the ASX announcement dated 5 December 2016, for shares issued to the vendors of AIW and Franklin.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>As described in the ASX Announcement and Investor Presentation lodged with ASX on Monday 5 December 2016, the proceeds received from the issue will be used to fund the acquisition of:</p> <ul style="list-style-type: none"> • the assets of The Franklin Printing Group Pty Limited (Franklin); and • 100% of the shares in the holding company of the AIW Printing Group (AIW).
<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 <i>in relation to the +securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	<p>Yes.</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>21 November 2016.</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>10,158,860</p>

+ See chapter 19 for defined terms.

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6d	Number of +securities issued with security holder approval under rule 7.1A	9,920,122
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	10,020,741
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.	Issue Date: 13 December 2016 15 Day VWAP (as at 12 December 2016): \$2.092479 Issue Price: \$2.00 Issue price as a percentage of 15 day VWAP: 95.580410%
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	See Annexure 1 Remaining capacity under LR7.1: 4,721,428 Remaining capacity under LR7.1A: nil
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.	The issue date for New Shares issued under the Institutional Entitlement Offer and the Placement is 13 December 2016. The issue date for the scrip to Franklin shareholders is 13 December 2016. The issue date for the scrip to AIW shareholders is 13 December 2016. The issue date for the Additional AIW Shares is 19 December 2016. The issue date for New Shares issued under the Retail Entitlement Offer is 3 January 2017.

+ See chapter 19 for defined terms.

	Number	+Class
8 Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	119,280,624. (3,867,874 of these shares are subject to voluntary escrow arrangements).	Fully paid Ordinary shares.

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	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	337,029 Based on Appendix 3B dated 22/11/2016.	Unlisted Performance Rights Based on Appendix 3B dated 22/11/2016.
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)		

Part 2 - Pro rata issue

11 Is security holder approval required?	No
12 Is the issue renounceable or non-renounceable?	Non-renounceable
13 Ratio in which the +securities will be offered	1 New Share for every 8.9 existing shares held at the Record Date for the Entitlement Offer.
14 +Class of +securities to which the offer relates	Fully paid Ordinary shares
15 +Record date to determine entitlements	7.00pm (Sydney time), 7 December 2016
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17 Policy for deciding entitlements in relation to fractions	Where fractions arise in the calculation of shareholders' entitlements under the Entitlement Offer they will be rounded up to the nearest whole number of New Shares.

+ See chapter 19 for defined terms.

- | | |
|--|---|
| <p>18 Names of countries in which the entity has security holders who will not be sent new offer documents</p> <p>Note: Security holders must be told how their entitlements are to be dealt with.</p> <p>Cross reference: rule 7.7.</p> | <p>For the Institutional Entitlement Offer, all countries other than Australia, New Zealand, Hong Kong and Singapore and any other jurisdictions as agreed between IVE and the underwriters.</p> <p>For the Retail Entitlement Offer, all countries other than Australia and New Zealand.</p> |
| <p>19 Closing date for receipt of acceptances or renunciations</p> | <p>The Institutional Entitlement Offer closed on 6 December 2016.</p> <p>The Retail Entitlement Offer closed at 5pm (Sydney time) on 21 December 2016.</p> |

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20	Names of any underwriters	Evans and Partners Pty Ltd ABN 85 125 338 785 and Bell Potter Securities Limited ABN 25 006 390 772 (the Underwriters).
21	Amount of any underwriting fee or commission	IVE has agreed to pay to the underwriters: <ul style="list-style-type: none"> • in relation to the proceeds raised from the institutional component of the Entitlement Offer, a total underwriting fee of 3.0% (excluding GST) and a total management fee of 0.5% (excluding GST); and • in relation to the proceeds raised from the retail component of the Entitlement Offer, a total underwriting fee of 3.0% (excluding GST) and a total management fee of 0.5% (excluding GST).
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	No prospectus is being prepared. An Investor Presentation was provided to ASX on 5 December 2016. A Retail Entitlement Offer Booklet and Entitlement and Acceptance Form was sent to eligible retail shareholders on 12 December 2016.
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

+ See chapter 19 for defined terms.

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

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- 32 How do security holders dispose of their entitlements (except by sale through a broker)? N/A
- 33 ⁺Issue date

The issue date for New Shares issued under the Institutional Entitlement Offer and the Placement is 13 December 2016.

The issue date for the scrip to Franklin shareholders is 13 December 2016

The issue date for the scrip to AIW shareholders is 13 December 2016.

The issue date for the Additional AIW Shares is 19 December 2016.

The issue date for New Shares issued under the Retail Entitlement Offer is 3 January 2017.

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

⁺ See chapter 19 for defined terms.

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

N/A

39 +Class of +securities for which quotation is sought

N/A

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

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

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



Date: 3/1/2017

Company Secretary

Print name: Emma Lawler

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+ 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 Amended 04/03/13

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 the +issue date or date of agreement to issue	88,855,901
<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> 	325,000 ordinary shares issued 5 May 2016 under 7.2 (Exception 9) + 10,020,741 shares under the Entitlement Offer, per 7.2 (Exceptions 1 and 2)
<i>Subtract</i> the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	99,201,642

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	14,880,246
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><i>Note:</i></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> 	<p>10,078,982 scrip issued to Franklin and AIW vendors</p> <p>79,836 shares issued under the Placement</p>
“C”	10,158,818
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>	14,880,246
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	10,158,818
<p>Total [“A” x 0.15] – “C”</p>	<p>4,721,428</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

+ 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>	99,201,642
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	9,920,164
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 <i>Notes:</i> <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> 	9,920,164 shares issued under the Placement
“E”	9,920,164

+ 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>	9,920,164
<p>Subtract “E”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	9,920,164
<p>Total [“A” x 0.10] – “E”</p>	<p>nil</p> <p><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>

+ See chapter 19 for defined terms.