

Manager of Company Announcements
ASX Limited

Level 6, 20 Bridge Street
SYDNEY NSW 2000

22 February 2016

APPENDIX 3B – ISSUE OF LTIP SECURITIES

Rent.com.au Limited (ASX: **RNT**) (“**RENT**” or “**the Company**”), Australia’s number one website dedicated to rental property, announces that it has issued the following securities to staff pursuant to the Long Term Incentive Plan (“LTIP”) as approved by shareholders of the Company on 20 May 2015.

All LTIP securities issued today have a vesting condition requiring the staff members to remain in employment with the Company until 31 December 2017.

Security	Number	Performance Vesting Conditions
Tranche 4 Options with an exercise price of \$0.30 each	700,000	The VWAP of Shares trading on the ASX at greater than \$0.30 over 20 consecutive trading days.
Tranche 5 Options with an exercise price of \$0.30 each	700,000	The VWAP of Shares trading on the ASX at greater than \$0.40 over 20 consecutive trading days.
Tranche 6 Options with an exercise price of \$0.30 each	700,000	The VWAP of Shares trading on the ASX at greater than \$0.60 over 20 consecutive trading days.
Tranche 4 Performance Rights	40,000	Achievement of greater than 500,000 unique visitors to the website rent.com.au in each of 3 consecutive months before 31 December 2018.
Tranche 5 Performance Rights	80,000	Achievement of greater than \$10,000,000 in revenue by the Company in any 12 month period before 31 December 2018.
Tranche 6 Performance Rights	80,000	Achievement of greater than \$3,000,000 in EBITDA by the Company in any 12 month period before 31 December 2019.

Included in the above allocation of LTIP securities were options and performance rights issued to the following Key Management Personnel of the Company:

- Scott Waters – General Manager Products and Services
- Maya William – General Manager Marketing

None of the above LTIP securities were issued to directors or other Key Management Personnel of the Company.

Jan Ferreira
Company Secretary

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

Rent.com.au Limited

ABN

25 062 063 692

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. Tranche 4 Options
2. Tranche 5 Options
3. Tranche 6 Options
4. Tranche 4 Performance Rights
5. Tranche 5 Performance Rights
6. Tranche 6 Performance Rights

2 Number of +securities issued or to be issued (if known) or maximum number which may be issued

1. 700,000
2. 700,000
3. 700,000
4. 40,000
5. 80,000
6. 80,000

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

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| <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> | <ol style="list-style-type: none"> 1. Tranche 4 Options – \$0.30 exercise price, expiry 5 years from grant date. Vest upon continuous employment with the group until 31 December 2017 and the VWAP of shares trading at greater than \$0.30 over 20 consecutive trading days. 2. Tranche 5 Options – \$0.30 exercise price, expiry 5 years from grant date. Vest upon continuous employment with the group until 31 December 2017 and the VWAP of shares trading at greater than \$0.40 over 20 consecutive trading days. 3. Tranche 6 Options – \$0.30 exercise price, expiry 5 years from grant date. Vest upon continuous employment with the group until 31 December 2017 and the VWAP of shares trading at greater than \$0.60 over 20 consecutive trading days. 4. Tranche 4 Performance Rights – will vest upon continuous employment with the group until 31 December 2017; achievement of greater than 500,000 unique visitors to the website www.rent.com.au in each of 3 consecutive months, on or before 31 December 2018. Rights will expire on 31 January 2019. 5. Tranche 5 Performance Rights – will vest upon continuous employment with the group until 31 December 2017; achievement of greater than \$10,000,000 in revenue by Rent in any 12 month period on or before 31 December 2018. Rights will expire at 5pm on the date which is 14 days after the release of the audited financial reports for the period ended 31 December 2018. 6. Tranche 6 Performance Rights – will vest upon continuous employment with the group until 31 December 2017; achievement of greater than \$3,000,000 EBITDA by Rent in any 12 month period on or before 31 December 2019. Rights will expire at 5pm on the date which is 14 days after the release of the audited financial reports for the period ended 31 December 2019. |
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+ See chapter 19 for defined terms.

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	Not applicable, these are unquoted securities. Any ordinary shares issued upon conversion of the unquoted securities as a result of achievement of performance milestones will rank equally with existing ordinary fully paid shares.
5	Issue price or consideration	Nil.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Issued to employees pursuant to Company's long term incentive plan (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	Yes.
6b	The date the security holder resolution under rule 7.1A was passed	27 November 2015
6c	Number of +securities issued without security holder approval under rule 7.1	Nil
6d	Number of +securities issued with security holder approval under rule 7.1A	Nil

+ See chapter 19 for defined terms.

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6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil				
6f	Number of +securities issued under an exception in rule 7.2	2,300,000 (exception 9)				
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	7.1 – 1 7.1A – 8,779,917				
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.	22 February 2016				
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>89,121,696</td><td>Fully paid ordinary shares.</td></tr></table>	Number	+Class	89,121,696	Fully paid ordinary shares.
Number	+Class					
89,121,696	Fully paid ordinary shares.					

+ See chapter 19 for defined terms.

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New issue announcement

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (<i>including</i> the ⁺ securities in section 2 if applicable)	11,847,353	Vendor Shares escrowed for 24 months from date quotation of securities recommences
		115,507	Unlisted options (\$12.00, 30 June 2016)
		8,160,771	Class A Performance Shares (3,933,169 escrowed for 24 months until 23 June 2017 and 4,227,602 escrowed to 17 June 2016). Conversion ratio into ordinary shares is 1:1.
		8,160,771	Class B Performance Shares (4,355,255 escrowed for 24 months until 23 June 2017 and 3,805,516 escrowed to 17 June 2016). Conversion ratio into ordinary shares is 1:1.
		8,160,771	Class C Performance Shares (6,184,283 escrowed for 24 months until 23 June 2017 recommences and 1,976,488 escrowed to 17 June 2016). Conversion ratio into ordinary shares is 1:1.
		2,228,253	Tranche 1 Performance Rights (2,228,253 escrowed for 24 months until 23 June 2017)
		2,228,253	Tranche 2 Performance Rights (2,228,253 escrowed for 24 months until 23 June 2017)
		2,228,253	Tranche 3 Performance Rights (2,228,253 escrowed for 24 months until 23 June 2017)
		1,937,975	Tranche 4 Performance Rights (1,413,181 escrowed for 24 months until 23 June 2017)
		1,977,975	Tranche 5 Performance Rights (1,413,181 escrowed for 24 months until 23 June 2017)

⁺ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the ⁺ securities in section 2 if applicable)	1,977,974	Tranche 6 Performance Rights (1,413,181 escrowed for 24 months until 23 June 2017)
		10,000,000	Tranche 1 Employee Options (0.25, 5 year expiry) (10,000,000 escrowed for 24 months until 23 June 2017)
		4,500,000	Tranche 2 Employee Options (0.25, 5 year expiry) (4,500,000 escrowed for 24 months until 23 June 2017)
		4,500,000	Tranche 3 Employee Options (0.25, 5 year expiry) (4,500,000 escrowed for 24 months until 23 June 2017)
		5,561,667	Tranche 4 Employee Options (0.30, 5 year expiry) (4,016,668 escrowed for 24 months until 23 June 2017)
		5,561,667	Tranche 5 Employee Options (0.30, 5 year expiry) (4,016,666 escrowed for 24 months until 23 June 2017)
		5,561,666	Tranche 6 Employee Options (0.30, 5 year expiry) (4,016,666 escrowed for 24 months until 23 June 2017)
		7,000,000	Advisor Options (\$0.30, 5 year expiry) (7,000,000 escrowed for 24 months until 23 June 2017)
		2	Unlisted options (\$15.00, 31 March 2017)
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	See page 26 of the Prospectus dated 7 April 2015.	

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

⁺ See chapter 19 for defined terms.

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
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

+ See chapter 19 for defined terms.

Appendix 3B

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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	⁺ 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

⁺ See chapter 19 for defined terms.

- 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.

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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 ⁺ 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	
42	Number and ⁺ class of all ⁺ securities quoted on ASX (including the ⁺ securities in clause 38)	Number n/a	⁺ 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 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.

23 November 2015

Sign here: Date:
(~~Director~~/Company secretary)

Steven Wood
Print name:

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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	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	324,923,226 (pre – consolidation)
Add the following: - 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 Note: - Include only ordinary securities here – other classes of equity securities cannot be added - Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed - It may be useful to set out issues of securities on different dates as separate line items	16/3/15 – option conversion – 2 (pre – consolidation) 27/5/2015 – consolidation – (315,173,949) 17 June 2015 – placement – 25,000,000 17 June 2015 – vendor consideration – 53,049,895
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	87,799,174

+ 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	13,169,876
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 Note: • <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>	23 November 2015 – 13,169,875 - Placement
“C”	nil
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	13,169,876
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	13,169,875
Total [“A” x 0.15] – “C”	1 <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>	87,799,174
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	8,779,917
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> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • 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 • It may be useful to set out issues of securities on different dates as separate line items	-
“E”	-

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	8,779,917
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	-
Total [“A” x 0.10] – “E”	8,779,917 <i>[Note: this is the remaining placement capacity under rule 7.1A]</i>

+ See chapter 19 for defined terms.