

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

SEEK LIMITED

ABN

46 080 075 314

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

Issue 1: Wealth Sharing Plan Rights issued to Executives and Senior Management under the SEEK Equity Plan, previously referred to as Long Term Incentive Rights or LTI Rights (**WSP Rights**)

Issue 2: Equity Rights issued to Executives under the SEEK Equity Plan (**Equity Rights**)

Issue 3: Performance Rights issued to Senior Management under the SEEK Equity Plan (**Performance Rights**)

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

Issue 1: **WSP Rights:** 408,689

Issue 2: **Equity Rights:** 6

Issue 3: **Performance Rights:** 54

+ See chapter 19 for defined terms.

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)	Issue 1: WSP Rights (a) Exercise price – Nil (b) Earliest exercise date – 1 July 2022 (c) Expiry date – 30 June 2023 Each WSP Right is a conditional right to be allocated one fully paid ordinary share in SEEK. The WSP Rights are subject to a Share Price Hurdle vesting condition which is measured over a three year vesting period (1 July 2018 to 30 June 2021). All of the WSP Rights will lapse if the Share Price Hurdle is not satisfied. If the WSP Rights vest, they will be subject to an exercise restriction period until 30 June 2022. Issue 2: Equity Rights (a) Qualifying Period - 1 July 2018 to 30 June 2019 (b) Disposal restriction until 30 June 2020 Each Equity Right is a conditional right to be allocated a number of fully paid ordinary shares in SEEK if the Equity Right vests. The maximum number of shares that will be provided at the end of the Qualifying Period if an Equity Right vests has been determined by dividing the allocation value of the Equity Right by the 60 day volume weighted average share price (VWAP) at 1 July 2018. There is no amount payable by a holder on issue or following vesting of an Equity Right. The shares provided following vesting of each Equity Right will be subject to a disposal restriction period ending on 30 June 2020. Issue 3: Performance Rights (a) Qualifying Period - 1 July 2018 to 30 June 2019 (b) Disposal restriction until 30 June 2020 Each Performance Right is a conditional right to be allocated a number of fully paid ordinary shares in SEEK if the Performance Right vests. The maximum number of shares that will be provided at the end of the Qualifying Period if a Performance Right vests has been determined by dividing the allocation value of the Performance Right by the 60 day volume weighted average share price (VWAP) at 1 July 2018. The actual number of shares provided following vesting will be determined by applying a percentage based on the individual performance rating of a holder for FY19.
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		There is no amount payable by a holder on issue or following vesting of a Performance Right. The shares provided following vesting of each Performance Right will be subject to a disposal restriction period ending on 30 June 2020.
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	Issue 1, 2 and 3: The WSP Rights, Equity Rights and Performance Rights do not carry a right to vote or receive dividends or distributions. The ordinary shares provided following vesting of the WSP Rights, Equity Rights and Performance Rights will rank equally with the fully paid ordinary shares then on issue.
5	Issue price or consideration	Issue 1, 2 and 3: Nil consideration
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Issue 1: WSP Rights The WSP Rights are issued to Executives (excluding the CEO) and Senior Management, as the long-term equity component of the holder's FY19 Total Remuneration Opportunity. WSP Rights are issued under the SEEK Equity Plan. Issue 2: Equity Rights The Equity Rights are issued to Executives (excluding the CEO), as part of SEEK Executives' FY19 Total Remuneration Opportunity. Equity Rights are issued under the SEEK Equity Plan. Issue 3: Performance Rights The Performance Rights are issued to Senior Management as part of SEEK Senior Management's FY19 Total Remuneration Opportunity. Performance Rights are issued under the SEEK Equity Plan.

+ See chapter 19 for defined terms.

6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i> , and comply with section 6i	Not applicable
6b	The date the security holder resolution under rule 7.1A was passed	Not applicable
6c	Number of +securities issued without security holder approval under rule 7.1	Not applicable
6d	Number of +securities issued with security holder approval under rule 7.1A	Not applicable
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable
6f	Number of +securities issued under an exception in rule 7.2	Not applicable
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.	Not applicable
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	Not applicable
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	Not applicable

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.	Issue 1, 2 and 3: 16 October 2018								
8	Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>Ordinary shares</td><td>351,135,882</td></tr></table>	Number	+Class	Ordinary shares	351,135,882				
Number	+Class									
Ordinary shares	351,135,882									
9	Number and +class of all +securities not quoted on ASX (<i>including</i> the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>WSP Rights</td><td>2,056,278</td></tr><tr><td>Equity Rights</td><td>6</td></tr><tr><td>Performance Rights</td><td>54</td></tr></table>	Number	+Class	WSP Rights	2,056,278	Equity Rights	6	Performance Rights	54
Number	+Class									
WSP Rights	2,056,278									
Equity Rights	6									
Performance Rights	54									
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable								

Part 2 - Pro rata issue

11	Is security holder approval required?	Not applicable
12	Is the issue renounceable or non-renounceable?	Not applicable
13	Ratio in which the ⁺securities will be offered	Not applicable
14	⁺Class of ⁺securities to which the offer relates	Not applicable
15	⁺Record date to determine entitlements	Not applicable

+ See chapter 19 for defined terms.

16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable
17	Policy for deciding entitlements in relation to fractions	Not applicable
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.	Not applicable
19	Closing date for receipt of acceptances or renunciations	Not applicable
20	Names of any underwriters	Not applicable
21	Amount of any underwriting fee or commission	Not applicable
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	Not applicable
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	Not applicable

28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Not applicable
33	+Issue date	Not applicable

+ See chapter 19 for defined terms.

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
- n/a – no new class of securities

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
- n/a – no new class of securities

37 ☐ A copy of any trust deed for the additional ⁺securities
- n/a – no new class of securities

Entities that have ticked box 34(b)

38 Number of ⁺securities for which ⁺quotation is sought

Not applicable

39 ⁺Class of ⁺securities for which quotation is sought

Not applicable

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	Not applicable	
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)	Not applicable	
42	Number and ⁺ class of all ⁺ securities quoted on ASX (including the ⁺ securities in clause 38)	Number	⁺ Class
		Not applicable	Not applicable

⁺ 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: 19 October 2018

Print name: Lynne Jensen