

# 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

AUB Group Limited (AUB)

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  | Fully paid ordinary shares ( <b>Shares</b> )  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | Up to approximately 9,458,738 Shares are expected to be issued pursuant to a 4 for 27 fully underwritten pro rata accelerated non-renounceable entitlement offer, as detailed in the ASX announcement dated 12 November 2018 ( <b>Entitlement Offer</b> ).<br><br>The exact number of Shares to be issued under the Entitlement Offer and, in the case of the latter, the split between the: <ul style="list-style-type: none"><li>• institutional component of the offer; and</li><li>• retail component of the offer,</li></ul> is to be finalised and is subject to reconciliation of shareholder entitlements and rounding. |

+ See chapter 19 for defined terms.

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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)	Same as existing quoted fully paid ordinary shares in AUB.
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+ See chapter 19 for defined terms.

4	<p>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"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes, the Shares rank equally in all respects with the existing fully paid shares in AUB.</p>
5	Issue price or consideration	\$12.30 per Share under the Entitlement Offer.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	To repay part of AUB's current debt facility in order to provide additional flexibility for potential near-term growth initiatives, to fund the acquisition of the additional 44% interest in Adroit Holdings Pty Limited and for the transaction and offer costs.
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	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.

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6d	Number of +securities issued with security holder approval under rule 7.1A	N/A.
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	<p>+Issue dates</p> <p>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.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	<p>The issue date under the institutional component of the Entitlement Offer is scheduled for Thursday 22 November 2018.</p> <p>The issue date under the retail component of the Entitlement Offer is scheduled for Friday 7 December 2018.</p>
Number		+Class

+ See chapter 19 for defined terms.

8	Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX (including the <sup>+</sup> securities in section 2 if applicable)	After completion of the Entitlement Offer, there will be approximately 73,305,214 Shares on issue (based on the 63,846,476 Shares on issue as at the date of this Appendix 3B and the aggregate approximate 9,458,738 Shares expected to be issued under the Entitlement Offer, as referred to in Item 2 of this Appendix 3B).	Fully paid ordinary shares.
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	Number	+Class
Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX (including the <sup>+</sup> securities in section 2 if applicable)	79,364	FY16 SEOP – Options over ordinary shares expiring 323 November 2022 exercise price nil
	250,000	CEO SEOP – Options over ordinary shares expiring 1 January 2023 exercise price nil
	93,510	FY17 SEOP – Options over ordinary shares expiring 24 January 2024 exercise price nil
	81,312	FY18 SEOP – Options over ordinary shares expiring 23 November 2024 exercise price nil

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| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) | No change. Dividend policy same as for existing ordinary shares. |
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## Part 2 - Pro rata issue

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|----|--|--|
| 11 | Is security holder approval required?  | No.  |
| 12 | Is the issue renounceable or non-renounceable?   | Non-renounceable (ANREO).  |
| 13 | Ratio in which the +securities will be offered   | 4 new Shares for every 27 ordinary 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) on Wednesday 14 November 2018.  |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?   | No.  |
| 17 | Policy for deciding entitlements in relation to fractions  | Any fractions arising in the calculation of entitlements will be rounded up to the nearest whole number of shares.   |
| 18 | Names of countries in which the entity has security holders who will not be sent new offer documents<br><br><small>Note: Security holders must be told how their entitlements are to be dealt with.<br/>Cross reference: rule 7.7.</small> | For the institutional offer, all countries other than Australia, Canada (Ontario, Quebec and British Colombia), Hong Kong, New Zealand, Singapore and the United Kingdom.<br><br>For the retail offer, all countries other than Australia and New Zealand. |

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19 Closing date for receipt of acceptances or renunciations	<p>The institutional component of the Entitlement Offer is scheduled to close on Tuesday 13 November 2018.</p> <p>The retail component of the Entitlement Offer is scheduled to close on Thursday 29 November 2018.</p>
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20	Names of any underwriters	Credit Suisse (Australia) Limited (ABN 94 007 016 300) (the <b>Underwriter</b> ).
21	Amount of any underwriting fee or commission	AUB has agreed to pay the Underwriter the following fees: <ul style="list-style-type: none"><li>• in relation to the proceeds raised from the institutional component of the Entitlement Offer, a total underwriting fee of 1.45% (excluding GST) and a total management fee of 0.75% (excluding GST); and</li><li>• in relation to the proceeds raised from the retail component of the Entitlement Offer, a total underwriting fee of 1.45% (excluding GST) and a total management fee of 0.75% (excluding GST).</li></ul>
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 has been provided to ASX with this Appendix 3B.  A retail offer booklet and entitlement acceptance form are scheduled to be sent to eligible retail shareholders on or around Monday 19 November 2018.

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+ See chapter 19 for defined terms.



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

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- 32 How do security holders dispose of their entitlements (except by sale through a broker)? N/A
- 33 <sup>+</sup>Issue date The issue date under the institutional component of the Entitlement Offer is schedule for Thursday 22 November 2018.  
  
The issue date under the retail component of the Entitlement Offer is scheduled for Friday 7 December 2018.

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of <sup>+</sup>securities  
(tick one)
- (a)  <sup>+</sup>Securities described in Part 1
- (b)  All other <sup>+</sup>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 <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders
- 36  If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>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 <sup>+</sup>securities

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<sup>+</sup> 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	<p>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"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	N/A.				
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	N/A.				
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; padding: 2px;">Number</th> <th style="width: 50%; padding: 2px;">+Class</th> </tr> </thead> <tbody> <tr> <td style="padding: 2px;">N/A.</td> <td style="padding: 2px;">N/A.</td> </tr> </tbody> </table>	Number	+Class	N/A.	N/A.
Number	+Class					
N/A.	N/A.					

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### 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: 12<sup>th</sup> November 2018

Print name: Justin Coss

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