

## Appendix 3C

### Announcement of buy-back (except minimum holding buy-back)

*Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity

McGrath Limited

ABN/ARSN

61 608 153 779

We (the entity) give ASX the following information.

#### Information about buy-back

|   |  |                             |
|---|--|-----------------------------|
| 1 | Type of buy-back   | On-market                   |
| 2 | *Class of shares/units which is the subject of the buy-back (eg, ordinary/preference)                      | Fully paid ordinary shares  |
| 3 | Voting rights (eg, one for one)  | One for one                 |
| 4 | Fully paid/partly paid (and if partly paid, details of how much has been paid and how much is outstanding) | Fully paid                  |
| 5 | Number of shares/units in the *class on issue  | 139,062,433                 |
| 6 | Whether shareholder/unitholder approval is required for buy-back   | No                          |
| 7 | Reason for buy-back  | Ongoing capital management. |

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### Announcement of buy-back

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- |   |   |  |
|---|---|--|
| 8 | Any other information material to a shareholder's/unitholder's decision whether to accept the offer ( <i>eg, details of any proposed takeover bid</i> ) | No, however shareholders should consider the announcements by the Company as disclosed to the ASX in accordance with its continuous disclosure obligations |
|---|---|--|

### On-market buy-back

- |    |   |  |
|----|---|--|
| 9  | Name of broker who will act on the company's behalf   | Bell Potter  |
| 10 | Deleted 30/9/2001.  |  |
| 11 | If the company/trust intends to buy back a maximum number of shares - that number<br><br><small>Note: This requires a figure to be included, not a percentage.</small>                        | The aggregate number of shares bought will depend on McGrath's shareprice and other factors. The Company notes the maximum of shares allowed to be bought back under the 10/12 Rule.   |
| 12 | If the company/trust intends to buy back shares/units within a period of time - that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention | The buy-back is expected to be in effect from 8 September 2017 and continue for a period of 12 months from commencement, or earlier if completed before that date.<br>McGrath may vary, suspend or terminate the buy-back at any time. |
| 13 | If the company/trust intends to buy back shares/units if conditions are met - those conditions  | N/A  |

### Employee share scheme buy-back

- |    |   |     |
|----|---|-----|
| 14 | Number of shares proposed to be bought back | N/A |
| 15 | Price to be offered for shares              | N/A |

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<sup>+</sup> See chapter 19 for defined terms.

### Selective buy-back

- |    |  |     |
|----|--|-----|
| 16 | Name of person or description of class of person whose shares are proposed to be bought back | N/A |
| 17 | Number of shares proposed to be bought back  | N/A |
| 18 | Price to be offered for shares   | N/A |

### Equal access scheme

- |    |   |     |
|----|---|-----|
| 19 | Percentage of shares proposed to be bought back   | N/A |
| 20 | Total number of shares proposed to be bought back if all offers are accepted                                  | N/A |
| 21 | Price to be offered for shares  | N/A |
| 22 | <sup>+</sup> Record date for participation in offer<br><small>Cross reference: Appendix 7A, clause 9.</small> | N/A |

### Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

*or, for trusts only:*

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here:

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Company Secretary

Date: 24 August 2017

Print name: Morgan Sloper

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<sup>+</sup> See chapter 19 for defined terms.