

Appendix 3C – Buyback of Employee Share Plan Shares

5 September 2019 – McGrath Limited (ASX: MEA) (**McGrath** or **Company**) advises that in accordance with the Company's Equity Incentive Plan (**Plan**), it is undertaking an employee share scheme buy-back of 1,082,598 shares which are subject to loan arrangements under the Plan (**Buy Back Shares**).

The Buy Back Shares are currently held by agents and former agents of the Company who are no longer entitled to the Buy Back Shares in accordance with the terms and conditions of the Plan.

Pursuant to the terms of the Plan, implementing the buy-back will extinguish the outstanding loans associated with the Buy Back Shares and accordingly, there will be no cash outlay by the Company for the buy-back of the shares.

On completion of the buy back, the Buy Back Shares will be cancelled.

-Ends-

About McGrath:

McGrath Limited (ASX: MEA) has grown to be an integrated real estate services business, offering agency sales, property management, mortgage broking and career training services. McGrath Estate Agents currently has 98 offices located throughout the East Coast of Australia. For further information, please visit www.mcgrath.com.au.

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	ABN/ARSN
McGrath Limited	61 608 153 779

We (the entity) give ASX the following information.

Information about buy-back

1	Type of buy-back	Employee share scheme buy back
2	⁺ Class of shares/units which is the subject of the buy-back (<i>eg, ordinary/preference</i>)	Ordinary
3	Voting rights (<i>eg, one for one</i>)	One for one
4	Fully paid/partly paid (<i>and if partly paid, details of how much has been paid and how much is outstanding</i>)	Fully paid
5	Number of shares/units in the ⁺ class on issue	167,932,533
6	Whether shareholder/unitholder approval is required for buy-back	Shareholder approval not required
7	Reason for buy-back	McGrath agents and former agents no longer entitled to the shares in accordance with the McGrath Equity Incentive Plan

⁺ See chapter 19 for defined terms.

- 8 Any other information material to a shareholder's/unitholder's decision whether to accept the offer (*eg, details of any proposed takeover bid*)

Nil

On-market buy-back

- 9 Name of broker who will act on the company's behalf

- 10 Deleted 30/9/2001.

- 11 If the company/trust intends to buy back a maximum number of shares - that number

Note: This requires a figure to be included, not a percentage.

- 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

- 13 If the company/trust intends to buy back shares/units if conditions are met - those conditions

Employee share scheme buy-back

- 14 Number of shares proposed to be bought back

1,082,598

⁺ See chapter 19 for defined terms.

15	Price to be offered for shares	Shares to be bought back at \$1.1731, representing the issue price. The buy back will extinguish the outstanding loans associated with the Buy Back Shares and accordingly, there will be no cash outlay by the Company for the buy-back of the shares
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Selective buy-back

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

Equal access scheme

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

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.

⁺ See chapter 19 for defined terms.

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:  Date: 5 September 2019
Company secretary

Print name: Melissa Jones

⁺ See chapter 19 for defined terms.