

MinterEllison

24 October 2017

BY EMAIL

Dean Litis
Principal Adviser, Listings Compliance (Melbourne)
ASX Compliance Pty Ltd
Level 4, Rialto North Tower
525 Collins Street
Melbourne VIC 3000

Dear Dean

Johns Lyng Group Limited ACN 620 466 248 (Company) – Admission decision – Responses

We refer to ASX's admission decision in relation to the Company dated 18 October 2017 (**Admission Letter**).

Set out below is the information or response we are instructed to provide on behalf of the Company with respect to the conditions precedent set out in the Admission Letter.

1. Conditions precedent to admission of the Company to the official list of ASX
 - 1.1 **Close of the offer under the prospectus dated 2 October 2017 (the "Prospectus") and completion of:**
 - 1.1.1 **the issue of 46,902,236 ordinary fully paid shares at an issue price of \$1.00 per share; and**
 - 1.1.2 **the sale and transfer of 48,863,362 ordinary fully paid shares at a sale price of \$1.00 per share.**

The offer under the Prospectus has closed and the shares noted above have been issued, sold and transferred. Confirmation of this is attached in the letter dated 23 October 2017 from the Company's share registry (**Link Letter**), Link Market Services Limited (**Link**).

- 1.2 **Confirmation in a form acceptable to ASX that the Company has received cleared funds for the complete amount of the issue and sale price of every fully paid security issued or transferred to every successful applicant for fully paid securities under the Prospectus.**

The Company has received cleared funds for the amount of the offer price for every security issued or transferred under the Prospectus (less underwriting fees of \$3,559,423.82) and evidence of receipt of funds is attached. Please refer to the bank statements provided by Link (\$48,863,362) and the Company (\$43,342,812.18).



- 1.3 ASX being satisfied that the Company has an appropriate spread of shareholders and in any case that there are at least 300 non-affiliated security holders, each having a parcel of shares that are not restricted securities or subject to voluntary escrow with a value of at least \$2,000.**

Attached is the share register of the Company as at 23 October 2017 from Link evidencing that there are at least 300 non-affiliated security holders, each having a parcel of shares that are not restricted securities or subject to voluntary escrow with a value of at least \$2,000. The password to open the share register is 'JLG'.

- 1.4 ASX being satisfied that the Company has a free float of at least 20%.**

Attached is the share register of the Company as at 23 October 2017 from Link confirming that the Company has a free float of at least 20%. The password to open the share register is 'JLG'.

- 1.5 Provision of the Company's securities trading policy that complies with Listing Rule 12.9.**

The Company's securities trading policy is attached.

- 1.6 Confirmation in a form acceptable to ASX that the "Restructure" (as defined in the Prospectus) has been completed.**

We confirm that completion of the Company restructure (as outlined in Section 3.10 of the Prospectus) occurred on 18 October 2017.

- 2. Conditions precedent to the official quotation of 220,000,000 ordinary fully paid shares in the Company**

- 2.1 Despatch of each of the following.**

2.1.1 In relation to all holdings on the CHESS sub-register, a notice from the Company under ASX Settlement Operating Rule 8.9.1.

2.1.2 In relation to all other holdings, issuer sponsored holding statements.

2.1.3 Any refund money.

Please refer to the attached Link Letter which confirms that the dispatch of relevant holding statements and refunds was completed on Monday, 23 October 2017.

- 2.2 Provision of the following in a form suitable for release to the market.**

2.2.1 A distribution schedule of the numbers of holders in each class of security to be quoted, setting out the number of holders in the following categories:

**1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over**

This document is attached.

2.2.2 A statement setting out the names of the 20 largest holders of each class of securities to be quoted, including the number and percentage of each class of securities held by those holders.

This document is attached.

2.2.3 The Company's Appendix 1A and Information Form and Checklist.

This document is attached.

2.2.4 The Company's Prospectus.

This document is attached.

2.2.5 The Company's constitution.

This document is attached.

2.2.6 The Company's combined audited special purpose accounts for the full years ended 30 June 2015, 2016 and 2017.

This document is attached.

2.2.7 A statement confirming the completion of the "Restructure" (as defined in the Prospectus).

Please refer to paragraph 1.6 above.

2.2.8 The full terms and conditions of the Company's Executive Employee Incentive Plan.

This document is attached.

2.2.9 The full terms and conditions of the Company's Employee Loan Plan.

This document is attached.

2.2.10 The Company's securities trading policy.

Please refer to paragraph 1.5 above.

2.2.11 A statement setting out the number of securities subject to voluntary escrow and the escrow period applied to those securities.

Please refer to the Link Letter which sets out the number of securities subject to voluntary escrow and the escrow period applying to those securities.

Please contact us if you have any queries.

Yours faithfully
MinterEllison

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