

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

The PAS Group Limited

ABN

25 169 477 463

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 | Unquoted performance rights to acquire fully paid ordinary shares in the Company on vesting |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | Issue of 1,056,863 performance rights to the Chief Executive Officer |

+ See chapter 19 for defined terms.

<p>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)</p>	<p>On satisfaction of the vesting conditions attaching to the performance rights, each performance right will entitle the holder to receive one fully paid ordinary share in the Company for no monetary consideration. The performance rights, if vested, are exercisable from 30 June 2020 to 30 June 2032.</p>
<p>4 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"> • 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 	<p>No. Shares issued on vesting of the performance rights will, however, rank equally with existing fully paid ordinary shares in the Company from the date of issue</p>
<p>5 Issue price or consideration</p>	<p>Nil</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Employee incentives issued under the Company's long term incentive plan.</p>

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
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

+ See chapter 19 for defined terms.

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>1,056,863 performance rights were issued to the Company's CEO on 31 October 2017 following shareholder approval being received at the AGM on 26 October 2017.</p>				
8	<p>Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="694 425 997 470">Number</th> <th data-bbox="997 425 1370 470">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="694 470 997 694">136,690,860</td> <td data-bbox="997 470 1370 694">Fully paid ordinary shares</td> </tr> </tbody> </table>	Number	+Class	136,690,860	Fully paid ordinary shares
Number	+Class					
136,690,860	Fully paid ordinary shares					
9	<p>Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="694 772 997 817">Number</th> <th data-bbox="997 772 1370 817">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="694 817 997 1041"></td> <td data-bbox="997 817 1370 1041">See Schedule attached</td> </tr> </tbody> </table>	Number	+Class		See Schedule attached
Number	+Class					
	See Schedule attached					
10	<p>Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)</p>	<p>N/A</p>				

Part 2 - Pro rata issue

11	<p>Is security holder approval required?</p>	<p>N/A</p>
12	<p>Is the issue renounceable or non-renounceable?</p>	<p>N/A</p>
13	<p>Ratio in which the +securities will be offered</p>	<p>N/A</p>
14	<p>+Class of +securities to which the offer relates</p>	<p>N/A</p>
15	<p>+Record date to determine entitlements</p>	<p>N/A</p>
16	<p>Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?</p>	<p>N/A</p>

17	Policy for deciding entitlements in relation to fractions	N/A
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.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
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	N/A
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

+ See chapter 19 for defined terms.

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- 29 Date rights trading will end (if applicable)
- 30 How do security holders sell their entitlements *in full* through a broker?
- 31 How do security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 ⁺Issue date

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
- 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

37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38 Number of +securities for which +quotation is sought

39 +Class of +securities for which quotation is sought

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

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)

Number	+Class
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+ See chapter 19 for defined terms.

<p>42 Number and ⁺class of all ⁺securities quoted on ASX (including the ⁺securities in clause 38)</p>		
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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: 31 October 2017

Print name:

Kwong Yap

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Schedule to section 9

Number	+Class
0	3,719,981 Unquoted Options exercisable at A\$1.15 each issued on 13 June 2014 to senior executives under the Company's long term incentive plan having lapsed at 14 August 2017 (2014 LTIP Options)
1,898,136	Unquoted Performance Rights expiring on 30 September 2018 issued to three senior executives in 2015 under the Company's long term incentive plan (2016 LTIP Performance Rights)
846,037	Unquoted Performance Rights expiring on 30 June 2031 issued to two senior executives on 29 September 2016 under the Company's long term incentive plan (2017 LTIP Performance Rights)
194,712	Unquoted Performance Rights expiring on 30 September 2020 issued to nine selected personnel on 29 September 2016 under the Company's long term incentive plan (55,632 having lapsed due to departure of two personnel) (2017 LTIP Performance Rights)
749,652	Unquoted Performance Rights expiring on 30 June 2031 issued to Chief Executive Officer on 21 November 2016 under the Company's long term incentive plan (2017 LTIP Performance Rights)
409,840	Unquoted Performance Rights expiring on 30 September 2021 issued to 10 selected personnel on 3 October 2017 under the Company's long term incentive plan
1,124,590	Unquoted Performance Rights expiring on 30 June 2032 issued to two senior executives on 3 October 2017 under the Company's long term incentive plan
1,056,863	Unquoted performance rights expiring on 30 June 2032 issued to Chief Executive Officer on 31 October 2017 under the Company's long term incentive plan