

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

Aconex Limited

ABN

49 091 376 091

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	1. Fully paid ordinary shares (Shares) 2. FY18 Performance Rights (Performance Rights) 3. FY18 Share Options (Options)
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	1. 220,170 Shares 2. 961,401 Performance Rights 3. 1,130,662 Options

+ See chapter 19 for defined terms.

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|---|---|
| <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> | <ol style="list-style-type: none"> 1. 220,170 Shares 2. 961,401 Performance Rights are subject to a three-year vesting period and satisfaction of performance conditions. 50% of Performance Rights are subject to revenue hurdle and remaining 50% are subject to Total Shareholder Return (TSR) hurdle. 3. Options <ol style="list-style-type: none"> (a) 559,274 Options are issued with an exercise price of \$3.66 and subject to vesting annually over three years with expiry dates between 31 July 2020 and 1 October 2022. (b) 571,388 Options are issued with an exercise price of \$3.77 and subject to a three-year vesting period with an expiry date of 30 June 2022. In accordance with Company policy, the exercise price of \$3.77 was based on 10 trading day volume weighted average share price up to and including 30 June 2017. |
| <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 | <ol style="list-style-type: none"> 1. Yes, the shares will rank equally with existing ordinary shares. 2. The Performance Rights. Upon vesting the Performance Rights become ordinary shares. 3. The Options do not rank equally with existing classes of quoted securities and will only do so when and if Options are subject to vesting (subject to the relevant plan rules) and being exercised. 898,814 Options are subject to performance conditions being revenue and TSR hurdles. |

5	Issue price or consideration	<ol style="list-style-type: none"> Shares: \$1.10 X 161,585 \$1.20 X 27,985 \$3.48 X 30,600 Performance Rights - Nil Options - Nil
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<ol style="list-style-type: none"> 220,170 Shares issued under the terms of the Aconex Share Option Plan following exercise of previously vested Options. 961,401 Performance Rights issued under the terms of Aconex Equity Incentive Plan. The terms of the issue are consistent with the plan details published in the Annual General Meeting Notice on November 8, 2017 Options <ol style="list-style-type: none"> 559,274 Options are issued under the terms of the Equity Incentive Plan 571,388 Options are issued under the terms of the Equity Incentive Plan. The associated performance conditions are consistent with the plan details published in the Annual General Meeting Notice on November 8, 2017.
6a	Is the entity an ⁺ eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the ⁺ securities the subject of this Appendix 3B, and comply with section 6i	N/A
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	842,038 Performance Rights 1,130,662 Options

⁺ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	119,363 Performance Rights approved at the Annual General Meeting held on 8 November 2017.
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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
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6f	Number of +securities issued under an exception in rule 7.2	220,170 Shares
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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
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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
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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	27,841,934 Shares
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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>	<ol style="list-style-type: none"> 1. Shares – 13/10/17 to 12/11/17 2. Performance Rights – 15/11/17 3. Options <ol style="list-style-type: none"> (a) 15/11/17 (b) 15/11/17
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8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		201,465,357	Fully paid ordinary shares

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the ⁺ securities in section 2 if applicable)	<table><tr><th>Number</th><th>⁺Class</th></tr><tr><td>Opening: 3,624,210 Granted: 1,130,662 Exercised: - Lapsed/Expired: (61,881) Closing: 4,692,991</td><td>Unquoted options issued pursuant to the Aconex Limited Equity Incentive Plan</td></tr><tr><td>Opening: 4,349,722 Granted: - Exercised: (220,170) Lapsed/Expired: (208) Closing: 4,129,344</td><td>Unquoted options issued pursuant to the Aconex Limited Stock Option Plan</td></tr></table>	Number	⁺ Class	Opening: 3,624,210 Granted: 1,130,662 Exercised: - Lapsed/Expired: (61,881) Closing: 4,692,991	Unquoted options issued pursuant to the Aconex Limited Equity Incentive Plan	Opening: 4,349,722 Granted: - Exercised: (220,170) Lapsed/Expired: (208) Closing: 4,129,344	Unquoted options issued pursuant to the Aconex Limited Stock Option Plan
Number	⁺ Class							
Opening: 3,624,210 Granted: 1,130,662 Exercised: - Lapsed/Expired: (61,881) Closing: 4,692,991	Unquoted options issued pursuant to the Aconex Limited Equity Incentive Plan							
Opening: 4,349,722 Granted: - Exercised: (220,170) Lapsed/Expired: (208) Closing: 4,129,344	Unquoted options issued pursuant to the Aconex Limited Stock Option Plan							
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Pari passu						

Part 2 - Pro rata issue

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

⁺ See chapter 19 for defined terms.

- 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
- 29 Date rights trading will end (if applicable) N/A

- 30 How do security holders sell their entitlements *in full* through a broker? N/A
- 31 How do security holders sell *part* of their entitlements through a broker and accept for the balance? N/A
- 32 How do security holders dispose of their entitlements (except by sale through a broker)? N/A
- 33 ⁺Issue date N/A

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

⁺ See chapter 19 for defined terms.

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
42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)			

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: 22 November 2017

Print name: Anna Gorton

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid *ordinary securities on issue 12 months before the *issue date or date of agreement to issue	197,760,938
Add the following: <ul style="list-style-type: none"> Number of fully paid *ordinary securities issued in that 12 month period under an exception in rule 7.2 Number of fully paid *ordinary securities issued in that 12 month period with shareholder approval Number of partly paid *ordinary securities that became fully paid in that 12 month period 	2,682,406 119,363
Note: <ul style="list-style-type: none"> Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	
Subtract the number of fully paid *ordinary securities cancelled during that 12 month period	
“A”	200,562,707

Step 2: Calculate 15% of "A"	
"B"	0.15 <i>[Note: this value cannot be changed]</i>
Multiply "A" by 0.15	30,084,406
Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 Note: <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	2,242,472
"C"	2,242,472
Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1	
"A" x 0.15 <i>Note: number must be same as shown in Step 2</i>	30,084,406
Subtract "C" <i>Note: number must be same as shown in Step 3</i>	2,242,472
Total ["A" x 0.15] – "C"	27,841,934 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none"> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained • It may be useful to set out issues of securities on different dates as separate line items 	
“E”	

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 <i>Note: number must be same as shown in Step 2</i>	
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	
Total ["A" x 0.10] – "E"	<i>Note: this is the remaining placement capacity under rule 7.1A</i>

