

## PRE-QUOTATION DISCLOSURE

The following information is required to be provided to ASX Limited (**ASX**) for release to the market in connection with the official quotation, on a deferred settlement basis, of the fully paid ordinary shares (**Shares**) in McGrath Limited (ABN 61 608 153 779) (**McGrath**).

Capitalised terms which have not been otherwise defined in this document have the meaning given to them in the prospectus lodged by McGrath with the Australian Securities and Investments Commission on 12 November 2015 (**Prospectus**).

### 1. BASIS OF ALLOCATION AND PROCEDURES FOR DETERMINING ALLOCATION

The initial public offering of new Shares by McGrath and the sale of Shares by McGrath SaleCo Limited (ABN 65 608 153 797) (**SaleCo**) (the **Offer**) closed on 2 December 2015.

Successful applicants under the Offer (other than the Employee Award Offer) will pay \$2.10 per Share. The size of the Offer is approximately \$129.6 million.

The allocation for each component of the Offer was as follows:

- Broker Firm Offer – for participants in the Broker Firm Offer, the relevant Broker will decide how the Shares are allocated amongst their eligible clients. Applicants under the Broker Firm Offer may confirm their allocations through their Broker.
- Employee Award Offer – valid applications under the Employee Award Offer were accepted in full.
- Priority Offer – valid applications under the Priority Offer were accepted in full.

The Joint Lead Managers have advised successful applicants in the Institutional Offer of their allocations.

Applicants can confirm their allocation of Shares, or make general enquiries regarding the Offer, by contacting the McGrath Offer Information Line on 1300 880 732 (toll free within Australia) or +61 1300 880 732 (outside Australia) between 8.30am and 5.30pm (AEDT), Monday to Friday.

### 2. ISSUE AND TRANSFER OF SHARES UNDER THE OFFER

McGrath confirms that the Offer has closed. The issue of 31,452,270 Shares and transfer of 30,591,462 Shares to investors has been completed at an issue price of \$2.10 per Share (other than for the Employee Award Offer and NED Bonus Shares).

The number of Shares allocated under each part of the Offer is:

Broker Firm Offer	20,000,000
Employee Award Offer	166,124
NED Bonus Shares	142,857
Priority Offer	3,333,333
Institutional Offer	38,401,418
<b>Total Shares issued or transferred under the Offer</b>	<b>62,043,732</b>

McGrath confirms that it has received cleared funds for the complete amount of the issue and sale price of every Share issued or transferred to every successful applicant under the Prospectus.

### 3. CONDITIONS PRECEDENT TO MCGRATH'S ADMISSION TO THE OFFICIAL LIST OF ASX

McGrath confirms that:

- the Underwriting Agreement (as defined in the Prospectus) remains in force and effect;
- the restructure outlined in Section 7.1.4 of the Prospectus has been completed;
- nothing has come to McGrath's attention that would lead it to believe that the SPA (as defined in the Prospectus) will not complete or will otherwise be terminated; and
- as described in Section 6.3.2 of the Prospectus, 142,857 NED Bonus Shares (as defined in the Prospectus) have been issued under the Offer to McGrath's Non-Executive Directors as part of their initial remuneration.

### 4. INTENDED DISPATCH DATE

The intended date for issuing and transferring Shares to Applicants under the Offer is Monday, 7 December 2015.

The intended date for the dispatch of CHESS allotment notices and issuer sponsored holding statements and any refund of money is Tuesday, 8 December 2015.

### 5. INDICATIVE STATEMENT OF 20 LARGEST HOLDERS

An indicative 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 is set out in **Annexure 1**.

### 6. INDICATIVE DISTRIBUTION SCHEDULE

An indicative distribution schedule of the numbers of holders in each class of securities to be quoted is set out in **Annexure 2**.

McGrath confirms that:

- there will be at least 300 shareholders, each having a parcel of Shares with a value of at least \$2,000; and
- at least 50% of the Shares are not held by related parties.

## 7. ESCROW

Please refer to **Annexure 3** for details of the number of Shares subject to voluntary escrow and other non-disposal restrictions and the restriction period applied to those Shares.

**ANNEX 1**

**INDICATIVE STATEMENT OF LARGEST 20 SHAREHOLDERS**

<b>No.</b>	<b>Shareholder</b>	<b>Shares</b>	<b>% of Shares</b>
1	FONDORRU PTY LTD	21,195,450	17.07%
2	JOHN DAMIAN MCGRATH	15,059,928	12.13%
3	UBS NOMINEES PTY LTD	10,705,857	8.62%
4	G & N LUCAS INVESTMENTS PTY LTD	5,717,194	4.60%
5	NATIONAL NOMINEES LIMITED	5,206,816	4.19%
6	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	4,228,349	3.41%
7	J P MORGAN NOMINEES AUSTRALIA LIMITED	2,912,839	2.35%
8	B.A.S.T. CORPORATION PTY LTD	2,788,875	2.25%
9	BEN COLLIER INVESTMENT PTY LTD	2,788,875	2.25%
10	MAK PROPERTY GROUP PTY LTD	2,788,875	2.25%
11	SEMC2 PTY LTD	2,788,875	2.25%
12	TELDAR REAL ESTATE PTY LTD	2,788,875	2.25%
13	CITICORP NOMINEES PTY LIMITED	2,749,045	2.21%
14	THE ROCKSHORE HORIZON INVESTMENT COMPANY PTY LTD	2,502,911	2.02%
15	BNP PARIBAS NOMS PTY LTD <DRP>	2,278,736	1.84%
16	RBC INVESTOR SERVICES AUSTRALIA PTY LIMITED <VFA A/C>	2,142,858	1.73%
17	BRISPOT NOMINEES PTY LTD <HOUSE HEAD NOMINEES NO 1 A/C>	2,071,310	1.67%
18	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED – A/C 2	1,738,096	1.40%
19	ACCBELL NOMINEES PTY LTD	901,582	0.73%
20	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED – A/C 3	827,381	0.67%
<b>Top 20 holders of Shares</b>		<b>94,182,727</b>	<b>75.86%</b>
Balance of Shares		29,970,501	24.14%
<b>Total Shares on issue</b>		<b>124,153,228</b>	<b>100%</b>

## ANNEX 2

### INDICATIVE DISTRIBUTION SCHEDULE

Range	Holders
1 to 1,000	412
1,001 to 5,000	411
5,001 to 10,000	398
10,001 to 100,000	493
100,001 and over	57
<b>Total</b>	<b>1,771</b>

## ANNEX 3

### ESCROWED SECURITIES

The following is a breakdown of the number of Shares subject to voluntary escrow and other disposal restrictions and the escrow period applied to the Shares. For details of the material terms of the voluntary escrow arrangements, including any exceptions to the restrictions on disposal, please refer to Section 7.1.5 of the Prospectus.

<b>Parties whose securities are subject to voluntary escrow or other disposal restrictions</b>	<b>Number of securities subject to voluntary escrow or other disposal restrictions</b>	<b>Escrow period</b>
John Damian McGrath	15,059,928	After the financial results for FY 2017 are released.
Fondorru Pty Ltd as trustee for Fondorru No. 1 Trust	21,195,450	After the financial results for FY 2017 are released.
G&N Lucas Investments Pty Ltd as trustee for Lucas Family Trust	5,717,194	After the financial results for FY 2017 are released.
B.A.S.T. Corp Pty Ltd as trustee for TFR Family Trust	2,788,875	After the financial results for FY 2017 are released.
MAK Property Group Pty Ltd as trustee for MAK Trust	2,788,875	After the financial results for FY 2017 are released.
The Rockshore Horizon Investment Company Pty Ltd as trustee for Bo Investments Family Trust	2,502,911	After the financial results for FY 2017 are released.
SEMC2 as trustee for the CHEN Asset Trust	2,788,875	After the financial results for FY 2017 are released.
Teldar Real Estate Pty Ltd as trustee for MJ Lahood Family Trust	2,788,875	After the financial results for FY 2017 are released.
Ben Collier Investments Pty Ltd as trustee for Ben Collier Investments Family Trust	2,788,875	After the financial results for FY 2017 are released.
Earl BG Pty Ltd	780,468	After the financial results for FY 2017 are released.
Alexandra Stamatiou-Buda	697,218	After the financial results for FY 2017 are released.

# McGrath

McGrath Limited  
ABN 61 608 153 779

Parties whose securities are subject to voluntary escrow or other disposal restrictions	Number of securities subject to voluntary escrow of other disposal restrictions	Escrow period
CLK Consultancy Pty Ltd as trustee for Kennedy Family Trust	697,218	After the financial results for FY 2017 are released.
CAV & Associates Pty Limited as trustee for Volpatti Family Trust	780,468	After the financial results for FY 2017 are released.
Scott Anthony Kenney-Green and Angela Kennedy-Green as trustees for the Kennedy-Green Family Superfund	734,266	After the financial results for FY 2017 are released.
Sale-O Group Pty Ltd as trustee for the Kennedy-Green Investments Unit Trust		
Smollen Property Pty Limited as trustee for the Smollen Property Family Trust	7,500,000	Until 30 September 2017.
Vaughan Investment Group Pty Ltd as trustee for the Vaughan Investment Group Trust	500,000	Until 30 September 2017.
Peter Chauncy Investments Pty Ltd as trustee for the Peter Chauncy Investments Trust	500,000	Until 30 September 2017.
Paranchi Investments Pty Ltd as trustee for the Paranchi Investments Trust	500,000	Until 30 September 2017.
Tracey Dixon Investments Pty Ltd as trustee for the Tracey Dixon Investments Trust	500,000	Until 30 September 2017.
Courtney Holdings Pty Limited as trustee for the Courtney Investment Trust	500,000	Until 30 September 2017.
David Mackay	47,619	40% of securities on the date 12 months after McGrath Limited is admitted to the official list of ASX.  The remaining securities after the financial results for FY 2017 have been released.

# McGrath

McGrath Limited  
ABN 61 608 153 779

Parties whose securities are subject to voluntary escrow or other disposal restrictions	Number of securities subject to voluntary escrow of other disposal restrictions	Escrow period
Cassocom Pty Ltd as trustee for the Cass O'Connor Superannuation Fund	47,619	40% of securities on the date 12 months after McGrath Limited is admitted to the official list of ASX.
Cass O'Connor		The remaining securities after the financial results for FY 2017 have been released.
Racenote Pty Ltd as trustee for the Petre Family Trust	47,619	40% of securities on the date 12 months after McGrath Limited is admitted to the official list of ASX.
Daniel Petre		The remaining securities after the financial results for FY 2017 have been released.