

## SECOND SUPPLEMENTARY PROSPECTUS

TRAC GROUP HOLDINGS LIMITED (A.C.N. 115 007 540)

### IMPORTANT NOTICE

This Supplementary Prospectus is dated 2 March 2016 and was lodged with the Australian Securities and Investments Commission (**ASIC**) on that date (**Second Supplementary Prospectus**). This Second Supplementary Prospectus supplements:

- a) the Replacement Prospectus dated 23 December 2015 issued by Trac Group Holdings Limited and lodged with ASIC on that date.
- b) the Supplementary Prospectus dated 19 February 2016 and lodged with ASIC on that date (**First Supplementary Prospectus**).

This Second Supplementary prospectus must be read in conjunction with the Replacement Prospectus and the First Supplementary Prospectus.

ASIC and ASX Limited take no responsibility for the contents of this Second Supplementary Prospectus, the First Supplementary Prospectus or the Replacement Prospectus.

### REASONS FOR THIS SECOND SUPPLEMENTARY PROSPECTUS

The purpose of this Second Supplementary Prospectus is to:

- a) Extend the Closing Date of the Offer from 3 March 2016 to 10 March 2016 as permitted by the terms of the Offer under the First Supplementary Prospectus.
- b) notify investors that the Company has applied to ASIC for relief pursuant to section 741(1) of the *Corporations Act 2001* (Cth) (the Act).

### IMPORTANT DATES

|   |                          |
|---|--------------------------|
| Offer Closes  | 5pm (AEDT) 10 March 2016 |
| Completion  | 11 March 2016            |
| Expected date for dispatch of holding statements                  | 14 March 2016            |
| Trading of shares commences on ASX (on a normal settlement basis) | 17 March 2016            |

The closing date for the Offer has been extended to 5pm (AEDT) on 10 March 2016. The dates in the important dates timetable set out by the First Supplementary Prospectus and page 7 of the Replacement Prospectus are amended as indicated above.

All references to any of the key dates listed above in the Replacement Prospectus and First Supplementary Prospectus shall be replaced with the key dates set out above. The above timetable is indicative only. The Company reserves the right to vary the dates and times set out above subject to the Act and other applicable law. In particular, the Company reserves the right to close the Offer early, extend the Closing Date, accept late Applications or accept and process Applications once the Minimum Subscription is achieved while keeping the Offer open or extending the Closing Date for receipt of further Applications without notifying any recipients of this Supplementary Prospectus or any Applicants.

### APPLICATION FOR ASIC RELIEF

The Company is considering extending the Closing Date of the Offer beyond 10 March 2016.

Section 723(3)(b) of the Act requires a person offering securities under a disclosure document which states or implies that securities are to be quoted on a financial market, to refund any subscription money if those securities are not quoted within three (3) months of the date of the disclosure document (ie from the date of the Original Prospectus dated 10 December 2015).

If the Company:

- a) extends the Closing Date of the Offer beyond 10 March 2016; and
- b) is not granted relief from section 723(3)(b) by ASIC by 10 March 2016,

it would be required to refund all Applicants' monies prior to the extended Offer Date, irrespective of whether the Applicant wishes to continue with their Application.

Accordingly, the Company has applied to ASIC to modify section 723(3)(b) of the Act to the effect that the three (3) month period will commence from the date of the latest supplementary disclosure document lodged with ASIC which discloses that:

- a) the securities are not quoted; and
- b) Applicants are given one (1) month to withdraw their Application and be repaid.

If and when the relief is granted, the Company will issue a further supplementary prospectus disclosing the items above (as well as any other material terms of the relief granted).

#### **DIRECTORS' CONSENT**

Each of the Directors of Trac Group Holdings Limited has consented to the lodgement of this Second Supplementary Prospectus with the Australian Securities and Investments Commission.

Signed for and on behalf of Trac Group Holdings Limited:



Jason Perkins  
Chief Executive Officer

Dated: 2 March 2016