



ASX ANNOUNCEMENT



Wednesday 8 June 2016

ASX ANNOUNCEMENT – GEOFF LEWIS SHARE SALE

Please find attached an Appendix 3Y reporting the sale of one million shares by ASG Chief Executive Geoff Lewis to meet personal financial commitments.

Mr Lewis retains 14,841,797 million shares and 3 million related party options.

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FOR FURTHER INFORMATION PLEASE CONTACT:

Mr Geoff Lewis
Chief Executive Officer
ASG Group
08 9420 5420

ABOUT ASG

ASG Group Limited (ASX: ASZ) is an award winning and Australian IT business solutions provider, offering IT management and consulting services, business intelligence and thought leadership. Established in 1996, the company's goal is to provide innovative, high-quality and cost-effective services to its clients. In 2002, ASG listed on the Australian Securities Exchange. For more information visit www.asggroup.com.au

Appendix 3Y

Change of Director's Interest Notice

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 30/09/01 Amended 01/01/11

Name of entity: ASG Group Limited
ABN: 57 070 045 117

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Geoff Lewis
Date of last notice	24 April 2015

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	<ul style="list-style-type: none"> - Mr Geoff James Lewis & Mrs Anne Marie Lewis <Amcon Solutions S/F a/c> - Beneficiary - The Lewis Family Trust (Mr Lewis is the Trustee and Beneficiary of the Trust)
Date of change	3 June 2016
No. of securities held prior to change	<p>15,841,797 Ordinary Shares</p> <p>3,000,000 Related Party Options exercisable at 87 cents and expiring on 29 April 2020 with the following vesting conditions:</p> <ul style="list-style-type: none"> • The option holder must be employed with the Company and its related companies ("Group") until 1 August 2017; and • The options are subject to the following performance measures; <ul style="list-style-type: none"> a) 50% vesting on return on capital (EBIT (Shareholders Equity + Total Borrowings = less Cash on hand) exceeds the threshold of 17.8% at 30 June 2017 b) 50% vesting on absolute fully diluted earnings per share (profit after Tax/Shares outstanding) achieved at \$0.07/share at 30 June 2017 • Any options that do not vest and do not become exercisable will automatically lapse <p>Cliff vesting notes –pay out based on criteria as calculated from the FY 17 audited Group Financial Accounts</p>

+ See chapter 19 for defined terms.

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Class	Ordinary Shares
Number acquired	-
Number disposed	1,000,000
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$0.99 per share
No. of securities held after change	<p>14,841,797 Ordinary Shares</p> <p>3,000,000 Related Party Options exercisable at 87 cents and expiring on 29 April 2020 with the following vesting conditions:</p> <ul style="list-style-type: none"> • The option holder must be employed with the Company and its related companies ("Group") until 1 August 2017; and • The options are subject to the following performance measures; <ul style="list-style-type: none"> c) 50% vesting on return on capital (EBIT (Shareholders Equity + Total Borrowings = less Cash on hand) exceeds the threshold of 17.8% at 30 June 2017 d) 50% vesting on absolute fully diluted earnings per share (profit after Tax/Shares outstanding) achieved at \$0.07/share at 30 June 2017 • Any options that do not vest and do not become exercisable will automatically lapse • Cliff vesting notes –pay out based on criteria as calculated from the FY 17 audited Group Financial Accounts

Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back.	On market trade.
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Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A

Date of change	N/A
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+ See chapter 19 for defined terms.

No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
Interest after change	N/A

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

⁺ See chapter 19 for defined terms.