

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/00, 30/9/01, 11/3/02, 1/1/03, 21/10/05, 1/8/12, 4/3/13

Name of entity

APIAM ANIMAL HEALTH LIMITED

ABN

50 604 961 024

We (the entity) give ASX the following information:

Part 1 - All issues

| | | |
|----|--|--|
| 1 | Class of securities issued or to be issued | Ordinary Fully Paid Shares |
| 2 | Number of securities issued or to be issued (if known) or maximum number which may be issued | 439, 074 fully paid ordinary shares to be issued on 5 January 2017. |
| 3 | Principal terms of the securities | Ordinary shares as per existing shares. 219,537 of the shares issued on 5 January 2017 will be escrowed until 5 January 2018 and 219,537 of the shares issued on 5 January 2017 will be escrowed until 5 January 2019. |
| 4 | Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities? | Yes, they rank equally in all respects with existing fully paid ordinary shares. |
| 5 | Issue price or consideration | \$1.1957 per share |
| 6 | Purpose of the issue | Provide consideration for the acquisition of the business of AllStock (NSW) Pty Ltd. |
| 6a | Is the entity an eligible entity that has obtained security holder approval under rule 7.1A? | 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 | 439,074 fully paid ordinary shares. |
| 6d | Number of securities issued with security holder approval under rule 7.1A | Nil |

+ See chapter 19 for defined terms.

| 6e | Number of securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting) | Nil | | | | | | | | | | | | | | |
|------------|--|--|--------|-------|------------|--|------------|---|-----------|--|-----------|--|---------|--|---------|--|
| 6f | Number of securities issued under an exception in rule 7.2 | Nil | | | | | | | | | | | | | | |
| 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 | Placement capacity under LR 7.1: 15,110,831 shares 439,074 shares issued on 5 January 2017. Remaining placement capacity under LR 7.1 is 14,671,757 shares. | | | | | | | | | | | | | | |
| 7 | Dates of entering securities into uncertificated holdings or despatch of certificates. | 5 January 2017 | | | | | | | | | | | | | | |
| 8 | Number and class of all securities quoted on ASX | <table border="1"> <thead> <tr> <th align="center">Number</th> <th align="center">Class</th> </tr> </thead> <tbody> <tr> <td align="center">71,310,708</td> <td>Fully paid ordinary shares traded on the ASX</td> </tr> <tr> <td align="center">27,164,866</td> <td>Fully paid ordinary shares escrowed until 8 December 2017</td> </tr> <tr> <td align="center">1,131,652</td> <td>Fully paid ordinary shares escrowed until 1 September 2017</td> </tr> <tr> <td align="center">1,131,647</td> <td>Fully paid ordinary shares escrowed until 1 September 2018</td> </tr> <tr> <td align="center">219,537</td> <td>Fully paid ordinary shares escrowed until 5 January 2018</td> </tr> <tr> <td align="center">219,537</td> <td>Fully paid ordinary shares escrowed until 5 January 2019</td> </tr> </tbody> </table> | Number | Class | 71,310,708 | Fully paid ordinary shares traded on the ASX | 27,164,866 | Fully paid ordinary shares escrowed until 8 December 2017 | 1,131,652 | Fully paid ordinary shares escrowed until 1 September 2017 | 1,131,647 | Fully paid ordinary shares escrowed until 1 September 2018 | 219,537 | Fully paid ordinary shares escrowed until 5 January 2018 | 219,537 | Fully paid ordinary shares escrowed until 5 January 2019 |
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| 219,537 | Fully paid ordinary shares escrowed until 5 January 2019 | | | | | | | | | | | | | | | |
| 9 | Number and class of all securities not quoted on ASX | <table border="1"> <thead> <tr> <th align="center">Number</th> <th align="center">Class</th> </tr> </thead> <tbody> <tr> <td align="center">0</td> <td>N/A</td> </tr> </tbody> </table> | Number | Class | 0 | N/A | | | | | | | | | | |
| Number | Class | | | | | | | | | | | | | | | |
| 0 | N/A | | | | | | | | | | | | | | | |
| 10 | Dividend policy on the increased capital (interests) | Nil | | | | | | | | | | | | | | |

Part 2 - Bonus issue or pro rata issue

+ See chapter 19 for defined terms.

| | | |
|----|---|----------------|
| 11 | Is security holder approval required? | Not applicable |
| 12 | Is the issue renounceable or non-renounceable? | Not applicable |
| 13 | Ratio in which the securities will be offered | Not applicable |
| 14 | Class of securities to which the offer relates | Not applicable |
| 15 | Record date to determine entitlements | Not applicable |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | Not applicable |
| 17 | Policy for deciding entitlements in relation to fractions | Not applicable |
| 18 | Names of countries in which the entity has security holders who will not be sent new issue documents | Not applicable |
| 19 | Closing date for receipt of acceptances or renunciations | Not applicable |
| 20 | Names of any underwriters | Not applicable |
| 21 | Amount of any underwriting fee or commission | Not applicable |
| 22 | Names of any brokers to the issue | Not applicable |
| 23 | Fee or commission payable to the broker to the issue | Not applicable |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders | Not applicable |
| 25 | If the issue is contingent on security holders' approval, the date of the meeting | Not applicable |
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled | Not applicable |
| 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 | Not applicable |
| 28 | Date rights trading will begin (if applicable) | Not applicable |
| 29 | Date rights trading will end (if applicable) | Not applicable |
| 30 | How do security holders sell their entitlements in full through a broker? | Not applicable |
| 31 | How do security holders sell part of their entitlements through a broker and accept for the balance? | Not applicable |
| 32 | How do security holders dispose of their entitlements (except by sale through a broker)? | Not applicable |

+ See chapter 19 for defined terms.

33 Issue date

Not applicable

Part 3 - Quotation of securities

- 34 Type of securities (tick one)
- (a) Securities described in Part 1
- (b) All other 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 date of allotment with an existing class of quoted securities?
 If not, please state:
 • the date from which they do
 • the extent to which they participate for the next dividend, 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
- 42 Number and class of all securities quoted on ASX (including the securities in clause 38)
- | Number | Class |
|--------|-------|
| | |

+ 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

Part 1

| Rule 7.1 – Issues exceeding 15% of capital | |
|---|--|
| Step 1: Calculate “A”, the base figure from which the placement capacity is calculated | |
| <i>Insert</i> number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue | 98,475,575 fully paid ordinary shares quoted on admission to the Official List of ASX Ltd on 10.12.15. |
| Add the following: | |
| • Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2 | + 0 |
| • Number of fully paid ordinary securities issued in that 12 month period with shareholder approval | + 2,263,299 |
| • Number of partly paid ordinary securities that became fully paid in that 12 month period | + 0 |
| Subtract the number of fully paid ordinary securities cancelled during that 12 month period | - 0 |
| “A” | = 100,738,873 |
| Step 2: Calculate 15% of “A” | |
| “B” | =15,110,831 |
| Multiply “A” by 0.15 | |
| Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 already been used | |
| <i>Insert</i> number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: | 0 |
| • Under an exception in rule 7.2 | |
| • Under rule 7.1A | |
| • With security holder approval under rule 7.1 or rule 7.4 | |
| “C” | 0 |
| Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1 | |
| “A” x 0.15 | |
| Subtract “C” | |
| Total [“A” x 0.15] – “C” | 15,110,831 |

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” (number must be same as shown in Step 1 of Part) | |
| Step 2: Calculate 10% of “A” | |

+ See chapter 19 for defined terms.

| | |
|---|--|
| “D” | |
| <i>Multiply “A” by 0.10</i> | |
| Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used | |
| <i>Insert number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A</i> | |
| “E” | |
| Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A | |
| <i>“A” x 0.10 (number must be same as shown in Step 2)</i> | |
| <i>Subtract “E” (number must be same as shown in Step 3)</i> | |
| Total [“A” x 0.10] – “E” | |

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.
 - 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.
 - We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the securities to be quoted, it has been provided 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 not available now, 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: 5 January 2017

Print name: _____ Ella McDougall _____

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