



18 November 2015

Manager of Company Announcements  
ASX Limited  
Level 6, 20 Bridge Street  
SYDNEY NSW 2000

*By E-Lodgment*

### **Employee Share Plan**

JCurve Solutions Limited (ASX:JCS), will be undertaking a share buy-back of 1,000,000 fully paid ordinary shares in the Company, relating to the Employee Share Plan and participants who are no longer eligible.

In accordance with the terms of the Employee Share, under Rule 8 of the Plan Rules, where a Restriction Condition in relation to Plan Shares is not satisfied by the due date, or becomes incapable of satisfaction in the opinion of the Board, the Company must, unless the Restriction Condition is waived by the Board and subject to the Corporations Act and the ASX Listing Rules, either:

- (a) buy back and cancel the relevant Plan Shares within 12 months of the date the Restriction Condition was not satisfied (or became incapable of satisfaction) under Part 2J.1 of the Corporations Act at a price equal to the cash consideration paid by the Participant for the Plan Shares (with any Loan not being treated as cash consideration but any Loan Amount repayments by the Participant being treated as cash consideration); or
- (b) arrange to sell the Plan Shares as soon as reasonably practicable either on the ASX or to an investor who falls within an exemption under Section 708 of the Corporations Act provided that the sale must be at a price that is no less than 80% of the volume weighted average price at which Shares were traded on the ASX on the 10 trading days up to and including the trading day before the sale date, and apply the sale proceeds according to the Plan Rules.

The Company will be undertaking the process in section (a) above, noting that the price for the share buyback is \$Nil as no cash consideration have been paid by the participants.



The timetable, subject to change, for the finalisation of the share buy-back program is:

18 November 2015	Lodgment of Appendix 3C and ASIC Form 281
3 December 2015	Company undertakes buy back program
4 December 2015	Lodgment of Appendix 3E and 3F and ASIC Form 484

An Appendix 3C in respect of the buy-back is attached to this announcement.

For and on behalf of the Board

Mr David Franks  
Company Secretary

# Appendix 3C

## Announcement of buy-back (except minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity

ABN/ARSN

JCURVE SOLUTIONS LTD

63 088 257 729

We (the entity) give ASX the following information.

### Information about buy-back

1	Type of buy-back	Employee Share Plan
2	<sup>+</sup> Class of shares/units which is the subject of the buy-back (eg, ordinary/preference)	Ordinary shares
3	Voting rights (eg, one for one)	One for one
4	Fully paid/partly paid (and if partly paid, details of how much has been paid and how much is outstanding)	Fully paid
5	Number of shares/units in the <sup>+</sup> class on issue	4,800,000 ordinary shares escrowed to 11/9/2017 (from shares allotted on 11 September 2015 under Employee Share Plan) as at today.
6	Whether shareholder/unitholder approval is required for buy-back	No
7	Reason for buy-back	Employee Share Plan condition not met, requiring buyback and cancellation of shares for 2 participants.

<sup>+</sup> See chapter 19 for defined terms.

## Appendix 3C

### Announcement of buy-back

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- 8 Any other information material to a shareholder's/unitholder's decision whether to accept the offer (*eg, details of any proposed takeover bid*)

### On-market buy-back

- 9 Name of broker who will act on the company's behalf

N/A

- 10 Deleted 30/9/2001.

- 11 If the company/trust intends to buy back a maximum number of shares - that number

Note: This requires a figure to be included, not a percentage.

N/A

- 12 If the company/trust intends to buy back shares/units within a period of time - that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention

N/A

- 13 If the company/trust intends to buy back shares/units if conditions are met - those conditions

N/A

### Employee share scheme buy-back

- 14 Number of shares proposed to be bought back

1,000,000 ordinary shares

- 15 Price to be offered for shares

Nil

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<sup>+</sup> See chapter 19 for defined terms.

### **Selective buy-back**

- |    |  |     |
|----|--|-----|
| 16 | Name of person or description of class of person whose shares are proposed to be bought back | N/A |
| 17 | Number of shares proposed to be bought back  | N/A |
| 18 | Price to be offered for shares   | N/A |

### **Equal access scheme**

- |    |   |     |
|----|---|-----|
| 19 | Percentage of shares proposed to be bought back   | N/A |
| 20 | Total number of shares proposed to be bought back if all offers are accepted                          | N/A |
| 21 | Price to be offered for shares  | N/A |
| 22 | +Record date for participation in offer<br><br><small>Cross reference: Appendix 7A, clause 9.</small> | N/A |

### **Compliance statement**

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

*or, for trusts only:*

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here: .....  
(Director/Company secretary)

Date: 18 Nov 2015

Print name: David Franks

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<sup>+</sup> See chapter 19 for defined terms.