

Appendix 3B

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

Name of entity

Skilled Group Limited

ABN

66 005 585 811

We (the entity) give ASX the following information.

Part 1 - All issues

- | | | | | | | | | | | |
|--------------------|--|--|----------------|-----|--------------------|--|--------------------|------------------------------------|--------------|--|
| 1 | +Class of +securities issued or to be issued | Performance Rights to acquire ordinary shares | | | | | | | | |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 730,080 | | | | | | | | |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | <p>Performance Rights to acquire ordinary shares issued under the Skilled Group Limited Executive Long Term Incentive Plan, pursuant to the terms of a Co-investment Scheme, the principal terms of which are:</p> <ul style="list-style-type: none">as to 54,404 Performance Rights:<table border="0"><tr><td>Exercise Price</td><td>Nil</td></tr><tr><td>Performance Hurdle</td><td>Grantee's continued employment by Skilled Group until 30 June 2014</td></tr><tr><td>Performance Period</td><td>From date of grant to 30 June 2014</td></tr><tr><td>Vesting Date</td><td>Following satisfaction of Performance Hurdle</td></tr></table> | Exercise Price | Nil | Performance Hurdle | Grantee's continued employment by Skilled Group until 30 June 2014 | Performance Period | From date of grant to 30 June 2014 | Vesting Date | Following satisfaction of Performance Hurdle |
| Exercise Price | Nil | | | | | | | | | |
| Performance Hurdle | Grantee's continued employment by Skilled Group until 30 June 2014 | | | | | | | | | |
| Performance Period | From date of grant to 30 June 2014 | | | | | | | | | |
| Vesting Date | Following satisfaction of Performance Hurdle | | | | | | | | | |

	<ul style="list-style-type: none"> as to 675,676 Performance Rights: <table> <tr> <td>Exercise Price</td><td>Nil</td></tr> <tr> <td>Performance Hurdle</td><td> Based on: <ul style="list-style-type: none"> Skilled Group's EPS over the relevant Performance Period; and as to: <ul style="list-style-type: none"> 337,838 Performance Rights – the grantee still holds all the shares acquired pursuant to the terms of a Co-investment Scheme until 30 September 2013; and 337,838 Performance Rights – the grantee still holds half of shares acquired pursuant to the terms of a Co-investment Scheme until 30 September 2014. </td></tr> <tr> <td>Performance Period</td><td> As to: <ul style="list-style-type: none"> 337,838 Performance Rights – 1 July 2010 to 30 June 2013; and 337,838 Performance Rights – 1 July 2011 to 30 June 2014. </td></tr> <tr> <td>Vesting Date</td><td>Following satisfaction of Performance Hurdle</td></tr> </table>	Exercise Price	Nil	Performance Hurdle	Based on: <ul style="list-style-type: none"> Skilled Group's EPS over the relevant Performance Period; and as to: <ul style="list-style-type: none"> 337,838 Performance Rights – the grantee still holds all the shares acquired pursuant to the terms of a Co-investment Scheme until 30 September 2013; and 337,838 Performance Rights – the grantee still holds half of shares acquired pursuant to the terms of a Co-investment Scheme until 30 September 2014. 	Performance Period	As to: <ul style="list-style-type: none"> 337,838 Performance Rights – 1 July 2010 to 30 June 2013; and 337,838 Performance Rights – 1 July 2011 to 30 June 2014. 	Vesting Date	Following satisfaction of Performance Hurdle
Exercise Price	Nil								
Performance Hurdle	Based on: <ul style="list-style-type: none"> Skilled Group's EPS over the relevant Performance Period; and as to: <ul style="list-style-type: none"> 337,838 Performance Rights – the grantee still holds all the shares acquired pursuant to the terms of a Co-investment Scheme until 30 September 2013; and 337,838 Performance Rights – the grantee still holds half of shares acquired pursuant to the terms of a Co-investment Scheme until 30 September 2014. 								
Performance Period	As to: <ul style="list-style-type: none"> 337,838 Performance Rights – 1 July 2010 to 30 June 2013; and 337,838 Performance Rights – 1 July 2011 to 30 June 2014. 								
Vesting Date	Following satisfaction of Performance Hurdle								
4	<p>Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> the date from which they do the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 								
5	<p>Issue price or consideration</p> <p>Nil</p>								
6	<p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p> <p>Grant of Performance Rights pursuant to the Skilled Group Limited Executive Long Term Incentive Plan as a component of remuneration</p>								

+ See chapter 19 for defined terms.

7	Dates of entering +securities into uncertificated holdings or despatch of certificates	19 October 2011	
8	Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 2 if applicable)	Number	+Class
		233,243,776	Fully paid ordinary shares
9	Number and +class of all +securities not quoted on ASX (<i>including</i> the securities in clause 2 if applicable)	Number	+Class
		5,461,593	Options to acquire ordinary shares granted under the Skilled Group Executive Share Option Plan and Skilled Group Limited Executive Long Term Incentive Plan
		2,193,609	Performance Rights to acquire ordinary shares granted under the Skilled Group Limited Executive Long Term Incentive Plan
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable	

Part 2 - Bonus issue or pro rata issue

- | | | |
|----|--|--|
| 11 | Is security holder approval required? | |
| 12 | Is the issue renounceable or non-renounceable? | |
| 13 | Ratio in which the +securities will be offered | |
| 14 | +Class of +securities to which the offer relates | |
| 15 | +Record date to determine entitlements | |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | |
| 17 | Policy for deciding entitlements in relation to fractions | |
| 18 | <p>Names of countries in which the entity has +security holders who will not be sent new issue documents</p> <p><small>Note: Security holders must be told how their entitlements are to be dealt with.</small></p> <p><small>Cross reference: rule 7.7.</small></p> | |
| 19 | Closing date for receipt of acceptances or renunciations | |
| 20 | Names of any underwriters | |
| 21 | Amount of any underwriting fee or commission | |
| 22 | Names of any brokers to the issue | |
| 23 | Fee or commission payable to the broker to the issue | |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders | |

+ See chapter 19 for defined terms.

25	If the issue is contingent on +security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
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	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	
33	+Despatch date	

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible 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

+ See chapter 19 for defined terms.

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	<p>Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none">• the date from which they do• the extent to which they participate for the next dividend, (in the case of a trust, distribution) 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	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>					
42	Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 38)	<table border="1"><thead><tr><th>Number</th><th>+Class</th></tr></thead><tbody><tr><td></td><td></td></tr></tbody></table>	Number	+Class		
Number	+Class					

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.

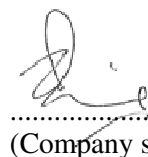
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- 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)

20 October 2011

Date:

Print name:

Timothy A Paine
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+ See chapter 19 for defined terms.