

# Appendix 3B

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

*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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Toll Holdings Limited

ABN

25 006 592 089

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |                                                                                                                                                                                                                                              |                                                                                                                                                                                                                                         |
|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | +Class of +securities issued or to be issued                                                                                                                                                                                                 | Unquoted Restricted Rights to acquire ordinary shares.                                                                                                                                                                                  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued                                                                                                                                                | <b>TOLAS</b> Restricted Rights.<br><br>Allocation of 11,991 Restricted Rights to expire on 27 September 2016.                                                                                                                           |
| 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) | Time based Restricted Rights:<br>11,991 will vest on 10/10/2013<br><br>Restricted Rights may be exercised on vesting and have a zero exercise price. Each vested Restricted Right entitles the holder to one fully paid ordinary share. |

+ See chapter 19 for defined terms.

4	<p>Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"><li>• the date from which they do</li><li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li><li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li></ul>	<p>Shares will be allocated on vesting and exercise of the Restricted Rights. Shares allocated will rank equally with other fully paid ordinary shares.</p>					
5	Issue price or consideration	<p>No consideration is payable for the issue of the Restricted Rights.</p>					
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>Issue of Restricted Rights pursuant to the terms of the Company’s Senior Executive Option and Rights Plan.</p>					
7	Dates of entering <sup>+</sup> securities into uncertificated holdings or despatch of certificates	<p>17 February 2012</p>					
8	Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX (including the securities in clause 2 if applicable)	<table><tr><th>Number</th><th><sup>+</sup>Class</th></tr><tr><td>717,133,875</td><td>Ordinary (TOL)</td></tr></table>	Number	<sup>+</sup> Class	717,133,875	Ordinary (TOL)	
Number	<sup>+</sup> Class						
717,133,875	Ordinary (TOL)						

	Number	+Class
9	3,183,176*	TOLAX
	770,834*	TOLAY
	555,114	TOLAZ
	4,875,197*	TOLAK
	5,949,004*	TOLAO
	26,250	TOLAQ
	5,226,476*	TOLAS
	95,517	TOLAU
	190,185	TOLAM
	5,373,290	TOLAN
	11,991	TOLAS
	<i>*This takes into account the lapsing of:</i> <i>a) 249,000 TOLAK options</i> <i>b) 70,727 TOLAO options</i> <i>c) 85,257 TOLAS options</i> <i>d) 73,000 TOLAX options</i> <i>e) 167,500 TOLAY options</i>	
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Shares allocated on vesting and exercise of the Restricted Rights will rank equally with other fully paid ordinary shares.

## Part 2 - Bonus issue or pro rata issue

N/A

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	

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+ See chapter 19 for defined terms.

16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has <sup>+</sup> security holders who will not be sent new issue documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	
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 <sup>+</sup> security holders	
25	If the issue is contingent on <sup>+</sup> 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

**N/A**

*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**

**N/A**

*Tick to indicate you are providing the information or documents*

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+ See chapter 19 for defined terms.

- 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) N/A

- 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 the additional securities do not rank equally, please state:
- 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
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- 41 Reason for request for quotation now
- Example: In the case of restricted securities, end of restriction period
- (if issued upon conversion of another security, clearly identify that other security)
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- | Number | +Class |
|--------|--------|
|--------|--------|



Company secretary

Print name: Bernard McInerney