

# 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
OPUS Group Limited	48 006 162 876

We (the entity) give ASX the following information.

### Information about buy-back

1	Type of buy-back	On-market share buyback
2	*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 *class on issue	96,413,596
6	Whether shareholder/unitholder approval is required for buy-back	Shareholder approval is required
7	Reason for buy-back	Capital management as more fully described in the notice of meeting for the Company's general meeting to be held on 8 December 2016.

**Appendix 3C**  
**Announcement of buy-back**

---

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

Please refer to the notice of meeting for the Company's general meeting to be held on 8 December 2016.

**On-market buy-back**

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

To be confirmed

- 10 Deleted 30/9/2001.

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

Up to 20 million shares

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

- 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

If approved by shareholders, the buyback will commence on 9 December 2016 and will remain open until the earlier of:  
(i) 8 December 2017; or  
(ii) when 20 million shares have been bought back.

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

Implementation of the buyback is conditional on shareholder approval as described in the notice of meeting for the Company's general meeting to be held on 8 December 2016.

**Employee share scheme buy-back**

- 14 Number of shares proposed to be bought back

N/A

- 15 Price to be offered for shares

N/A

---

<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
- 17 Number of shares proposed to be bought back
- 18 Price to be offered for shares

**Equal access scheme**

- 19 Percentage of shares proposed to be bought back
- 20 Total number of shares proposed to be bought back if all offers are accepted
- 21 Price to be offered for shares
- 22 \*Record date for participation in offer   
Cross reference: Appendix 7A, clause 9.

**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:  ..... Date: 7/11/2016  
(Director/Company secretary)

Print name: Virginia Lee.....

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