

22 November 2016

**RE: NOTICE UNDER S.708A(5)(E) OF THE CORPORATIONS ACT 2001 (CTH)**

Decmil Group Limited (ACN 111 210 390) (**DGL**) gives notice under section 708A(5)(e) of the Corporations Act 2001 (Cth) (**Corporations Act**) that:

- (a) DGL has issued 250,000 fully paid ordinary shares in DGL pursuant to the Performance Plan approved by shareholders at the 2012 AGM and 1,470,000 fully paid ordinary shares in DGL pursuant to the Incentive Plan approved by shareholders at the 2015 AGM (the **Shares**);
- (b) the Shares were issued without disclosure to investors under Part 6D.2 of the Corporations Act; and
- (c) as at the date of this notice:
  - (i) DGL has complied with the provisions of Chapter 2M of the Corporations Act as they apply to DGL;
  - (ii) DGL has complied with section 674 of the Corporations Act; and
  - (iii) there is no excluded information within the meaning of sections 708A(7) and 708A(8) of the Corporations Act.

Yours faithfully,



**Alison Thompson**  
Company Secretary

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# 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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

DECMIL GROUP LIMITED

ABN

35 111 210 390

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                                                  | Performance rights<br>Ordinary shares                                                                                                                                                                                                                                                                                                                                                                  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | a) 3,634,749 Performance Rights<br>This includes: <ul style="list-style-type: none"><li>1,590,102 Performance Rights issued to Mr Scott Criddle (CEO and Managing Director) approved by shareholders at the 2015 AGM.</li><li>2,044,647 Performance Rights issued to executives in accordance with the Incentive Plan approved by shareholders at the 2015 AGM.</li></ul> b) 1,720,000 Ordinary Shares |

+ See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

---

- 3 Principal terms of the +securities (e.g. 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)
- a) Performance Rights will convert to one fully paid ordinary share for nil cash consideration, subject to satisfaction of the vesting conditions described in the Company's 2016 Remuneration Report.
- b) 1,470,000 Ordinary Shares issued to the Decmil Employee Share Trust on an allocated basis for 58 employees. These Ordinary Shares will vest to employees after two years of continuous employment from the date of grant.
- 250,000 Ordinary Shares issued to an executive upon vesting of Performance Rights and are subject to a holding lock in accordance with the Performance Plan approved by shareholders at the 2012 AGM.

---

+ See chapter 19 for defined terms.

<p>4 Do the +securities rank equally in all respects from the +issue date 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"><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>a) No, Performance Rights do not rank equally with existing fully paid ordinary shares from the date of issue as they are not eligible to vote and do not participate in dividends.</p> <p>Any fully paid shares issued on the conversion of Performance Rights will rank equally with existing issued ordinary fully paid shares but will be subject to a holding lock until certain conditions are satisfied.</p> <p>b) 1,470,000 Ordinary Shares issued to the Decmil Employee Share Trust will rank equally with the existing Ordinary Shares on issue. The Ordinary Shares will be held in the trust on an allocated basis for employees. The employees will have the right to direct the trustee to vote their allocated shares and employees will receive any dividends paid in respect to the allocated Ordinary Shares during the restriction period. The Ordinary Share are subject to restriction in that they are not transferred into the name of the employee until vesting conditions are satisfied and may not be traded by the employee whilst held in the trust.</p> <p>250,000 Ordinary Shares rank equally with existing shares but are subject to a holding lock in accordance with the Performance Plan approved by shareholders at the 2012 AGM.</p>
<p>5 Issue price or consideration</p>	<p>a) No cash consideration b) 1,720,000 shares issued for \$1.11 per share</p>

---

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

---

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>a) Performance Rights issued represent a Long Term Incentive component of remuneration for executive employees for the 2017 financial year.</p> <p>b) 1,470,000 Ordinary Shares issued to the Decmil Employee Share Trust on an allocated basis to 58 employees represent a key employee retention award which vest to the employee upon two years of continuous employment from the date of grant.</p> <p>250,000 Ordinary Shares issued represent vested Performance Rights issued to an executive in accordance with the Performance Plan approved by shareholders at the 2012 AGM.</p>
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?  If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	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	N/A
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of +securities issued under an exception in rule 7.2	N/A

---

+ See chapter 19 for defined terms.

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	N/A	
7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	21 November 2016	
8	Number and +class of all +securities quoted on ASX ( <i>including</i> the +securities in section 2 if applicable)	Number	+Class
		171,736,697	Ordinary shares

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

---

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	120,976	2010 Issue
	252,485	2011 Issue
	319,866	2012 Issue
	800,446	2013 Issue
	786,154	2014 Issue
	2,416,427	2015 Issue
	3,634,749	2016 Issue
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Eligible for future dividend payments	

**Part 2 - Pro rata issue**

11 Is security holder approval required?	N/A
12 Is the issue renounceable or non-renounceable?	N/A
13 Ratio in which the +securities will be offered	N/A
14 +Class of +securities to which the offer relates	N/A
15 +Record date to determine entitlements	N/A
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17 Policy for deciding entitlements in relation to fractions	N/A
18 Names of countries in which the entity has security holders who will not be sent new offer documents  <small>Note: Security holders must be told how their entitlements are to be dealt with.            Cross reference: rule 7.7.</small>	N/A
19 Closing date for receipt of acceptances or renunciations	N/A

---

+ See chapter 19 for defined terms.

20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
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	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A

---

+ See chapter 19 for defined terms.



## Appendix 3B New issue announcement

---

- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 <sup>+</sup>Issue date

### Part 3 - Quotation of securities

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

- 34 Type of <sup>+</sup>securities  
(tick one)
- (a)  <sup>+</sup>Securities described in Part 1
- (b)  All other <sup>+</sup>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 <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders
- 36  If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>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 <sup>+</sup>securities

---

<sup>+</sup> 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 Do the +securities rank equally in all respects from the +issue date 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

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)

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)		

+ See chapter 19 for defined terms.

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.
  - 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 is not available now, we 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:   
(~~Director~~/Company secretary)

Date: 22 November 2016

Print name: Alison Thompson

== == == == ==

---

+ See chapter 19 for defined terms.