

# 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

SEEK LIMITED

ABN

46 080 075 314

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  | <p>Issue 1: Long Term Incentive Rights issued to Executives and Senior Management under the SEEK Performance Rights and Options Plan (<b>LTI Rights</b>)</p> <p>Issue 2: Equity Rights issued to Executives under the SEEK Performance Rights and Options Plan (<b>Equity Rights</b>)</p> <p>Issue 3: Performance Rights issued to Senior Management under the SEEK Performance Rights and Options Plan (<b>Performance Rights</b>)</p> |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <p>Issue 1: <b>LTI Rights:</b> 456,064</p> <p>Issue 2: <b>Equity Rights:</b> 6</p> <p>Issue 3: <b>Performance Rights:</b> 58</p>  |

+ See chapter 19 for defined terms.

- 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)

**Issue 1: LTI Rights**

- (a) Exercise price – Nil
- (b) Vest date – 1 July 2020
- (c) Earliest exercise date – 1 July 2021
- (d) Expiry date – 1 July 2022

Each LTI Right entitles the holder to acquire one fully paid ordinary share in SEEK. The LTI Rights are subject to a performance condition (the “Exercise Entitlement Percentage”) which is measured over a three year testing period (1 July 2017 to 30 June 2020). All of the LTI Rights will lapse if the performance condition is not satisfied. If the LTI Rights vest, they will be subject to an exercise restriction period until end of 30 June 2021.

**Issue 2: Equity Rights**

- (a) Qualifying Period - 1 July 2017 to 30 June 2018
- (b) Vest date 1 July 2018
- (c) Disposal restriction until 1 July 2019

Each Equity Right entitles the holder to acquire a number of fully paid ordinary shares in SEEK if the Equity Right vests. The maximum number of shares that will be provided at the end of the Qualifying Period if an Equity Right vests has been determined by dividing the allocation value of the Equity Right by the 60 day volume weighted average share price (VWAP) at 1 July 2017.

The Equity Rights are automatically exercised following vesting. There is no amount payable by a holder on issue or exercise of an Equity Right. The shares provided on exercise of each Equity Right will be subject to a 12 month disposal restriction period ending on 1 July 2019.

**Issue 3: Performance Rights**

- (a) Qualifying Period - 1 July 2017 to 30 June 2018
- (b) Vest date 1 July 2018
- (c) Disposal restriction until 1 July 2019

Each Performance Right entitles the holder to acquire a number of fully paid ordinary shares in SEEK if the Performance Right vests. A Performance Right will be eligible to vest if the holder continues to be employed by the SEEK group until the end of the Qualifying Period.

The maximum number of shares that will be provided at the end of the Qualifying Period if a Performance Right vests has been determined, at time of grant, in accordance with a conversion formula. The number of shares provided upon exercise will be determined by dividing the allocation value of the Performance Right by the 60 day volume weighted average share price (VWAP) at 1 July 2017 and applying a percentage determined by the individual performance rating of a holder for FY18.

The Performance Rights are automatically exercised following vesting. There is no amount payable by a holder on issue or exercise of a Performance Right. The shares provided on exercise of each Performance Right will be subject to a 12 month disposal restriction period ending on 1 July 2019.

4 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

Issue 1, 2 and 3:

Prior to exercise, the LTI Rights, Equity Rights and Performance Rights do not carry a right to vote or receive dividends or distributions. The ordinary shares provided on exercise of the LTI Rights, Equity Rights and Performance Rights will rank equally with the fully paid ordinary shares then on issue.

5 Issue price or consideration

Issue 1, 2 and 3:

Nil consideration

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+ See chapter 19 for defined terms.

<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p><b>Issue 1: LTI Rights</b> The LTI Rights are issued to Executives (excluding the CEO) and Senior Management, as part of SEEK's Long Term Incentive. LTI Rights are issued under the Performance Rights and Options Plan.</p> <p><b>Issue 2: Equity Rights</b> The Equity Rights are issued to Executives (excluding the CEO), as part of SEEK's FY18 Executive remuneration. Equity Rights are issued under the Performance Rights and Options Plan.</p> <p><b>Issue 3: Performance Rights</b> The Performance Rights are issued to Senior Management as part of SEEK's FY18 Senior Management remuneration. Performance Rights are issued under the Performance Rights and Options Plan.</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Not applicable</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>Not applicable</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>Not applicable</p>
<p>6d Number of +securities issued with security holder approval under rule 7.1A</p>	<p>Not applicable</p>
<p>6e Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)</p>	<p>Not applicable</p>
<p>6f Number of +securities issued under an exception in rule 7.2</p>	<p>Not applicable</p>

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.

Not applicable

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

Not applicable

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

Not applicable

7 +Issue dates

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.

Cross reference: item 33 of Appendix 3B.

Issue 1, 2 and 3:  
17 October 2017

	Number	+Class
8 Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Ordinary shares	350,655,882

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	Options	791,280
	LTI Rights	1,575,534
	Equity Rights	6
	Performance Rights	58

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

+ See chapter 19 for defined terms.

## Part 2 - Pro rata issue

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

24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	Not applicable
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	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Not applicable
33	+Issue date	Not applicable

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+ See chapter 19 for defined terms.

## 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  
- n/a - no new class of securities

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  
- n/a - no new class of securities

37  A copy of any trust deed for the additional +securities  
- n/a - no new class of securities

### 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



<p>40 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>Not applicable</p>
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<p>41 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>	<p>Not applicable</p>
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<p>42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)</p>	<p>Number</p>	<p>+Class</p>
	<p>Not applicable</p>	<p>Not applicable</p>

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+ 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:

Company secretary

Date: 20 October 2017

Print name: Lynne Jensen