

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

NATIONAL VETERINARY CARE LTD

ABN

17 166 200 059

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  | Unlisted performance rights to acquire Ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 147,915  |

+ See chapter 19 for defined terms.

For personal use only

**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)

Grant date: 30 October 2017  
 Grant price: Nil  
 Exercise price: Nil  
 Expiry: 30 November 2020  
 Vesting date: 31 October 2020  
 Vesting conditions:

- Service Condition – continuous employment with the Company from the Grant Date until the Vesting Date; and
- Performance Condition – the Company’s Earnings Per Share (EPS) achieves the EPS Cumulative Compound Annual Growth Rate (CAGR) hurdle as set out in the following table:

EPS <sup>1</sup> Cumulative CAGR over the three financial years ending 30 June 2020	% of Performance Rights to vest
Less than 10% per annum	None
Between 10% and 15% per annum	50% - 100% on a straight-line basis
At least 15% per annum	100%

<sup>1</sup> EPS will be Basic EPS recorded in NVL’s audited financial statements. The Basic EPS may be adjusted for items which the Board, in its discretion, considers should be excluded from the EPS result (such as items of a one-off and non-recurring nature). Base year EPS is 8.46 cents per share for year ended 30 June 2017.

Restriction on settlement: Nil.

Restriction on shares issued on exercise: can only be traded in accordance with Securities Trading Policy and insider trading laws.

+ See chapter 19 for defined terms.

For personal use only

For personal use only

4	<p>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>The performance rights do not rank equally with existing ordinary shares.</p> <p>Shares issued upon exercise will rank equally with existing ordinary shares.</p> <p>To participate in a dividend, the ordinary shares must be issued prior to the record date for the dividend.</p>
5	Issue price or consideration	Nil
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>Issued 111,622 performance rights to the CEO as a long-term incentive pursuant to the CEO's employment agreement and the Company's Employee Incentive Plan. Shareholder approval was obtained on 20 October 2017.</p> <p>Issued 36,293 performance rights to senior management as long-term incentives pursuant the Company's Employee Incentive Plan.</p>
6a	<p>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>	Yes
6b	The date the security holder resolution under rule 7.1A was passed	20 October 2017
6c	Number of +securities issued without security holder approval under rule 7.1	36,293 performance rights

+ See chapter 19 for defined terms.

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

6d	Number of +securities issued with security holder approval under rule 7.1A	Nil				
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil				
6f	Number of +securities issued under an exception in rule 7.2	11,622 performance rights approved by shareholders on 20 October 2017				
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	See Annexure 1: Rule 7.1 – 8,385,413 Rule 7.1A – 5,894,070				
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.	Upon satisfaction of vesting conditions described in item 3.				
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>58,940,699</td> <td>ORD</td> </tr> </tbody> </table>	Number	+Class	58,940,699	ORD
Number	+Class					
58,940,699	ORD					

+ See chapter 19 for defined terms.

For personal use only

For personal use only

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	257,753	Maximum number of ordinary shares to be issued as part consideration for a business acquisition. 50% of the maximum number of shares may be issued on each of 28 September 2018 and 27 September 2019.
	140,260	Performance rights expiring 30 November 2019 with an exercise price of \$0.00, to acquire ordinary shares.
	161,646	Maximum number of ordinary shares to be issued as part consideration for a business acquisition. The maximum number of shares may be issued on 20 October 2019.
	147,915	Performance rights expiring 30 November 2020 with an exercise price of \$0.00, to acquire ordinary shares.

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Fully Paid Ordinary Shares resulting from the conversion of Performance Rights will have the same dividend policy as the Fully Paid Ordinary Shares then on issue, from the date of issue.
---	--

## Part 2 - 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	

+ See chapter 19 for defined terms.

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

---

- 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 Names of countries in which the entity has security holders who will not be sent new offer 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 security holders
- 25 If the issue is contingent on security holders' approval, the date of the meeting

---

+ See chapter 19 for defined terms.

For personal use only

26	Date entitlement and acceptance form and offer documents 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	<sup>+</sup> Issue date	

+ See chapter 19 for defined terms.

For personal use only

### 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

#### 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

---

+ See chapter 19 for defined terms.

For personal use only



For personal use only

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.

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

---

**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:  ..... Date: 30 October 2017  
Company Secretary

Print name: Laura Fanning, Company Secretary

== == == == ==

---

+ See chapter 19 for defined terms.

For personal use only

# Appendix 3B – Annexure 1

## Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>					
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>					
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	52,282,740				
<b>Add</b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval <table style="margin-left: 20px; border: none;"> <tr> <td style="padding-right: 10px;">21 Feb 2017</td> <td style="text-align: right;">382,959</td> </tr> <tr> <td>23 Jun 2017</td> <td style="text-align: right;">6,500,000</td> </tr> </table> </li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul>	21 Feb 2017	382,959	23 Jun 2017	6,500,000	<p style="margin-top: 0;">-</p> <p style="margin-top: 0;">-</p> <p style="margin-top: 0;">-</p>
21 Feb 2017	382,959				
23 Jun 2017	6,500,000				
<b>Note:</b> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>					
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	(225,000)				
<b>“A”</b>	58,940,699				

+ See chapter 19 for defined terms.

For personal use only

Appendix 3B  
New issue announcement

<b>Step 2: Calculate 15% of "A"</b>									
"B"	0.15 <i>[Note: this value cannot be changed]</i>								
<b>Multiply "A" by 0.15</b>	8,841,105								
<b>Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used</b>									
<p><i>Insert</i> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>Under an exception in rule 7.2</li> <li>Under rule 7.1A</li> <li>With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li><i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li><i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li><i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<table> <tr> <td>14 Aug 2017</td> <td>257,753</td> </tr> <tr> <td>28 Sep 2017</td> <td>161,646</td> </tr> <tr> <td>30 Oct 2017</td> <td>36,293</td> </tr> <tr> <td><b>Total</b></td> <td><b>455,692</b></td> </tr> </table>	14 Aug 2017	257,753	28 Sep 2017	161,646	30 Oct 2017	36,293	<b>Total</b>	<b>455,692</b>
14 Aug 2017	257,753								
28 Sep 2017	161,646								
30 Oct 2017	36,293								
<b>Total</b>	<b>455,692</b>								
"C"	455,692								
<b>Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1</b>									
"A" x 0.15 <i>Note: number must be same as shown in Step 2</i>	8,841,105								
<b>Subtract "C"</b> <i>Note: number must be same as shown in Step 3</i>	455,692								
<b>Total ["A" x 0.15] – "C"</b>	8,385,413 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>								

+ See chapter 19 for defined terms.

For personal use only

**Part 2**

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b>  <i>Note: number must be same as shown in Step 1 of Part 1</i>	58,940,699
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10  <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	5,894,070
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <i>Notes:</i> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	-
<b>“E”</b>	-

+ See chapter 19 for defined terms.

For personal use only

Appendix 3B  
New issue announcement

---

<b>Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A</b>	
"A" x 0.10 <i>Note: number must be same as shown in Step 2</i>	5,894,070
<b>Subtract "E"</b> <i>Note: number must be same as shown in Step 3</i>	-
<b>Total</b> ["A" x 0.10] – "E"	5,894,070 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

---

+ See chapter 19 for defined terms.

For personal use only