

ASX Announcement NVL

21 October 2016



National Veterinary Care Limited (NVL) Employee Loan Plan

Mr Tomas Steenackers

National Veterinary Care Limited ('NVL' or 'the Company') is pleased to confirm that it has now issued 250,000 shares at \$1.00 per share, to Tomas Steenackers (CEO/Managing Director) under the National Veterinary Care Limited Employee Loan Plan ('Loan Plan').

It should be noted that these shares were announced to the market on 3 February 2016 but were subject to shareholder approval. The terms of issue these shares were also announced at this date, and can also be found in the Notice of Annual General Meeting sent to shareholders on 21 September 2016.

NVL is pleased to confirm that shareholders approved the issue of these shares at the Company's Annual General Meeting held on 21 October 2016.

Mr Keith Nicholls

NVL has also resolved to issue a further 50,000 shares at \$2.05 per share, to Keith Nicholls (Acquisitions Manager) under the Loan Plan. The details of the issue of shares to Mr Nicholls under the Loan Plan are as follows.

The Board introduced, and Shareholders approved, the Loan Plan in July 2015. As a result of the approval given by Shareholders, the directors are entitled to issue securities under the Loan Plan, numbering in aggregate, up to 15% of the shares on issue without offering them pro rata to shareholders or obtaining prior approval of existing shareholders.

The purpose of the Loan Plan is to better align the interest of shareholders and the employees of NVC by linking the potential economic wealth of employees to the long-term success of the Company.

The new issue will bring the total number of shares issued under the Loan Plan to 525,000 or approximately 1.01% of the issued securities of the Company.

The Loan Shares will only vest to the extent that the performance hurdle as described below is satisfied.

Total Shareholder Returns (TSR)

As soon as reasonably practical after the TSR Assessment Date, the Company's TSR will be assessed against the TSRs of the Benchmark Group over the TSR Assessment Period. The Company's TSR will be ranked against the TSRs of the Benchmark Group. The number of Loan Shares to subject to vesting on Vesting Date will be determined by the Company's TSR ranking compared with TSRs of the Benchmark Group, as set out below.

Benchmark Group

The Remuneration Committee will determine the Benchmark Group within three months of the Listing Date. Except as set out below, the Benchmark Group will remain fixed during the TSR Assessment Period.

The Remuneration Committee will review the Benchmark Group on each anniversary of the Company's Listing Date, including the TSR Assessment Date. If a member of the Benchmark Group has been suspended for more than five days during the 12-month period, has been delisted from ASX, or is subject to a scheme of arrangement or takeover), the Remuneration Committee may remove that company from the Benchmark Group and, in its sole discretion, replace that company with a substitute company.

Vesting Schedule

As soon as reasonably practical after the TSR Assessment Date, the Remuneration Committee will:

1. determine, in its sole discretion, the TSR of the Company and the TSRs of the Benchmark Group over the TSR Assessment Period;
2. rank the TSR of the Company with the TSRs of the Benchmark Group; and
3. apply the vesting schedule set out below to determine the number of Loan Shares that will vest on the Vesting Date, subject to repayment of the Loan and the terms of the Plan Rules.

Percentile ranking of the Company's TSR relative to the Benchmark Group	Percentage of Loan Shares
0 – 49th	0%
50th	50%
51st – 74th	Between 50% and 99% determined proportionately on a straight line basis, dependant on the Company's ranking within the Benchmark Group
75th and above	100%

Any fraction of a Share will be rounded up to the nearest whole Share.

Loans under the Loan Plan are limited recourse in nature, which means that if at the date that the loan becomes repayable the Employee's shares are worth less than the outstanding balance of the loan, the Company cannot recover the difference from the Employee. Interest will not be payable on the outstanding balance of the loan.

As a security for the loan, the Employee will pledge the shares acquired under the Loan Plan to the Company at the time the financial assistance is provided and will grant a charge over any future benefits attributable to those shares including bonus shares, rights and dividends.

Full details of the Loan Plan rules can be found on the Company's website.

Appendix 3B

Please find following the Appendix 3B and Appendix 3Y in relation to the issue of the new shares under the Loan Plan.

-END-

About NVL:

NVL aims to be a leading provider of veterinary services in Australia and New Zealand. NVL has acquired and integrated 50 veterinary services business across Australia. NVL strives to achieve excellence in clinical care for pets, and to build a platform for loyal, long term relationships with their owners.

The key growth strategies for NVL are expanding the NVL network of clinics through acquisition, and driving organic growth at a clinic level.

For further information please contact:

Katherine Baker
CFO & Company Secretary
National Veterinary Care Limited
1300 682 838

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 | ORDINARY |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 1. 250,000
2. 50,000 |
| 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) | Shares are subject to the terms and conditions of the National Veterinary Care Limited Employee Loan Plan and are to be held in a trading lock until certain hurdles have been satisfied by the employees. |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<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"> • 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 	<p>Yes</p>
<p>5 Issue price or consideration</p>	<p>1. \$1.00 2. \$2.05</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Issue of shares to key management personnel under the National Veterinary Care Limited Employee Loan 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>No</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>N/A</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>N/A</p>

+ See chapter 19 for defined terms.

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	
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	5,647,705	
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 October 2016	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number 46,234,239	+Class ORD

+ 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)	1. 6,048,501	1. Shares issued are subject to ASX imposed escrow until 14 August 2017
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Shares will rank pari passu with existing fully paid ordinary shares	

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 ⁺Issue date

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

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought	N/A	
39	+Class of +securities for which quotation is sought	N/A	
40	<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"> • 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 	N/A	
41	<p>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>	N/A	
42	Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in clause 38)	Number	+Class
		N/A	

+ 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: *KBaker*

Company Secretary

Date: 21 October 2016

Print name: Katherine Baker, Company Secretary

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+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

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 30/09/01 Amended 01/01/11

Name of entity	National Veterinary Care Limited
ABN	17 166 200 059

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	TOMAS ANTONIO STEENACKERS
Date of last notice	7 October 2016

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	<ol style="list-style-type: none"> 1. Indirect Interest 2. Direct Interest 3. Direct Interest
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<ol style="list-style-type: none"> 1. The Steenackers Family Trust Tomas Antonio Steenackers is a Trustee and beneficiary of The Steenackers Family Trust, which holds securities in National Veterinary Care Limited.
Date of change	21/10/2016
No. of securities held prior to change	<ol style="list-style-type: none"> 1. 1,000,000 2. 30,000 3. 0
Class	<ol style="list-style-type: none"> 1. Ordinary Shares 2. Ordinary Shares 3. Ordinary – Restricted under the NVL Employee Loan Plan
Number acquired	<ol style="list-style-type: none"> 3. 250,000
Number disposed	-

+ See chapter 19 for defined terms.

Appendix 3Y Change of Director's Interest Notice

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$250,000
No. of securities held after change	<ol style="list-style-type: none"> 1. 1,000,000 2. 30,000 3. 250,000
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	4. Issue of shares under the National Veterinary Care Limited Employee Loan Plan

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

+ See chapter 19 for defined terms.