On-Market Share Buy Back

21 August 2017

On-Market Share Buy-Back

Rhipe Limited (ASX: RHP) (the “Company”) today announces its intention to commence an on-market share buy-back of up to 10% of its fully paid ordinary shares. The buy-back program is expected to commence from 6 September 2017 and to remain in place for a period of up to 12 months.

Rhipe Chairman, Mike Hill, said, “This initiative is part of our ongoing capital management and the Board’s commitment to delivering improved returns to shareholders. Given our confidence in rhipe’s future growth, a share buy-back provides the most appropriate means to return surplus capital to shareholders at this time.”

The share buy-back will be within the ‘10/12 limit’ permitted under the Corporations Act and as such does not require shareholder approval.

The buy-back gives rhipe flexibility to purchase its ordinary shares in circumstances where it is beneficial to the efficient capital management of the Company. The timing and actual number of shares purchased under the buy-back will depend on the Company’s share price, business and market conditions, and other considerations such as the cash required to fund growth opportunities.

Particulars of the share buy-back are set out in the Appendix 3C attached to this announcement. Shaw and Partners Limited has been appointed by rhipe to act as broker for the buy-back.

If you have any queries, please contact the undersigned on 02 8484 0515.

Yours Faithfully

Maggie Niewidok
Company Secretary
Announcement of buy-back
(except minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.


We (the entity) give ASX the following information.

Information about buy-back

1. Type of buy-back
   - On-market

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
   - 138,091,614

6. Whether shareholder/unitholder approval is required for buy-back
   - Not required – within 10/12 limit

7. Reason for buy-back
   - Capital management

* See chapter 19 for defined terms.
8. Any other information material to a shareholder's/unitholder's decision whether to accept the offer (eg, details of any proposed takeover bid) | Nil

### On-market buy-back

9. Name of broker who will act on the company's behalf | Shaw and Partners Limited


11. If the company/trust intends to buy back a maximum number of shares - that number | \(< \text{ or } \leq 13,504,994\)

   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 | From 06 September 2017 to 05 September 2018

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

### 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

*See chapter 19 for defined terms.*
**Selective buy-back**

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<tbody>
<tr>
<td>16</td>
<td>Name of person or description of class of person whose shares are proposed to be bought back</td>
<td>N/A</td>
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<tr>
<td>17</td>
<td>Number of shares proposed to be bought back</td>
<td>N/A</td>
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<td>18</td>
<td>Price to be offered for shares</td>
<td>N/A</td>
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**Equal access scheme**

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<tr>
<td>19</td>
<td>Percentage of shares proposed to be bought back</td>
<td>N/A</td>
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<tr>
<td>20</td>
<td>Total number of shares proposed to be bought back if all offers are accepted</td>
<td>N/A</td>
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<tr>
<td>21</td>
<td>Price to be offered for shares</td>
<td>N/A</td>
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<td>22</td>
<td><em>Record date for participation in offer</em></td>
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**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: 21 August 2017
Company secretary

Print name: Maggie Niewidok

* See chapter 19 for defined terms.