

ASX Announcement

EMPLOYEE SHARE SCHEME BUY-BACK 31 January 2018

Accent Group Limited (ASX: AX1) (formerly RCG Corporation Limited) (**Company**) advises it is undertaking an Employee Share Scheme (**ESS**) buy-back and in accordance with ASX Listing Rule 3.8A, attaches the Appendix 3C in relation to this buy-back.

The buy-back and cancellation of AX1 shares is conducted in accordance with the terms of the ESS following employee's leaving employment with the Company.

The consideration offered for the shares will be the balance of each shareholder's outstanding loan to the Company in respect of those shares and as a result, there is no impact on the Company's cash position.

Appendix 3C

Announcement of buy-back (except minimum holding buy-back)

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

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity

ABN/ARSN

ACCENT GROUP LIMITED

85 108 096 251

We (the entity) give ASX the following information.

Information about buy-back

1	Type of buy-back	Employee Share Scheme Buy-Back
2	[†] Class of shares/units which is the subject of the buy-back (eg, ordinary/preference)	Unquoted Ordinary – Employee Shares
3	Voting rights (eg, one for one)	No voting rights
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	8,484,998
6	Whether shareholder/unitholder approval is required for buy-back	Shareholder approval is not required.

[†] See chapter 19 for defined terms.

7	Reason for buy-back	The shares have been forfeited in accordance with the terms of the Employee Share Scheme. The Board has resolved to buy back the shares.
8	Any other information material to a shareholder's/unitholder's decision whether to accept the offer (eg, details of any proposed takeover bid)	Not applicable.

On-market buy-back

9	Name of broker who will act on the company's behalf	Not applicable
10	Deleted 30/9/2001.	
11	If the company/trust intends to buy back a maximum number of shares - that number Note: This requires a figure to be included, not a percentage.	Not applicable.
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	Not applicable.
13	If the company/trust intends to buy back shares/units if conditions are met - those conditions	Not applicable.

Employee share scheme buy-back

- | | | |
|----|---|--|
| 14 | Number of shares proposed to be bought back | 1,050,000 |
| 15 | Price to be offered for shares | In accordance with the terms of the ESS, the consideration to be offered for the shares is the balance of each shareholder's outstanding loan to the Company in respect of those shares. |

Selective buy-back

- | | | |
|----|--|-----------------|
| 16 | Name of person or description of class of person whose shares are proposed to be bought back | Not applicable. |
| 17 | Number of shares proposed to be bought back | Not applicable. |
| 18 | Price to be offered for shares | Not applicable. |

Equal access scheme

- | | | |
|----|--|-----------------|
| 19 | Percentage of shares proposed to be bought back | Not applicable. |
| 20 | Total number of shares proposed to be bought back if all offers are accepted | Not applicable. |
| 21 | Price to be offered for shares | Not applicable. |
| 22 | ⁺ Record date for participation in offer
Cross reference: Appendix 7A, clause 9. | Not applicable. |

⁺ See chapter 19 for defined terms.

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: 31 January 2018

(Company Secretary)

Print name: Leanne Ralph