

ASX Announcement

EMPLOYEE SHARE SCHEME BUY-BACK 3 June 2020

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

The buy-back and cancellation of these shares is conducted in accordance with the terms of the ESS which provides for the forfeiture of an employee's ESS shares following their departure.

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

Authorised for lodgement by:
Celesti Harmse
Company Secretary

For further information contact: Matthew Durbin, Chief Financial Officer, T: +61 3 9977 5213

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	1,650,002
6	Whether shareholder/unitholder approval is required for buy-back	Shareholder approval is not required
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.

⁺ 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)

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

300,000

15	Price to be offered for shares	In accordance with the terms of the Employee Share Scheme, 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.
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Selective buy-back

16	Name of person or description of class of person whose shares are proposed to be bought back	Not applicable
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17	Number of shares proposed to be bought back	Not applicable
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18	Price to be offered for shares	Not applicable
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Equal access scheme

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

- The company is in compliance with all Corporations Act requirements relevant to this buy-back.

or, for trusts only:

- 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.
- 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.

⁺ See chapter 19 for defined terms.



Sign here:

Date: 3 June 2020

(Director/Company secretary)

Print name: Celesti Harmse