

**IN THE SUPREME COURT OF VICTORIA
AT MELBOURNE
COMMERCIAL COURT
GROUP PROCEEDINGS LIST**

S ECI 2023 05208

BETWEEN:

ROSS ANDREW GAWLER

Plaintiff

- and -

FLEETPARTNERS GROUP LTD (ACN 131 557 901)

Defendant

ORDER

JUDGE: The Honourable Justice Waller

DATE MADE: 16 December 2024

ORIGINATING PROCESS: Writ filed 6 November 2024

HOW OBTAINED: By consent minute

ATTENDANCE: Not applicable

OTHER MATTERS:

A. This order is signed by the Judge pursuant to r 60.02(1)(b) of the *Supreme Court (General Civil Procedure) Rules 2015* ('Rules').

B. This order is made by the Court pursuant to r 59.07(1) of the Rules.

THE COURT ORDERS BY CONSENT THAT:

Class deadline

1. The date by which a group member (as defined in paragraph 1 of the Further Amended Statement of Claim dated 16 October 2024) may opt out of the proceeding pursuant to s 33J(1) of the *Supreme Court Act 1986* (Vic) ('Act') is fixed as **4:00 pm AEDT on 2 April 2025** ('Class Deadline').



Notice to group members

2. The terms of the commencement, opt out and claim registration notice set out at—
 - (a) **Annexure A** ('Notice'); and
 - (b) **Annexure B** ('Covering Email'),to this order are approved, pursuant to ss 33X(1)(a) and (5) and 33Y of the Act.
3. Pursuant to ss 33J and 33ZF of the Act, by **5 February 2025**, the plaintiff is to publish on the website of his solicitors, Phi Finney McDonald, an online form securely recording a group member's intention to register their claim in this proceeding and the information required at paragraph 9.
4. Pursuant to s 33Y of the Act, the Notice be given to group members on or before **5 February 2025**, according to the following procedure:
 - (a) By **20 December 2024**, the parties are to jointly engage MUFG Pension & Market Services Ltd ('**Share Registry**') to act as the agent in respect of the distribution of the Notice and are to send the Share Registry a copy of this order.
 - (b) By **20 December 2024**, the parties are to jointly instruct the Share Registry to:
 - (i) prepare a list of contact details (including the last known postal address and/or email address) of all persons who acquired shares in the defendant between 8 November 2017 and 20 March 2019 (inclusive), including those security holders whose qualifying transactions were recorded on the register within the two-day settlement window following 20 March 2019 ('**Confidential List of Shareholders**'); and
 - (ii) provide the parties with a report identifying the following information by **13 January 2025**:
 - (A) the total number of persons who comprise the Confidential List of Shareholders;
 - (B) the total number of persons who have an email address recorded on the Confidential List of Shareholders ('**Email Recipients**');
 - (C) the total number of persons who only have a postal address recorded on the Confidential List of Shareholders ('**Postal Recipients**');
 - (D) an itemised estimate of the Share Registry's costs to distribute the Notice to the Email Recipients and the Postal Recipients in accordance with the instructions in this order.



- (c) By **20 January 2025**, the parties shall instruct the Share Registry to:
- (i) cause the Covering Email and Notice to be sent by email during Australian Eastern Daylight Time business hours on **5 February 2025** to the Email Recipients with the subject line ‘Important Class Action Court Notice – Gawler v FleetPartners Group Ltd S ECI 2023 05208’ (**‘first email notification’**);
 - (ii) cause the Notice to be sent by prepaid ordinary post to the Postal Recipients at the address recorded for that person on the Share Registry by 4:00 pm Australian Eastern Daylight Time on **5 February 2025**;
 - (iii) in the event that the Share Registry receives an email delivery failure notification from an Email Recipient, attempt a second delivery to the intended Email Recipient during business hours within five (5) business days of becoming aware of such a delivery failure with the subject line ‘Important Class Action Court Notice – Gawler v FleetPartners Group Ltd S ECI 2023 05208’ (**‘second email notification’**); and
 - (iv) provide a report to the parties, by **17 February 2025**, setting out:
 - (A) the number of delivery failure notifications received in response to the second email notification (**‘Failed Email Recipients’**);
 - (B) of the Failed Email Recipients, the numbers of group members for whom the Share Registry holds a postal address located (a) in Australia, and (b) overseas; and
 - (C) an itemised estimate of the Share Registry’s costs for the postal distribution of the Notice to the Failed Email Recipients’ postal addresses identified pursuant to the instruction in paragraph 4(c)(iv)(B) above;
 - (v) if the parties raise no objection by **24 February 2025**, cause the Notice to be sent by prepaid ordinary post to the Failed Email Recipients at any postal address recorded for that person by **3 March 2025**;
 - (vi) provide a report to the parties, by **12 March 2025**, setting out:
 - (A) the total number of emails sent to persons in the Confidential List of Shareholders;
 - (B) the number of emails marked ‘delivered’ to the recipient;
 - (C) the number of emails marked ‘undelivered’ (i.e., the recipients for whom there is a ‘bounce-back’ notification);



- (D) the number of notices sent by post; and
- (E) the number of postal notices returned undelivered.
- (vii) notify the parties within two business days of becoming aware that its costs as estimated pursuant to the instruction in paragraph 4(b)(ii)(D) above, paragraph 4(c)(iv)(C) above or this paragraph are likely to exceed such estimate by more than 10%, and specify the revised estimate.
- (d) If any party has concerns about the Share Registry distributing the notice to the Failed Email Recipients by post pursuant to the instruction at paragraph 4(c)(v) above, including with respect to the cost of that distribution, that party:
 - (i) may confer with the Share Registry in writing, copying the solicitors of the other party, to raise their concerns;
 - (ii) may meet with the Share Registry, but only in the presence of the other party; and
 - (iii) has liberty to approach the Court.
- (e) By **5 February 2025**, the plaintiff shall cause a copy of the Notice to be sent by email to each group member who has, at the date of this order, identified themselves to Phi Finney McDonald (**'plaintiff's lawyers'**) and for whom the plaintiff's lawyers hold a current email address.
- (f) By **5 February 2025**, the Registry of the Supreme Court of Victoria shall cause the Notice and this order to be displayed on the website of the Supreme Court of Victoria (and to remain continuously so displayed up to and including the conclusion of the proceeding).
- (g) By **5 February 2025**, the plaintiff shall cause a copy of the Notice and this order to be displayed on the website of the plaintiff's lawyers at <https://phifinneymcdonald.com/action/fleetpartners-formerly-eclix-class-action/>, and to remain continuously so displayed up to and including the conclusion of the proceeding.
- (h) The Notice and Covering Email may be amended before they are emailed, posted, displayed or published in order to correct any website or email address or telephone number or other non-substantive error.
- (i) If the Notice is amended in accordance with paragraph 4(h) above, the plaintiffs' lawyers shall forthwith provide a copy of the amended Notice to the Registry of the Supreme Court of Victoria and the defendant by **12:00 pm on 29 January 2025**.



5. Subject to any further order of the Court, the costs of distributing the Notice and Covering Email (including any disbursements incurred) in accordance with this order be shared equally between the parties in the first instance, on the basis that those costs will subsequently be costs in the proceeding.

Opt Out

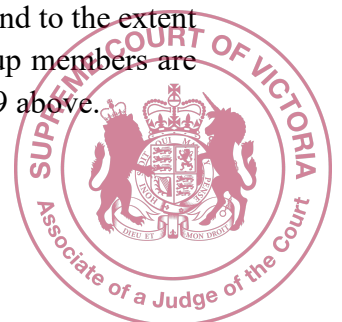
6. Pursuant to s 33J(2) of the Act, any group member who wishes to opt out of this proceeding must complete and submit either the **Online Opt Out** through the Supreme Court of Victoria website at <https://www.supremecourt.vic.gov.au/areas/group-proceedings/fleetpartners-group-class-action/opting-out>; or submit a completed 'Notice of Opting Out by Group Member' in the form of Schedule 2 to the Notice ('**Opt Out Form**') to the Registry of the Supreme Court of Victoria by email or post by the Class Deadline, and provide the following information (as applicable) and which will be accepted as proof of the group member's intention to opt out of this proceeding:
- (a) the name and contact information (including email address and postal address) of the group member who/which seeks to opt out of this proceeding;
 - (b) the name and contact information (including email address and postal address) of any authorised representative under whose authority the group member elects to opt out of this proceeding;
 - (c) the category of any authorised representative, namely:
 - (i) in the case of a corporation who is a group member, one or more directors of the corporation as required to bind that entity;
 - (ii) the group member's solicitor;
 - (iii) in the case of an estate which is a group member, the executor of the estate; or
 - (iv) the group member's attorney acting under a power of attorney;
 - (d) the consent of the group member to opt out of this proceeding by way of electronic signature (which may be in the form of a typed name) of the group member or their authorised representative and the date of lodgement of that consent.
7. If on or before the Class Deadline the solicitors for any party receive a notice purporting to cause a group member to opt out of this proceeding, the solicitors must provide the notice to the Supreme Court of Victoria within five (5) business days of receipt, and the notice shall be treated as an opt out form received by the Court at the time it was received by the solicitors.



8. The solicitors for any party be granted leave to inspect the Court file and obtain copies of any Online Opt Outs or Opt Out Forms submitted by Group Members after the Class Deadline.

Claim Registration

9. Pursuant to ss 33ZF and 33ZG of the Act, any group member who wishes to obtain any benefit arising from any settlement (subject to Court approval) of the proceeding reached at any time between the date of this order and the first day of the initial trial in this proceeding, must register their claim by the Class Deadline by completing and submitting a group member registration form hosted by the plaintiff's lawyers at <https://phifinneymcdonald.com/action/fleetpartners-formerly-eclipx-class-action/>, or by posting or emailing a Registration Form in the form of Schedule 1 to the Notice to eclipxshareholders@phifinneymcdonald.com, using their best endeavours to include the following information (as applicable):
 - (a) the group member's name (or names in the case of joint security holders), telephone number and address and/or email address;
 - (b) the full name of the registered owner and any relevant Holder Identification Number ('HIN') or Security Reference Number ('SRN') or equivalent reference number in respect of shares in the defendant;
 - (c) the number of shares in the defendant held by the group member at the close of trade on 7 November 2017;
 - (d) details of the group member's acquisition(s) of an interest in shares in the defendant between 8 November 2017 and 10:35 am on 20 March 2019 (inclusive), including the date of acquisition(s), quantity acquired and the price at each acquisition; and
 - (e) details of the group member's sale(s) and/or disposal(s) of shares in the defendant between 8 November 2017 to 10:35 am on 20 March 2019 (inclusive), including the date of each sale(s)/disposal(s), quantity sold/disposed and the price at each sale/disposal.
10. A group member is deemed to be a **Registered Group Member** if, by the Class Deadline, the group member has retained the plaintiff's lawyers by executing a legal costs agreement with the plaintiff's lawyers in connection with this proceeding.
11. Group members who are deemed to have registered by the operation of paragraph 10 above are required to submit to the plaintiff's lawyers as soon as practicable, but in any event by no later than the Class Deadline, using their best endeavours and to the extent that they have not already done so, the same information as other group members are required to submit, using their best endeavours, pursuant to paragraph 9 above.



12. For the avoidance of doubt, failure by a group member to provide all the information required in paragraph 9 above will not render the group member's registration invalid provided the group member is identifiable as such based on the information provided.
13. Pursuant to ss 33ZF and 33ZG of the Act and subject to any further order of the Court, any group member who by the Class Deadline does not register or opt out of the proceeding in accordance with this order, or any other order of the Court:
 - (a) will remain a group member in this proceeding for all purposes, including for the purpose of being bound by any judgment in this proceeding and being bound by the terms (including releases) of any approved settlement agreement in the proceeding; and
 - (b) shall not, without leave of the Court, be permitted to seek any benefit pursuant to any in-principle settlement (subject to the approval of the Court) of this proceeding reached at any time between the date of this order and the first day of the initial trial in this proceeding.
14. **By 4:00 pm on 9 May 2025**, the plaintiff must:
 - (a) deliver to the solicitors for the defendant, on a de-identified basis (anonymising identities and redacting information that would tend to identify the Registered Group Member), a list of the Registered Group Members, containing:
 - (i) a unique identification number for each Registered Group Member;
 - (ii) the information listed in paragraphs 9(c) to (e) above for each Registered Group Member; and
 - (iii) any amendments to the information as notified to the plaintiff's lawyers by that date;
 - (b) file confidentially on RedCrest, a list of Registered Group Members marked 'Confidential List of group members not to be opened without Leave of the Court' which shall contain, if available:
 - (i) a unique identification number for each Registered Group Member;
 - (ii) the information listed in paragraph 9 above for each Registered Group Member; and
 - (iii) any amendments to the information as notified to the plaintiff's lawyers by that date.



15. The list of Registered Group Members provided to the defendant in accordance with paragraph 14(a) above, and any information contained therein, is to be kept confidential by the defendant to:
- (a) the defendant's legal advisers;
 - (b) those officers and employees of the defendant who have the conduct of this proceeding on behalf of the defendant;
 - (c) the defendant's insurers (and their legal advisers), if any; and
 - (d) experts retained by the defendant in the proceeding.

Mediation

16. By **13 March 2025**, the parties are to agree on the engagement of a mediator, or failing such agreement, a mediator will be appointed by the Court at the next case management hearing in the proceeding.
17. The parties are to engage in a mediation by no later than **31 August 2025**.
18. The costs of any disbursements incurred in arranging and conducting the mediation in accordance with this order are to be shared equally between the parties in the first instance, but on the basis that those costs will subsequently fall to be costs in the proceeding.

General

19. Liberty to apply.

DATE AUTHENTICATED: 16 December 2024


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The Honourable Justice Waller



ANNEXURE A – NOTICE

SUPREME COURT OF VICTORIA



NOTICE TO GROUP MEMBERS:

OPT OUT AND REGISTRATION NOTICE

ECLIPX (NOW KNOWN AS FLEETPARTNERS) SHAREHOLDER CLASS ACTION

Ross Andrew Gawler v FleetPartners Group Ltd
(S ECI 2023 05208)

THIS NOTICE IS SENT BY ORDER OF THE SUPREME COURT OF VICTORIA.
IT IS IMPORTANT THAT YOU READ THIS NOTICE CAREFULLY BECAUSE IT MAY AFFECT
YOUR LEGAL RIGHTS

THE CLASS DEADLINE IS 4:00PM (AEDT) ON 2 APRIL 2025

SUMMARY

- A. This notice has been issued pursuant to an order of the Supreme Court of Victoria. It is about a class action called the Eclix Shareholder Class Action (**Class Action**).
- B. If you have been sent this notice, you may be a group member in the Class Action, if you acquired an interest in shares in Eclix Group Ltd (ASX:**ECX**), now known as FleetPartners Group Ltd (ASX:FPR), between 8 November 2017 to 10:35 am on 20 March 2019 (inclusive).
- C. The claim arises from statements made by ECX to the market of investors and potential investors in ECX as to the financial performance of the company in FY17 and FY18 and the company's guidance as to its future earnings in FY18 and FY19. ECX subsequently withdrew, revised or restated that information. The plaintiff alleges that ECX made misleading representations and failed to comply with its continuous disclosure obligations in relation to the information it provided (and/or failed to provide) to investors. The plaintiff alleges that ECX's share price was inflated by ECX's misleading or deceptive conduct and disclosure failures, resulting in group members suffering loss and damage. Alternatively, the plaintiff alleges that some group members would not have purchased shares in ECX had the alleged wrongdoing not occurred. ECX denies these allegations and is defending the claims. Further details of the claims made in the proceeding can be found in section B below.
- D. If you wish to be eligible to take part in any settlement reached between the plaintiff and ECX at any point from now until the first day of the initial trial, you must register your claim with the solicitors for the plaintiff by **4:00pm AEDT on 2 April 2025**. The Court has ordered the parties to attend a mediation by **31 August 2025**. A mediation allows the parties to explore whether they can reach agreement about the outcome of the Class Action (subject to Court approval). If the mediation to be attended by **31 August 2025** is unsuccessful, the parties may convene a subsequent mediation.

YOUR OPTIONS

- E. Your options on how to respond to this notice are explained in detail in section D below and are briefly summarised immediately below. These three options are:

OPTION 1: Register → The deadline to register your claim is by **4:00pm AEDT on 2 April 2025**. You must register your claim by completing and submitting a group member registration form via Phi Finney McDonald's website at <https://phifinneycdonald.com/action/fleetpartners-formerly-eclix-class-action/> or submit a Registration Form (found at **Schedule 1** of this Notice) by email to eclixshareholders@phifinneycdonald.com or by post to Phi Finney McDonald, Level 3, 325 Flinders Lane, Melbourne Victoria 3000.

If you register by the Class Deadline, you will be a "Registered Group Member" in the proceeding going forward and subject to further order of the Court, will be eligible to

participate in any settlement reached in the proceeding. At no stage will you be liable for any out-of-pocket costs by registering your claim.

OPTION 2: Opt Out → If you no longer wish to be a group member in the Class Action, you can opt out of the class action. The deadline to opt out is by **4:00pm AEDT on 2 April 2025**. You must complete and submit an Online Opt Out on the Supreme Court of Victoria's website at <https://www.supremecourt.vic.gov.au/areas/group-proceedings/fleetpartners-group-class-action/opting-out> or complete and submit the Opt Out Form (found at **Schedule 2** of this Notice) to the Commercial Court Registry of the Supreme Court of Victoria. By opting out, you will lose the right to any monetary compensation from any settlement reached between the parties and subsequently approved by the Court, or from any judgment by the Court, but you keep your right to seek compensation in an action you may start yourself or in which you may participate.

OPTION 3: Do nothing → If you do nothing in response to this Notice you will remain a group member in the Class Action but if a settlement is reached at any point up until the first day of the initial trial, then subject to any further order of the Court, you will not be permitted to participate in that settlement, and your right to claim against the defendant in relation to the matters raised in the Class Action may be extinguished.

- F. This Notice has been issued to group members by ECX's Share Registry by email and alternatively by post to those without a working or available email address. However, future notices in the Class Action may not be issued in the same way. For example, future notices may be issued by email only or by another method approved by the Court. If you wish to be kept informed but do not wish to register or opt out, you can contact the **plaintiff's lawyers**, Phi Finney McDonald, using the contact details set out below.
- G. If you have any questions, you should contact the plaintiff's lawyers or alternatively, obtain your own legal advice.

A. WHAT IS A CLASS ACTION?

1. A class action, also known as a group proceeding, is an action that is brought by one or more plaintiff(s) on behalf of themselves and group members against one or more other defendant(s), where the plaintiff(s) and the group members have similar claims against the defendant(s).
2. Group members are bound by any judgment or settlement entered into in the class action unless they choose not to participate by “opting out” of the proceeding. This means that:
 - (a) if the class action is successful, registered group members may be eligible for a share of any settlement monies or Court-awarded damages;
 - (b) if the class action is unsuccessful, group members are bound by that result; and
 - (c) regardless of the outcome of the class action, group members will not be able to pursue their claims against the defendant(s) in separate legal proceedings unless they have opted out.
3. If you consider that you have a claim against ECX based on your individual circumstances or otherwise additional to the claims described in the Class Action, it is important that you seek independent legal advice about the potential binding effects of the class action before the deadline for opting out.

B. WHAT IS THE CLASS ACTION ABOUT?

4. The plaintiff, Dr Ross Andrew Gawler, has commenced a class action on behalf of himself and all shareholders who acquired an interest in ECX shares between 8 November 2017 and 10:35 am on 20 March 2019 (inclusive) (**Claim Period**).
5. The plaintiff’s claims relate to statements made by ECX to the market of investors and potential investors in ECX from November 2017 as to the financial performance of the company in FY17 and FY18, and its guidance as to its future earnings in FY18 and FY19. ECX subsequently withdrew, revised or restated that information, including by:
 - (a) on 6 August 2018, downgrading its FY18 guidance;
 - (b) on 20 March 2019, issuing an ASX release withdrawing its FY19 guidance and indicating that a proposed merger between ECX and a competitor, McMillan Shakespeare, was unlikely to proceed; and
 - (c) on 13 November 2019, restating its FY17 and FY18 financial results, including reducing trade receivables in its “Right2Drive” business by \$9.5 million.

6. In broad terms, the plaintiff alleges that during the Claim Period, ECX:
 - (a) breached relevant provisions of the *Corporations Act 2001* (Cth), the *Australian Securities and Investment Commission Act 2001* (Cth) and the Australian Consumer Law by making misleading representations; and
 - (b) failed to comply with its continuous disclosure obligations as an ASX-listed company in relation to the information it provided and/or failed to provide to investors during the claim period about its financial performance, future earnings guidance, and systems and processes for recognising and forecasting revenue
(ECX's alleged misconduct).
7. The plaintiff alleges that, by reason of ECX's alleged misconduct, the price of ECX's shares was inflated throughout the Claim Period, and the plaintiff and group members suffered loss and damage. Alternatively, the plaintiff alleges that some group members would not have purchased shares in ECX had the alleged wrongdoing not occurred.
8. ECX denies the allegations and is defending the Class Action.
9. The detailed allegations are set out in the Further Amended Statement of Claim dated 16 October 2024, and ECX's response is set out in the Amended Defence dated 18 November 2024. A copy of these documents is available at <https://phifinney-mcdonald.com/action/fleetpartners-formerly-eclix-class-action/>.
10. The Court has ordered the parties to attend mediation by 31 August 2025.

C. ARE YOU A GROUP MEMBER IN THE CLASS ACTION?

If you received this notice, it is because ECX's shareholder records held by ECX's Share Registry Operator indicate that you meet the criteria below and may be a group member.

11. You are a group member in the Class Action if you meet the following criteria:
 - (a) if, during the Claim Period, being 8 November 2017 to 10:35 am on 20 March 2019 (inclusive), you acquired an interest in, or entered into a contract to acquire an interest in, ordinary shares in ECX;
 - (b) have suffered loss or damage by, because of or resulting from the alleged misconduct of ECX as pleaded in the Amended Statement of Claim; and
 - (c) you are not and were not during the Claim Period a:
 - i. director, officer, close associate, related party, related body corporate or an associated entity of ECX; or
 - ii. Justice, Registrar, Judicial Registrar, District Registrar, or Deputy District Registrar of the High Court of Australia or the Chief Justice, a Justice, Associate Justice or Judicial Registrar of the Supreme Court of Victoria.

12. The full group member definition appears at paragraph 1 of the plaintiff's Further Amended Statement of Claim, a copy of which is available at:
<https://phifinneymcdonald.com/action/fleetpartners-formerly-eclipx-class-action/>
13. If you meet the above criteria, you are a group member in the Class Action and you should read this Notice carefully as it will affect your rights.
14. If you are unsure whether or not you are a group member, you should contact Phi Finney McDonald on (03) 9134 7100 or at eclipxshareholders@phifinneymcdonald.com, or seek your own legal advice without delay.

D. OPTIONS

OPTION 1 – REGISTER BY 4:00PM AEDT ON 2 APRIL 2025

15. As set out in the summary section above, if you wish to participate in any settlement reached by the parties at any point up until the first day of the initial trial, you must register your claim. Upon registering your claim you will be a "Registered Group Member" in the proceeding going forward and, subject to further order of the Court, will be eligible to participate in any settlement reached in the proceeding.
16. You will not be liable for any upfront or "out of pocket" costs by registering your claim.
17. To register, you must complete and submit a Registration Form by **4:00pm AEDT on 2 April 2025**.
18. To register, you can complete the Registration Form online at: <https://phifinneymcdonald.com/action/fleetpartners-formerly-eclipx-class-action/> or submit the Registration Form found at **Schedule 1** of this Notice by email to eclipxshareholders@phifinneymcdonald.com or by post to Phi Finney McDonald, Level 3, 325 Flinders Lane, Melbourne Victoria 3000.
19. If you have previously retained Phi Finney McDonald by executing a legal costs agreement with them in relation to the Class Action, you do not need to register again, but you may be contacted by a representative of Phi Finney McDonald to ensure that you have provided all the information that is necessary in order to complete your registration. If you are uncertain whether you have registered with Phi Finney McDonald previously, you are welcome to contact Phi Finney McDonald to confirm.
20. If you do not register by the deadline of **2 April 2025** and a settlement is reached between the plaintiff and ECX at any point up until the first day of the initial trial, you will remain a group member but you will not be entitled to obtain any benefit pursuant to the settlement, even if you would otherwise have had an eligible claim, subject to further order of the Court.

OPTION 2 – OPT OUT AND CEASE TO BE A GROUP MEMBER

21. If you do not want to remain a group member in the Class Action, you can remove yourself by opting out of the Class Action by 4:00pm AEDT on **2 April 2025**.
22. To opt out, you can complete and submit an Online Opt Out at: <https://www.supremecourt.vic.gov.au/areas/group-proceedings/fleetpartners-group-class-action/opting-out> or complete and submit an Opt Out Form found at **Schedule 2** of this Notice and return a copy of the notice to the Commercial Court Registry of the Supreme Court of Victoria by post or email to the addresses on the Form.
23. If you opt out of the Class Action:
 - (a) you will not be bound by any order, judgment, or settlement in the Class Action;
 - (b) you will not be entitled to share in the benefit of any order, judgment, or settlement in the Class Action; and
 - (c) you may be able to commence separate proceedings against ECX on your own behalf to claim compensation outside of the Class Action provided you issue those proceedings within the time limit applicable to your claim.
24. If you are unsure on how opting out will affect your rights, you should seek independent legal advice about your claim and the applicable time limit prior to opting out.
25. Each group member seeking to opt out should fill out a separate Online Opt Out or Opt Out Form.
26. Opt Outs received after **2 April 2025** will not be accepted without leave of the Court, and (subject to Court order) will be treated as having not responded to this Notice.

OPTION 3 – DO NOTHING IN RESPONSE TO THIS NOTICE

27. If you do nothing in response to this Notice (i.e. neither register, nor opt out), you will remain a group member in the Class Action.
28. Doing nothing will mean that:
 - (a) If a settlement is reached between the parties at any point up until the first day of the initial trial, and that settlement is approved by the Court, you will **not** be entitled to obtain any benefit pursuant to such a settlement, without leave of the Court. You will, however, be bound by the settlement (if approved by the Court), including any terms releasing ECX in respect of matters related or similar to the claims the subject of the Class Action (despite you not being eligible to seek any benefit). This means that your right to bring your own claim against ECX for matters related or similar to the claims that are the subject of the Class Action will be extinguished.

- (b) If no settlement is reached between the parties at any point up until the first day of the initial trial, you will be bound by the final judgment, and you will be entitled to obtain compensation and/or damages (if you satisfy the eligibility criteria set down by the Court) in the event that the Court finds in favour of the plaintiff and group members. If the Class Action is unsuccessful or is not as successful as you might have wished, you will not be able to sue on the same claim in any other proceedings.
- (c) You may not receive further updates about the Class Action. This Notice has been issued to group members by ECX's share registry by email and alternatively by post to those without a working or available email address. However, future notices in the Class Action may not be issued in the same way. For example, future notices may be issued by email only or by another method approved by the Court. If you wish to be kept informed but do not wish to register or opt out, you can contact the plaintiff's lawyers, Phi Finney McDonald, using the contact details set out below.

E. FUNDING OF THE CLASS ACTION

- 29. The Court has made a Group Costs Order (**GCO**) in the Class Action at a rate of 39% inclusive of GST, subject to further order.
- 30. A GCO is an order of the Court permitting the legal costs payable to the plaintiff's lawyers to be calculated as a percentage of the amount of any damages award or settlement sum if the Class Action is successful (**resolution sum**) – that is, if money is paid by ECX to resolve the claims of the plaintiff and group members in the case. This can happen: (a) if the parties reach a settlement and the Court approves the settlement, or (b) through a judgment after the case is heard by the Court in a trial, or otherwise.
- 31. If the Class Action is successful:
 - (a) subject to Court order, the plaintiff's lawyers will be paid as legal costs an amount calculated as 39% (inclusive of GST) of any resolution sum, prior to that sum being distributed to group members;
 - (b) the Court may order that further amounts are to be paid from any resolution sum to a Court-appointed settlement administrator and/or to the representative; and
 - (c) the Court will assess whether the legal costs proposed to be deducted from any resolution sum are fair and reasonable. You will be given a notice at that time informing you of the amount which is proposed to be deducted and given an opportunity to tell the Court if you agree or disagree with what is proposed.
- 32. If the Class Action is unsuccessful:
 - (a) Group members will not pay any costs associated with the Class Action.
 - (b) Group members will not be liable for the costs of the defendant. In litigation, the Court will typically order the losing party to pay a proportion of the legal costs of the

successful party. That is known as an “adverse costs order”. In class actions, only the plaintiff faces the risk of an adverse costs order if the action fails. However, the effect of the GCO is that, if the Class Action is unsuccessful, the plaintiff’s lawyers will be liable to pay any such adverse costs payable to ECX in the proceeding; and will not be entitled to recover from the plaintiff or group members any legal costs or disbursements incurred or paid on their behalf in relation to the Class Action.

F. OTHER MATTERS

33. Copies of relevant documents may be obtained by:
 - (a) accessing the Phi Finney McDonald website at <https://phifinneycdonald.com/action/fleetpartners-formerly-eclix-class-action/>;
 - (b) accessing the Supreme Court of Victoria website at <https://www.supremecourt.vic.gov.au/areas/group-proceedings/fleetpartners-group-class-action>; or
 - (c) contacting Phi Finney McDonald at eclixshareholders@phifinneycdonald.com or (03) 9134 7100 between 9:00am to 5:00pm and requesting a copy.
34. Please consider the matters addressed in this Notice carefully.
35. If you wish to seek further information about the Class Action, you can visit <https://phifinneycdonald.com/action/fleetpartners-formerly-eclix-class-action/>.
36. If there is any information in this notice that you are unsure about, or you have any questions or comments about the Notice, you can contact the plaintiff’s lawyers by emailing eclixshareholders@phifinneycdonald.com or calling (03) 9134 7100.
37. If you wish to register but require assistance, please call Phi Finney McDonald at (03) 9134 7100 between 9:00am to 5:00pm. At the time of your call, please ensure you have all available information relevant to your trading in ECX’s shares.
38. You may also seek your own legal advice. You should not delay in making your decision.
39. The Supreme Court of Victoria should **not** be contacted for legal advice.

SCHEDULE 1

OPTION 1: REGISTRATION FORM

ECLIPX (NOW KNOWN AS FLEETPARTNERS) SHAREHOLDER CLASS ACTION

Ross Andrew Gawler v FleetPartners Group Ltd (S ECI 2023 05208)

COMPLETE THIS FORM IF YOU WANT TO REGISTER FOR THE ECLIPX CLASS ACTION.

ALTERNATIVELY, YOU MAY REGISTER ONLINE VIA

<https://phifinneycdonald.com/action/fleetpartners-formerly-eclipx-class-action/>

OR

COMPLETE AND RETURN THIS FORM TO PHI FINNEY MCDONALD

BY EMAIL to eclipxshareholders@phifinneycdonald.com; or

BY POST to Eclipx Class Action Team, Phi Finney McDonald, Level 3, 325 Flinders Lane,
Melbourne Victoria 3000.

1. Your Details

Name of Claimant

The Claimant (or Group Member) is the person(s) or entity that acquired an interest in fully paid shares in Eclipx Group Ltd (now known as FleetPartners Group Ltd) during the Claim Period.

Name(s) of person completing this form:

Email:

Phone/Mobile Number:

Mailing Address:

Capacity of person(s) completing this form (please check appropriate box)

- Acquired shares in own name(s)
- Trustee(s) of super fund or trust
- Director(s) of incorporated entity

- Power of attorney for Claimant
- Other (please specify): _____

2. Details of ECX Security Holding

Holding Information

Registered/beneficial owner name(s) (if different to the Claimant name):

ABN/ACN/ARSN (if applicable):

HIN/SRN (if applicable):

Opening Balance

Number of ECX shares held at the close of trade on 7 November 2017 (opening balance):

3. Details of ECX Share Trading Data

Acquisitions (insert details of all acquisitions (or buys) of ECX Shares during the period 8 November 2017 to 10:35 am on 20 March 2019 (AEDT) (inclusive)):

Date of Acquisition	Number of ECX Shares Acquired	Price per Share Paid	Total Price (AUD)

Disposals (insert details of all disposals (or sales) of ECX Shares during the period 8 November 2017 to 10:35 am on 20 March 2019 (AEDT) (inclusive)):

Date of Disposal	Number of ECX Shares Disposed	Price per Share Received	Total Price (AUD)

4. Documents in Support

Please provide copies of any supporting documents evidencing your share transactions in ECX, including trade confirmations and contract notes.

5. Confirmation

By signing below, you confirm that:

1. The person or entity named previously as the owner or beneficial titleholder of ECX shares wished to register with the ECX Class Action;
2. You authorise Phi Finney McDonald to submit information recorded in this form about the person or entity to the Supreme Court of Victoria as notice that the person or entity wished to register with the ECX Class Action; and
3. If you are completing this form on behalf of a group member, you are authorised to submit this information on their behalf for the purpose of registering their claim in the ECX Class Action.

Signature: _____ Date: _____

Name: _____

Signature: _____ Date: _____

Name: _____

SCHEDULE 2

OPTION 2: NOTICE OF OPTING OUT BY GROUP MEMBER (OPT OUT FORM)

ECLIPX (NOW KNOWN AS FLEETPARTNERS) SHAREHOLDER CLASS ACTION

Ross Andrew Gawler v FleetPartners Group Ltd (S ECI 2023 05208)

ONLY COMPLETE THIS FORM IF YOU WANT TO **OPT OUT** OF THE ECLIPX (NOW KNOWN AS FLEETPARTNERS) SHAREHOLDER CLASS ACTION. IF YOU OPT OUT, YOU WILL **NO LONGER** BE A GROUP MEMBER.

IF YOU WANT TO **REGISTER** YOU MUST FOLLOW THE STEPS IN **OPTION 1**.

To: Commercial Court Registry
Supreme Court of Victoria
210 William Street
Melbourne Victoria 3000
eclipxclassaction@supcourt.vic.gov.au

I, *[print name]*....., am
(select **one** option only)

- a group member;
- a director of *[company, print name]*.....which is a group member;
- an Executor for the Estate of *[print name]*.....which is a group member;
- a power of attorney for *[print name]*.....who/which is a group member; or
- a solicitor acting for *[print name]*.....who/which is a group member.

in the above group proceeding, and give notice under section 33J(2) of the *Supreme Court Act 1986* (Vic) that I am **opting out** of this proceeding (if a group member) or the group member whom I represent is **opting out** of this proceeding (if I am a representative of that group member).

Date:	
Signature of group member, director of group member, Executor, attorney or solicitor for group member:	
Email address of group member and representative:	
Address of group member and representative:	

If you would like to **opt out** of the Eclipx (now known as FleetPartners) Shareholder Class Action, please complete this form online via the Supreme Court of Victoria website **OR** return this completed form to the Supreme Court of Victoria by email or by post, at the addresses on this form, by **4:00pm (AEDT) on 2 April 2025**.

ANNEXURE B – COVERING EMAIL

Covering Email

**Subject: Important Class Action Court Notice – Gawler v FleetPartners Group Ltd
S ECI 2023 05208**

This email contains important information that may affect your legal rights. Please read it carefully and consider your options.

You are receiving this email because you have been identified as a person who may be a group member in the Class Action. This email contains important information that may affect your legal rights. Please read it carefully and consider your options.

The Court has made orders that:

1. Any person who wishes to make a claim in any settlement of this Class Action must complete a registration form by **4:00 pm (AEDT) on 2 April 2025**. Click here to register: <https://phifinney-mcdonald.com/action/fleetpartners-formerly-eclipx-class-action/>. You can also email or post the Registration Form which is explained in the Opt Out and Registration Notice; and
2. Any person who does not wish to participate in the Class Action must opt out by **4:00 pm (AEDT) on 2 April 2025**. Click here to opt out: <https://www.supremecourt.vic.gov.au/areas/group-proceedings/fleetpartners-group-class-action/opting-out>. You can also email or post an Opt Out Form, which is explained in the Opt Out and Registration Notice.

A copy of the Court-approved Opt Out and Registration Notice is available to review here: <https://phifinney-mcdonald.com/action/fleetpartners-formerly-eclipx-class-action/>.

The Opt Out and Registration Notice includes information about:

1. how to determine whether you are an eligible group member;
2. if you are an eligible group member:
 - a. how to register your claim to participate in any settlement reached between the parties in the class action; or
 - b. your right to opt out of the class action; or
 - c. what happens if you choose to do nothing in response to the Opt Out and Registration Notice.

The deadline to register your claim or opt out of the class action is **4:00 pm (AEDT) on 2 April 2025**.

If there is anything you do not understand in the Opt Out and Registration Notice, or if you have any questions, you may seek independent legal advice or contact the plaintiff's lawyers by email

on eclipxshareholders@phifinneymcdonald.com. Any questions you have concerning the matters contained in the notice should not be directed to the Court.

If you want to verify the legitimacy of this email, you can visit the Supreme Court of Victoria website by typing this address into your internet browser

<https://www.supremecourt.vic.gov.au/areas/group-proceedings/fleetpartners-group-class-action>

or use a search engine to search for "Supreme Court of Victoria FleetPartners shareholder class action" and locate a copy of the Opt Out and Registration Notice on the Supreme Court of Victoria's website.