

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://phifinney-mcdonald.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@phifinney-mcdonald.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://phifinney-mcdonald.com/action/fleetpartners-formerly-eclipx-class-action/> or submit the Registration Form found at **Schedule 1** of this Notice by email to eclipxshareholders@phifinney-mcdonald.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://phifinneymcdonald.com/action/fleetpartners-formerly-eclipx-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 eclipxshareholders@phifinneymcdonald.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://phifinneymcdonald.com/action/fleetpartners-formerly-eclipx-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 eclipxshareholders@phifinneymcdonald.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://phifinneymcdonald.com/action/fleetpartners-formerly-eclipx-class-action/>

OR

COMPLETE AND RETURN THIS FORM TO PHI FINNEY MCDONALD

BY EMAIL to eclipxshareholders@phifinneymcdonald.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):

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

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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**.