

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Pepper Group Limited

ACN/ARSN 094 317 665

1. Details of substantial holder (1)

Name Seumas James Dawes
Rose Capital Pty Limited ACN 154 753 054

ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on 28/02/2017

The previous notice was given to the company on 31/08/2016

The previous notice was dated 31/08/2016

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	73,918,049	40.62%	54,740,439	30.08%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
28/02/2017	Seumas Dawes	Ceasing to have a deemed "relevant interest" in Ordinary Shares of Pepper Group Limited in which Pepper Group Limited holds a relevant interest under section 608(3)(a) of the <i>Corporations Act 2001</i> (Cth) following release of shares from voluntary escrow arrangements	Nil	19,556,838 Ordinary Shares	19,556,838
13/09/2016	Rose Capital Pty Limited	Acquisition of ordinary shares by Rose Capital Pty Limited which are now held by HSBC Custody Nominees (Australia) Limited in respect of which Rose Capital Pty Ltd is beneficial owner with the power to control the exercise of voting power and disposal of those ordinary shares.	\$2.683 per share	379,228	379,228

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Seumas Dawes	HSBC Custody Nominees (Australia) Limited	N/A	The beneficial owner of the shares with the power to control the exercise of voting power and disposal of those shares.	35,838,500 fully paid Ordinary Shares in Pepper Group Limited	35,838,500
Rose Capital Pty Limited	HSBC Custody Nominees (Australia) Limited	N/A	The beneficial owner of the shares with the power to control the exercise of voting power and disposal of those shares.	18,901,939 fully paid Ordinary Shares in Pepper Group Limited	18,901,939
Seumas Dawes	HSBC Custody Nominees (Australia) Limited	N/A	Deemed relevant interest in the Ordinary Shares of Pepper Group Limited in which Rose Capital Pty Limited holds a relevant interest (described above) as the sole shareholder of Rose Capital Pty Limited under section 608(1) of the <i>Corporations Act 2001</i> (Cth)	18,901,939 fully paid Ordinary Shares in Pepper Group Limited	18,901,939

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Seumas Dawes	518 Bronte Road, Bronte, NSW, 2024
Rose Capital Pty Limited	Oxley Advisors, Suite 1, Level 32, Governor Phillip Tower, 1 Farrer Place, Sydney, NSW, 2000

Signature

print name	Seumas James Dawes	capacity	Director of Rose Capital and for himself
sign here		date	02/03/2017

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.