

Form 605

Corporations Act 2001

Section 671B

Notice of ceasing to be a substantial holderTo Company Name/Scheme **Scottish Pacific Group Limited**ACN/ARSN **164 013 110****1. Details of substantial holder (1)**

Name **Scottish Pacific Group Ltd and its subsidiaries (as that term is defined in the Corporations Act 2001 (Cth) (Corporations Act) which as at the date of this Notice are set out in Annexure A (together the ScotPac Group)**

ACN/ARSN (if applicable) **See Annexure A**The holder ceased to be a substantial holder on **29/8/2017**The previous notice was given to the company on **13/7/2016**The previous notice was dated **13/7/2016****2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
29/8/2017	Scottish Pacific Group Limited	Release of securities from voluntary escrow as detailed in Annexure B	N/A	46,668,416	33.53%

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) 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	

4. Addresses

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

Name	Address
For each ScotPac Group company listed in Annexure A	Level 5, 20 Bond Street, Sydney NSW 2000

Signature

print name **Emma Lawler** capacity **Company Secretary**

sign here  date **30/08/2017**

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 4 of the form.
 - (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
 - (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
 - (4) 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.
 - (5) 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 of 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.
 - (6) The voting shares of a company constitute one class unless divided into separate classes.
 - (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.
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ANNEXURE A

SCOTTISH PACIFIC GROUP LIMITED AND ITS SUBSIDIARIES

This is Annexure "A" of 1 page referred to in the Form 605 – Notice of Ceasing to be a Substantial Holder.

Dated: 30 August 2017

Signed:



Emma Lawler

Company Secretary

Name	ACN	Shareholder
Scottish Pacific Group Limited	164 013 110	ASX Listed company
Tartan Bidco Pty Ltd	164 086 524	Scottish Pacific Group Limited
Scottish Pacific Holdings Pty Limited	140 306 467	Tartan Bidco Pty Ltd
Benchmark Debtor Finance Pty Ltd	082 607 654	Scottish Pacific Holdings Pty Limited
Scottish Pacific Business Finance Pty Limited	008 636 388	Scottish Pacific Holdings Pty Limited
Scottish Pacific Trade Pty Ltd	139 301 009	Scottish Pacific Holdings Pty Limited
Scottish Pacific (BFS) Pty Ltd	101 657 041	Tartan Bidco Pty Ltd
Integral Collections Pty Ltd	143 757 117	Scottish Pacific (BFS) Pty Ltd
SP Tradeline (UK) Limited	UK company	Scottish Pacific Holdings Pty Limited
Scottish Pacific Business Finance (UK) Ltd	UK company	Scottish Pacific Holdings Pty Limited
Scottish Pacific Trade Limited	HK company	Scottish Pacific Holdings Pty Limited
Scottish Pacific Business Finance Limited	NZ company	Scottish Pacific Holdings Pty Limited
Scottish Pacific Business Finance Administration Limited	NZ company	Scottish Pacific Business Finance Limited

ANNEXURE B

REGISTERED HOLDERS

This is Annexure "B" of 3 pages referred to in the Form 605 – Notice of Ceasing to be a Substantial Holder.

Dated: 30 August 2017

Signed:

A handwritten signature in black ink, appearing to read 'E Lawler', written in a cursive style.

Emma Lawler

Company Secretary

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Class and number of securities
NEXT ENTITIES			
Each ScotPac Group company listed in Annexure A	Next Capital (Services A) Pty Ltd (ACN 115 384 300) as trustee for Next Capital Fund IIA	Next Capital (Services A) Pty Ltd (ACN 115 384 300) as trustee for Next Capital Fund IIA	11,564,113 fully paid ordinary shares
Each ScotPac Group company listed in Annexure A	Next Capital (Services B) Pty Ltd (ACN 117 027 853) as trustee for Next Capital Fund IIB	Next Capital (Services B) Pty Ltd (ACN 117 027 853) as trustee for Next Capital Fund IIB	11,564,113 fully paid ordinary shares
IFM			
Each ScotPac Group company listed in Annexure A	Lentescos Packaging Pty Ltd (ACN 136 351 249) as trustee for the IFM Business Services Unit Trust	Lentescos Packaging Pty Ltd (ACN 136 351 249) as trustee for the IFM Business Services Unit Trust	17,244,318 fully paid ordinary shares
DIRECTOR AND MANAGEMENT SHAREHOLDERS			
Each ScotPac Group company listed in Annexure A	Langham Investments Pty Ltd (ACN 116 981 910) as trustee for the Langham Family Trust	Langham Investments Pty Ltd (ACN 116 981 910) as trustee for the Langham Family Trust	2,425,055 fully paid ordinary shares
Each ScotPac Group company listed in Annexure A	Peter Langham and Fiona Langham as trustee for the Langham Superannuation Fund	Peter Langham and Fiona Langham as trustee for the Langham Superannuation Fund	673,554 fully paid ordinary shares
Each ScotPac Group company listed in Annexure A	Christopher Hedge & Julie Hedge	Christopher Hedge & Julie Hedge	571,000 fully paid ordinary shares
Each ScotPac Group company listed in Annexure A	Micho Corporate Services Pty Ltd (ACN 093 756 720) as trustee for the CMM Trust	Micho Corporate Services Pty Ltd (ACN 093 756 720) as trustee for the CMM Trust	508,841 fully paid ordinary shares
Each ScotPac Group company listed in Annexure A	Ruscan Pty Ltd (ACN 169 078 531) as trustee for the Duncan Russell Superannuation Fund	Ruscan Pty Ltd (ACN 169 078 531) as trustee for the Duncan Russell Superannuation Fund	200,000 fully paid ordinary shares
Each ScotPac Group company listed in Annexure A	Duncan Russell	Duncan Russell	100,000 fully paid ordinary shares
Each ScotPac Group company listed in Annexure A	Angela Tonges as trustee for Tonges Family Trust	Angela Tonges as trustee for Tonges Family Trust	240,000 fully paid ordinary shares
Each ScotPac Group company listed in Annexure A	Justin Nicholas Doczy	Justin Nicholas Doczy	215,000 fully paid ordinary shares

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Class and number of securities
Each ScotPac Group company listed in Annexure A	Doczy Super Management Pty Ltd (ACN 601 632 419)	Doczy Super Management Pty Ltd (ACN 601 632 419)	20,000 fully paid ordinary shares
Each ScotPac Group company listed in Annexure A	Gregory Wayne Charlwood	Gregory Wayne Charlwood	216,260 fully paid ordinary shares
Each ScotPac Group company listed in Annexure A	Ed Bracey	Ed Bracey	100,000 fully paid ordinary shares
Each ScotPac Group company listed in Annexure A	Paul Green	Paul Green	206,565 fully paid ordinary shares
Each ScotPac Group company listed in Annexure A	Karin Green	Karin Green	20,000 fully paid ordinary shares
Each ScotPac Group company listed in Annexure A	Luna Azul Investments Pty Ltd (ACN 140 587 337) as trustee for the W and C Smith Family Trust	Luna Azul Investments Pty Ltd (ACN 140 587 337) as trustee for the W and C Smith Family Trust	220,076 fully paid ordinary shares
Each ScotPac Group company listed in Annexure A	Wayne Goss	Wayne Goss	100,775 fully paid ordinary shares
Each ScotPac Group company listed in Annexure A	Claire Louise McAvoy	Claire Louise McAvoy	65,217 fully paid ordinary shares
Each ScotPac Group company listed in Annexure A	Daniel Verdon	Daniel Verdon	88,181 fully paid ordinary shares
Each ScotPac Group company listed in Annexure A	Geoffrey Murray Chisholm & Louise Jennifer Chisholm	Geoffrey Murray Chisholm & Louise Jennifer Chisholm	85,348 fully paid ordinary shares
Each ScotPac Group company listed in Annexure A	Peter Clare	Peter Clare	140,000 fully paid ordinary shares
Each ScotPac Group company listed in Annexure A	GHWE Capital Pty Ltd (ACN 604 926 954) as trustee for Peter Clare Family Trust	GHWE Capital Pty Ltd (ACN 604 926 954) as trustee for Peter Clare Family Trust	100,000 fully paid ordinary shares