

**Form 604**

Corporations Act 2001

Section 671B

**Notice of change of interests of substantial holder**

To Company Name/Scheme Bulletproof Group Limited

ACN/ARSN 148 162 092

**1. Details of substantial holder (1)**

Name Macquarie Telecom Group Limited (MAQ), Macquarie Cloud Services Pty Ltd  
and the persons listed in Annexure A

ACN/ARSN (if applicable) 056 712 228

There was a change in the interests of the substantial holder on

N/A. MAQ has not had a change of relevant interest, however is required to give this notice under s671B(1)(c) of the Corporations Act 2001 because Macquarie Cloud Services Pty Limited lodged and served a takeover bid on 23 November 2017 for all the ordinary shares in BPF.

The previous notice was given to the company on 21 / 11/ 17

The previous notice was dated 21 / 11/ 17

**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)
Fully paid ordinary shares	26,188,349	16.11%	26,188,349	16.13%

**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	Person's votes affected
N/A	N/A	No change: Bidder's Statement lodged and served 23 November 2017 (see item 1 above)	N/A	26,188,349	16.13%

**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
See Annexure A					

## 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
Macquarie Telecom Group Limited	Level 15, 2 Market Street, Sydney NSW 2000, Australia
Other persons named in this form	See Annexure A

## Signature

print name **Nathan James Shepherd**

capacity **Company Secretary**

sign here



date **28 / 11 / 17**

## 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 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.
- (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.

## ANNEXURE A

THIS IS ANNEXURE A OF TWO PAGES REFERRED TO IN FORM 604, NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL HOLDER, LODGED BY MACQUARIE TELECOM GROUP LIMITED ACN 056 712 228, SIGNED BY ME AND DATED 28/11/2017



SIGNATURE

FULL NAME: NATHAN JAMES SHEPHERD

CAPACITY: COMPANY SECRETARY

### PART 4 – SUBSIDIARIES OF MACQUARIE TELECOM GROUP LIMITED

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
The persons referred to in Part 4A and Part 4B below	Woodward Family Company Pty Limited	Macquarie Cloud Services Pty Limited	Pursuant to section 608 of the Corporations Act and the Call Option Deed with the Woodward Family Company Pty Ltd released to market on 21 November 2017	Ordinary 26,188,349	Ordinary 26,188,349

### PART 4A – SUBSIDIARIES OF MACQUARIE TELECOM GROUP LIMITED

NAME	ACN/COMPANY NUMBER	ADDRESS
MACQUARIE CLOUD SERVICES PTY LIMITED	093 640 450	LEVEL 15, 2 MARKET STREET, SYDNEY NSW 2000 AUSTRALIA
MACQUARIE TELECOM PTY LIMITED	082 930 916	LEVEL 15, 2 MARKET STREET, SYDNEY NSW 2000 AUSTRALIA
MACQUARIE TELECOM CARRIER SERVICES PTY LIMITED	082 931 020	LEVEL 15, 2 MARKET STREET, SYDNEY NSW 2000 AUSTRALIA
MACQUARIE HOSTING PTY LIMITED	082 930 578	LEVEL 15, 2 MARKET STREET, SYDNEY NSW 2000 AUSTRALIA
MACQUARIE CLOUD PTY LTD	148 179 846	LEVEL 15, 2 MARKET STREET, SYDNEY NSW 2000 AUSTRALIA
MACQUARIE HOSTING (SINGAPORE) PTE. LTD.	201217507M (ARBN 159 694 461)	50 RAFFLES PLACE, #32-01, SINGAPORE LAND TOWER, SINGAPORE 048623

MACQUARIE DATA CENTRES PTY LTD	612 259 391	17-23 TALAVERA ROAD, MACQUARIE PARK NSW 2113 AUSTRALIA
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**PART 4B – SUBSTANTIAL HOLDERS OF MACQUARIE TELECOM GROUP LIMITED**

<b>NAME</b>	<b>ACN/COMPANY NUMBER</b>	<b>ADDRESS</b>
CLAIWARD PTY. LIMITED	082 992 890	C/- STREETER LAW UNIT 2, 50 PARKER STREET, SYDNEY NSW 2000 AUSTRALIA
SEMARK PTY LTD	080 225 092	C/- STREETER LAW UNIT 2, 50 PARKER STREET, SYDNEY NSW 2000 AUSTRALIA
DAVID PATRICK TUDEHOPE	N/A	C/- LEVEL 15, 2 MARKET STREET, SYDNEY NSW 2000 AUSTRALIA
AIDAN JOHN TUDEHOPE	N/A	C/- LEVEL 15, 2 MARKET STREET, SYDNEY NSW 2000 AUSTRALIA