

# MinterEllison

**To** ASX Market Announcements, Sydney  
**From** Alberto Colla Telephone +61 3 8608 2000  
**Date** 12 December 2018 Number of pages (including this one): 5  
**Subject** **Form 605 – Notice of ceasing to be a substantial holder**

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Dear Sir/Madam,

We act for SB&G (Telecoms) Pty Ltd (**SB&G Telecoms**) and its associates (**SB&G Entities**).

On behalf of SB&G Telecoms and the SB&G Entities, we attach a notice of ceasing to be a substantial holder under section 671B(1)(a) of the *Corporations Act 2001* (Cth) in relation to Inbox Group Limited (ASX:IAB).

A copy of this notice has been provided to IAB.

Yours faithfully



**Alberto Colla**  
**Partner**

**Form 605**  
Corporations Act 2001  
Section 671B

**Notice of ceasing to be a substantial holder**

To Company Name/Scheme Inabox Group Limited (Company)

ACN/ARSN 161 873 187

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

Name SB&G (Telecoms) Pty Ltd (SB&G Telecoms) and each entity named in the list annexed to this notice and marked Annexure A (SB&G Entities).

ACN/ARSN (if applicable) 629 548 885

The holder ceased to be a substantial holder on 11 December 2018

The previous notice was given to the company on 19 November 2018

The previous notice was dated 19 November 2018

**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
11 December 2018	SB&G Telecoms	Cessation of a relevant interest under s608(1)(b) & (c) (power to exercise or control the exercise of a power to dispose and / or vote securities) and s608(8) (extension to control in anticipation of performance of agreements) of the <i>Corporations Act 2001</i> (Cth) (Act) as a result of the termination of the pre bid agreement on 11 December 2018 between DIUT Nominees Pty Ltd ACN 162 417 674 as trustee for the Duncan Investments Unit Trust (DIUT) and SB&G Telecoms, in relation to ordinary shares in the Company (a copy of which was annexed to the previous substantial holder notice filed by SB&G Telecoms on 19 November 2018).	N/A	2,319,991 ORD	2,319,991
11 December 2018	SB&G Telecoms	Cessation of a relevant interest under s608(1)(b) & (c) (power to exercise or control the exercise of a power to dispose and / or vote securities) and s608(8) (extension to control in anticipation of performance of agreements) of the Act as a result of the termination of the pre-bid agreement on 11 December 2018 between GIUT Nominees Pty Ltd ACN 162 417 692 as trustee for the Gould Investments Unit Trust (GIUT) and SB&G Telecoms, in relation to ordinary shares in the Company (a copy of which was annexed to the previous substantial holder notice filed by SB&G Telecoms on 19 November 2018).	N/A	2,441,253 ORD	2,441,253

11 December 2018	SB&G Entities	Cessation of a relevant interest under sections 12, 608(3)(a) and/or 608(3)(b) of the Act	N/A	4,761,244 ORD	4,761,244
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### 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
DIUT	Ceased to be an associate of SB&G Telecoms under the pre-bid agreement dated 15 November 2018 (a copy of which was annexed to the previous substantial holder notice filed by SB&G Telecoms on 19 November 2018)..
GIUT	Ceased to be an associate of SB&G Telecoms under the pre-bid agreement dated 15 November 2018 (a copy of which was annexed to the previous substantial holder notice filed by SB&G Telecoms on 19 November 2018).

### 4. Addresses

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

Name	Address
SB&G (Telecoms) Pty Ltd	Level 5, 171 Collins Street, Melbourne VIC 3000
SB&G Entities	See Annexure A
DIUT	34B Gardyne Street, Bronte NSW 2024
GIUT	Level 10, 9-13 Hunter Street, Sydney NSW 2000

## Signature

print name Paul Salter

capacity Director

sign here



date 12 December 2018

### 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:
 

(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

(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, moneys 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.

## Annexure A

This is Annexure A of 1 page referred to in the Form 605: Notice of ceasing to be a substantial holder signed by me and dated 12 December 2018.

For and on behalf of SB&G (Telecoms) Pty Ltd and the SB&G Entities



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Name: Paul Salter  
Title: Director  
SB&G (Telecoms) Pty Ltd  
ACN 629 548 885

Date: 12 December 2018

### Details of SB&G Entities

	Company	ACN	Registered Address
1.	SB&G (Telecoms) Holdings Pty Ltd	629 548 394	Level 5, 171 Collins Street, Melbourne
2.	Salter Brothers Asset Management Pty Ltd as trustee for the Atlas Capital Series B (TMT) Fund	119 833 760	Level 5, 171 Collins Street, Melbourne
3.	Salter Brothers Asset Management Pty Ltd as trustee for the Atlas Capital Series G (Emerging Companies) Fund	119 833 760	Level 5, 171 Collins Street, Melbourne
4.	SB&G Private Equity Fund, Limited Partnership	N/A	Level 5, 171 Collins Street, Melbourne
5.	I-Prosperity Group Pty Ltd	607 564 527	Level 22, 126 Phillip Street, Deutsche Bank Place, Sydney