

Via ASX Online
ASX Market Announcements Office
ASX Limited

3 February 2015

Release of shares from Voluntary Escrow – Hayes Knight Transaction

Easton Investments Limited (ASX:EAS) advises in accordance with ASX Listing Rules 3.10A that the first tranche of 2,704,167 Ordinary Shares in the Company were released on 2 February 2015 from voluntary escrow with effect from 16 February 2015. The final tranche of 2,704,167 Ordinary Shares will remain in voluntary escrow until 1 February 2016.

These shares were issued to various parties on 19 March 2014 as part consideration for the Acquisition Businesses as part of the Transaction as defined in the Explanatory Statement of the Notice of Extraordinary General Meeting dated 23 December 2013 and amended as detailed in the Appendix 4D and Interim Report dated 21 February 2014.

A notice of change in substantial holder completed by the Company as holder of relevant interest with regards to the remaining shares held in voluntary escrow is attached.

For further information, please contact:

Mark Licciardo

Company Secretary
Ph: 03 8689 9997

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme Easton Investments Limited

ACN/ARSN 48 111 695 357

1. Details of substantial holder (1)

Name Easton Investments Limited and each of its controlled entities listed in Annexure A (Controlled Entities).

ACN (if applicable) 111 695 357

There was a change in the interests of the substantial holder on: 2 February 2015

The previous notice was given to the company on 29 March 2014

The previous notice was dated 29 March 2014

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	Nil – 2,704,167 shares held in escrow until 1 February 2015 Nil – 2,704,167 shares held in escrow until 1 February 2016	Nil	Nil – 2,704,167 shares held in escrow until 1 February 2016	Nil

* including reduction due to adjustment resulting from a share consolidation on 10 December 2013

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest or 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
02/02/2015	Easton Investments Limited	Shares released from an escrow arrangement entered into with Easton Investments Limited on behalf of the Sellers of the Acquisition Businesses as part of the Transaction as defined in the Explanatory Statement of the Notice of Extraordinary General Meeting dated 23 December 2013 and amended as detailed in the Appendix 4D and Interim Report dated 21 February 2014.	\$nil	2,704,167 ordinary shares	Nil

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
Easton Investments Limited	John Gregory Hayes	John Gregory Hayes	Beneficial	967,584 ORD ESCROW 01/02/16	967,584 ORD ESCROW 01/02/16
	Knowledge Shop Pty Ltd	Knowledge Shop Pty Ltd		806,667 ORD ESCROW 01/02/16	806,667 ORD ESCROW 01/02/16
	Heather Bennison	Heather Bennison		438,023 ORD ESCROW 01/02/16	438,023 ORD ESCROW 01/02/16
	Craig Rosen	Craig Rosen		235,588 ORD ESCROW 01/02/16	235,588 ORD ESCROW 01/02/16
	Lisa Armstrong	Lisa Armstrong		147,708 ORD ESCROW 01/02/16	147,708 ORD ESCROW 01/02/16
	Abbie Rose Pty Ltd	Abbie Rose Pty Ltd		108,597 ORD ESCROW 01/02/16	108,597 ORD ESCROW 01/02/16

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 (if applicable)	Nature of association
See Annexure A.	The Controlled Entities are both controlled entities of Easton Investments Limited.

6. Addresses

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

Name	Address
Easton Investments Limited	Level 16, 90 Collins Street, Melbourne, 3000
Controlled Entities	See Annexure A.

Signature

print name Mark Licciardo

capacity Company Secretary

sign here



date 3 February 2015

Directions

1. If there are a number of substantial shareholders 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 by 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.

This is Annexure A of 1 page referred to in the Form 604 – Notice of initial substantial holder

Dated 3 February 2015



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Mark Licciardo
Company Secretary

Controlled Entity	ACN	Address
Easton Distribution Services Pty Ltd	167 184 072	Level 16, 90 Collins Street, Melbourne, Victoria, 3000
Easton Accounting & Tax Pty Ltd	167 184 081	Level 16, 90 Collins Street, Melbourne, Victoria, 3000
