

**Form 604**  
Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme Burson Group Limited ("Burson")

ACN/ARSN ACN 153 199 912

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

Name Burson Group Limited (ACN 153 199 912)  
Burson Finance Pty Limited (ACN 153 203 804)  
Burson Holdings Pty Ltd (ACN 143 698 935)  
Burson Automotive Pty Ltd (ACN 006 613 378)  
Car Blitz & Accessories Pty Ltd (ACN 153 203 804)  
(collectively the Substantial Holders).

ACN/ARSN (if applicable) As above

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

30/06/2015

The previous notice was given to the company on

31/03/2015

The previous notice was dated

31/03/2015

### 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	27,266,396	16.67%	27,266,396	12.41%

### 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
Not applicable. The change in voting power is the result of the issue of 56,023,179 new shares under the Institutional component of the pro-rata entitlement offer announced by Burson on 15 June 2015 ( <b>Institutional Entitlement Offer</b> ). None of the Substantial Holders subscribed for new shares under the Institutional Entitlement Offer.					

### 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
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The Substantial Holders	<ul style="list-style-type: none"> <li>Darryl Gregor Abotomey – 365,000 ordinary shares</li> <li>Ryasar Pty Ltd as trustee for The Abotomey Superannuation Fund – 1,194,526 ordinary shares</li> <li>QPE No. 3GP Pty Limited as General Partner of Quadrant Private Equity No. 3, LP – 10,757,040 ordinary shares</li> <li>Quadrant Private Equity No. 3C Pty Limited as trustee for Quadrant Private Equity No. 3C – 4,880,690 ordinary shares</li> <li>Quadrant Private Equity No. 3D Pty Limited as trustee for Quadrant Private Equity No. 3D – 8,765,718 ordinary shares</li> <li>Craig Anthony Magill – 647,229 ordinary shares</li> <li>Gregory Lennox Fox – 388,097 ordinary shares</li> <li>Gregory Lennox Fox for the Greg Fox Superannuation Fund – 268,096 ordinary shares</li> </ul>	Each registered holder	Restriction on disposal of shares under voluntary escrow arrangements disclosed in Burson's replacement prospectus dated 7 April 2014 gives Burson a deemed relevant interest in the shares the subject of those arrangements under section 608(1) of the Corporations Act. However, Burson has no right to acquire these shares or to control the voting rights attaching to these shares.	27,266,396 ordinary shares	27,266,396
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#### 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

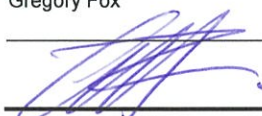
The addresses of persons named in this form are as follows:

Name	Address
Substantial Holders	61 – 63 Gower Street, Preston, Victoria 3072 Australia

#### Signature

print name Gregory Fox capacity Company Secretary

sign here



date 13 July 2015

#### 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.