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Sent: 12/22/15 at: 4:45:47 PM 4 page(s) (including cover)

Subject: Attached Image

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Contact David Morris +61 2 9455 9999

By Fax (1300 135 638)

22 December 2015

Dear Sir/Madam

**Form 605 – Notice of ceasing to be a substantial holder – The PAS Group Limited ACN
169 477 463**

In accordance with section 671B of the *Corporations Act* 2001 (Cth), we attach a Form 605 (Notice of ceasing to be a substantial holder) which is lodged on behalf of Australia Brands Investment, LLC.

Yours faithfully,

David Morris
Partner

Form 605
Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme The PAS Group Limited

ACN/ARSN 169 477 463

1. Details of substantial holder (1)

Name Australia Brands Investment, LLC (ABI)

ACN/ARSN (if applicable) N/A

The holder ceased to be a

substantial holder on 21/12/2015

The previous notice was given to the company on 10/11/2015

The previous notice was dated 09/11/2015

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
21/12/2015	ABI	Ceased to be a member of the Company as a result of ABI distributing the shares it holds in the Company to its members in connection with internal restructuring.	N/A	36,335,753 Ordinary shares	36,335,753

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
ABI, Coliseum Capital Management, LLC, Coliseum Capital, LLC, Coliseum Capital Partners, L.P., Coliseum Capital Partners II, L.P. and Blackwell Partners, LLC Series A.	ABI has ceased to be an associate of each of Coliseum Capital Management, LLC, Coliseum Capital, LLC, Coliseum Capital Partners, L.P., Coliseum Capital Partners II, L.P. and Blackwell Partners, LLC Series A with respect to the Company by virtue of ceasing to be a member of the Company in connection with internal restructuring.

4. Addresses

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

Name	Address
Coliseum Capital Management, LLC	1 Station Place, 7 th Floor South, Stamford, CT 06902
Coliseum Capital, LLC	1 Station Place, 7 th Floor South, Stamford, CT 06902
Coliseum Capital Partners, L.P.	1 Station Place, 7 th Floor South, Stamford, CT 06902
Coliseum Capital Partners II, L.P.	1 Station Place, 7 th Floor South, Stamford, CT 06902
Blackwell Partners, LLC Series A	c/o Dumac, LLC, 280 S. Mangum Street, Suite 210, Durham, NC 27701
Australia Brands Investment, LLC	1 Station Place, 7 th Floor South, Stamford, CT 06902

Signature

print name ADAM GRAY, as person authorized to provide holding notifications capacity MANAGER

sign here  date 22/12/2015

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 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, 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.