

ASX Announcement

8 June 2018

VOLUNTARY ESCROW OF 200 MILLION MANAGEMENT AND FOUNDER'S SHARES

Department 13 International Limited (ASX:D13) (**D13** or the **Company**) is pleased to confirm entry into formal escrow agreements for 200 million management and founder's shares following the receipt of shareholder approval at the recent general meeting.

The voluntary escrow period ends on 18 December 2018.

As previously advised, the Company is deemed to have a relevant interest in ordinary shares under voluntary escrow because the escrow restricts disposal, even though the Company cannot and will not exercise the voting power and does not obtain any ownership interest in the shares.

An initial substantial shareholder notice (form 603) in respect of the Company's deemed relevant interest in the shares is attached.

<ends>

For more information, contact

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Investor relations
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Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**To Company Name/Scheme Department 13 International LimitedACN/ARSN 155 396 893**1. Details of substantial holder (1)**Name Department 13 International LimitedACN/ARSN (if applicable) 155 396 893The holder became a substantial holder on 5 / 6 / 18**2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully paid ordinary shares	211,250,000	211,250,000	39.93%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
See Annexure A	See Annexure A	See Annexure A

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
See Annexure A	See Annexure A	See Annexure A	See Annexure A

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
See Annexure A	See Annexure A	See Annexure A	See Annexure A	See Annexure A

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

7. Addresses

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

Name	Address
See Annexure A	See Annexure A

Signature

print name **Tharun Kuppada**

capacity **Company Secretary**

sign here



date **06 / 06 / 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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) 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.

"A"

This annexure A of 4 pages referred to in Form 603 – Notice of initial substantial holder

Signature: 

Signed by: Tharun Kupanda

Date: 06./06./ 2018

Position: Company Secretary

DEPARTMENT 13 INTERNATIONAL LIMITED

[ACN 155 396 893]

ITEM NUMBERS USED IN THIS ANNEXURE A CORRESPOND WITH ITEM NUMBERS USED IN THE FORM 603 – NOTICE OF INITIAL SUBSTANTIAL HOLDER TO WHICH THIS ANNEXURE A FORMS AN ANNEXURE.

3. DETAILS OF RELEVANT INTEREST

HOLDER OF RELEVANT INTEREST	NATURE OF RELEVANT INTEREST	CLASS AND NUMBER OF SECURITIES
DEPARTMENT 13 INTERNATIONAL LIMITED	DEEMED TO ARISE AS A RESULT OF VOLUNTARY ESCROW OF SECURITIES UNTIL 3 AUGUST 2018	4,000,000 ORDINARY SHARES
DEPARTMENT 13 INTERNATIONAL LIMITED	DEEMED TO ARISE AS A RESULT OF VOLUNTARY ESCROW OF SECURITIES UNTIL 3 AUGUST 2018	3,000,000 ORDINARY SHARES
DEPARTMENT 13 INTERNATIONAL LIMITED	DEEMED TO ARISE AS A RESULT OF VOLUNTARY ESCROW OF SECURITIES UNTIL 3 AUGUST 2018	3,000,000 ORDINARY SHARES
DEPARTMENT 13 INTERNATIONAL LIMITED	DEEMED TO ARISE AS A RESULT OF VOLUNTARY ESCROW OF SECURITIES UNTIL 3 AUGUST 2018	1,250,000 ORDINARY SHARES
DEPARTMENT 13 INTERNATIONAL LIMITED	DEEMED TO ARISE AS A RESULT OF VOLUNTARY ESCROW OF SECURITIES UNTIL 17 DECEMBER 2018	40,000,000 ORDINARY SHARES
DEPARTMENT 13 INTERNATIONAL LIMITED	DEEMED TO ARISE AS A RESULT OF VOLUNTARY ESCROW OF SECURITIES UNTIL 17 DECEMBER 2018	40,000,000 ORDINARY SHARES
DEPARTMENT 13 INTERNATIONAL LIMITED	DEEMED TO ARISE AS A RESULT OF VOLUNTARY ESCROW OF SECURITIES UNTIL 17 DECEMBER 2018	20,000,000 ORDINARY SHARES

DEPARTMENT 13 INTERNATIONAL LIMITED	DEEMED TO ARISE AS A RESULT OF VOLUNTARY ESCROW OF SECURITIES UNTIL 17 DECEMBER 2018	20,000,000 ORDINARY SHARES
DEPARTMENT 13 INTERNATIONAL LIMITED	DEEMED TO ARISE AS A RESULT OF VOLUNTARY ESCROW OF SECURITIES UNTIL 17 DECEMBER 2018	20,000,000 ORDINARY SHARES
DEPARTMENT 13 INTERNATIONAL LIMITED	DEEMED TO ARISE AS A RESULT OF VOLUNTARY ESCROW OF SECURITIES UNTIL 17 DECEMBER 2018	30,000,000 ORDINARY SHARES
DEPARTMENT 13 INTERNATIONAL LIMITED	DEEMED TO ARISE AS A RESULT OF VOLUNTARY ESCROW OF SECURITIES UNTIL 17 DECEMBER 2018	30,000,000 ORDINARY SHARES

4. DETAILS OF PRESENT REGISTERED HOLDERS

HOLDER OF RELEVANT INTEREST	REGISTERED HOLDER OF SECURITIES	PERSON ENTITLED TO BE REGISTERED AS HOLDER	CLASS AND NUMBER OF SECURITIES
DEPARTMENT 13 INTERNATIONAL LIMITED	GAVIN REZOS	GAVIN REZOS	4,000,000 ORDINARY SHARES
DEPARTMENT 13 INTERNATIONAL LIMITED	KATHLEEN KIERNAN	KATHLEEN KIERNAN	3,000,000 ORDINARY SHARES
DEPARTMENT 13 INTERNATIONAL LIMITED	AL TELLER	AL TELLER	3,000,000 ORDINARY SHARES
DEPARTMENT 13 INTERNATIONAL LIMITED	PHIL GEORGE	PHIL GEORGE	1,250,000 ORDINARY SHARES
DEPARTMENT 13 INTERNATIONAL LIMITED	JONATHAN ANDREW HUNTER	JONATHAN ANDREW HUNTER	40,000,000 ORDINARY SHARES
DEPARTMENT 13 INTERNATIONAL LIMITED	ROBI SEN	ROBI SEN	40,000,000 ORDINARY SHARES
DEPARTMENT 13 INTERNATIONAL LIMITED	BEN SMITH	BEN SMITH	20,000,000 ORDINARY SHARES
DEPARTMENT 13 INTERNATIONAL LIMITED	STEVEN J SHATTIL	STEVEN J SHATTIL	20,000,000 ORDINARY SHARES
DEPARTMENT 13 INTERNATIONAL LIMITED	BRYAN HALFPAP	BRYAN HALFPAP	20,000,000 ORDINARY SHARES

DEPARTMENT 13 INTERNATIONAL LIMITED	PAUL MCCARTHY	PAUL MCCARTHY	30,000,000 ORDINARY SHARES
DEPARTMENT 13 INTERNATIONAL LIMITED	ROGER CHARLES DAVIES	ROGER CHARLES DAVIES	30,000,000 ORDINARY SHARES

5. CONSIDERATION

HOLDER OF RELEVANT INTEREST	DATE OF ACQUISITION	CONSIDERATION CASH/NON-CASH	CLASS AND NUMBER OF SECURITIES
DEPARTMENT 13 INTERNATIONAL LIMITED	6 JUNE 2018	NO CONSIDERATION	40,000,000 ORDINARY SHARES
DEPARTMENT 13 INTERNATIONAL LIMITED	6 JUNE 2018	NO CONSIDERATION	40,000,000 ORDINARY SHARES
DEPARTMENT 13 INTERNATIONAL LIMITED	6 JUNE 2018	NO CONSIDERATION	20,000,000 ORDINARY SHARES
DEPARTMENT 13 INTERNATIONAL LIMITED	6 JUNE 2018	NO CONSIDERATION	20,000,000 ORDINARY SHARES
DEPARTMENT 13 INTERNATIONAL LIMITED	6 JUNE 2018	NO CONSIDERATION	20,000,000 ORDINARY SHARES
DEPARTMENT 13 INTERNATIONAL LIMITED	6 JUNE 2018	NO CONSIDERATION	30,000,000 ORDINARY SHARES
DEPARTMENT 13 INTERNATIONAL LIMITED	6 JUNE 2018	NO CONSIDERATION	30,000,000 ORDINARY SHARES

7. ADDRESSES

NAME	ADDRESS
DEPARTMENT 13 INTERNATIONAL LIMITED	C/- BOARDROOM PTY LTD, LEVEL 12, GROSVENOR PLACE, 225 GEORGE STREET, SYDNEY NSW 2000
GAVIN REZOS	PO BOX 512, COTTESLOE WA 6911
KATHLEEN KIERNAN	C/O KIERNAN GROUP HOLDINGS INC, 908 KING STREET, SUITE 200, ALEXANDRIA VA 22314 USA

AL TELLER	10599 WILSHIRE BOULEVARD, SUITE 601, LOS ANGELES CA 90024 USA
PHIL GEORGE	171A SAINT BRIGIDS TERRACE, SCARBOROUGH WA 6019
JONATHAN ANDREW HUNTER	UNIT 1, 11233 CHASE STREET, FULTON MARYLAND 20759 USA
ROBI SEN	408 ADAIR DRIVE, RICHLAND WASHINGTON 99352 USA
BEN SMITH	7792 GABRIEL GARTH CT, SEVERN MD UNITED STATES 21144 USA
STEVEN J SHATTIL	PO BOX 17355, BOULDER CO 80303 USA
BRYAN HALFPAP	APT 301, 8140 RANDOLPH WAY, ELLICOTT CITY MD 21043 USA
PAUL MCCARTHY	619, 15TH AVENUE, SAN FRANCISCO CA 94118 USA
ROGER CHARLES DAVIES	SHERBROOKE HOUSE, SHERBORNE, GLOUCESTERHIRE GL54 3DS, UNITED KINGDOM