

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme ACADEMIES AUSTRALASIA GROUP LIMITEDACN/ARSN 000 003 725**1. Details of substantial holder (1)**Name THE PERSONS LISTED IN ANNEXURE A

ACN/ARSN (if applicable) _____

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

01/09/2014

The previous notice was given to the company on

29/07/2014

The previous notice was dated

29/07/2014**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 SHARES	3,714,943	6.13%	4,979,605	8.02%

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
01/09/14	THE PERSONS LISTED IN ANNEXURE A	FURTHER ISSUE OF SHARES PURSUANT TO THE SHARE SALE AGREEMENT FOR THE ACQUISITION OF NEWCO CLB TRAINING & DEVELOPMENT PTY LTD	PART CONSIDERATION FOR THE ENTIRE ISSUED SHARE CAPITAL OF NEWCO CLB TRAINING & DEVELOPMENT PTY LTD	1,264,662	1,264,662

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	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest (6)	Class and number of securities	Person's votes
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interest		(8)			
SEE ANNEXURE B					

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

6. Addresses

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

Name	Address
THE PERSONS LISTED IN ANNEXURE A	C/ SPECTRA TRAINING, 100 DORCAS STREET, SOUTH MELBOURNE VIC 3205

Signature

print name NICHOLAS PERKINS

capacity SECRETARY

sign here



date 29 / 14

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 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.
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This is Annexure B referred to in Form 604: Notice of Change of Interest of Substantial Shareholder

Date:

Name: Geminder Holdings Pty Ltd
By: Nicholas Perkins

Signature: 

Capacity: Secretary

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities
BB&M Holdings Pty Ltd as trustee for the fixed trust between the Cobbledick Family Trust and the Geminder Family Trust	BB&M Holdings Pty Ltd	BB&M Holdings Pty Ltd	Registered holder	4,006,396 Ordinary shares
Geminder Holdings Pty Ltd	Geminder Holdings Pty Ltd	Geminder Holdings Pty Ltd	Registered holder	973,209 Ordinary shares
Salvage Pty Ltd as trustee for the Geminder Family Trust	BB&M Holdings Pty Ltd	BB&M Holdings Pty Ltd	Controlling interest in registered holder	4,006,396 Ordinary shares
Salvage Pty Ltd as trustee for the Geminder Family Trust	Geminder Holdings Pty Ltd	Geminder Holdings Pty Ltd	Controlling interest in registered holder	973,209 Ordinary Shares
Raphael Geminder	BB&M Holdings Pty Ltd	BB&M Holdings Pty Ltd	Extension to relevant interest held through bodies corporate	4,006,396 Ordinary shares
Raphael Geminder	Geminder Holdings Pty Ltd	Geminder Holdings Pty Ltd	Extension to relevant interest held through bodies corporate	973,209 Ordinary Shares

This is Annexure A referred to in Form 604: Notice of Change of Interest of Substantial Shareholder
Date:

Name: Geminder Holdings Pty Ltd
By: Nicholas Perkins

Signature: 

Capacity: Secretary

Name	ACN/ARSN (if applicable)
BB&M Holdings Pty Ltd as trustee for the fixed trust between the Cobbledick Family Trust and the Geminder Family Trust	111 507 843
Geminder Holdings Pty Ltd	095 313 714
Salvage Pty Ltd as trustee for the Geminder Family Trust	101 048 471
Raphael Geminder	-