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16 December 2014

The Manager
Company Announcements Office
ASX Limited
20 Bridge Street
SYDNEY NSW 2000

By electronic lodgement

Dear Sir/Madam,

Re: Notice of initial substantial holder – Surfstitch Group Limited (SRF)

We enclose notice of becoming an initial substantial holder in Surfstitch Group Limited. This notice is given by Alphinity Investment Management Pty Limited.

Yours faithfully,

A handwritten signature in black ink, appearing to read "Melissa Robinson". The signature is fluid and cursive.

Melissa Robinson
Company Secretary

attach.

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme **Surfstitch Group Limited**

ACN/ARSN **602 288 004**

1. Details of substantial holder (1)

Name **Alphinity Investment Management Pty Ltd**

ACN / ARSN (if applicable) **140 833 709**

The holder became a substantial holder on **16/12/2014.**

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	Persons' votes (5)	Voting power (6)
Ordinary Fully Paid	Same as persons votes	13,500,000	6.31%

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
Alphinity Investment Management Pty Ltd	Participation in initial public offering of shares	See Annexure 1

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
Alphinity Investment Management Pty Ltd	Citicorp Nominees Pty Ltd	Citicorp Nominees Pty Ltd	2,659,841 (fully paid shares)
As above	J P Morgan Nominees Australia Ltd	J P Morgan Nominees Australia Ltd	4,656,912 (fully paid shares)
As above	National Nominees Ltd	National Nominees Ltd	3,931,478 (fully paid shares)
As above	HSBC Custody Nominees (Australia) Ltd	HSBC Custody Nominees (Australia) Ltd	2,251,769 (fully paid shares)

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	
Alphinity Investment Management Pty Ltd	See Annexure 1	See Annexure 1		See Annexure 1

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
N/A	N/A

7. Addresses

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

Name	Address
Alphinity Investment Management Pty Ltd	Level 15, 255 Pitt Street, Sydney

Signature

print name **Melissa Robinson** capacity **Company Secretary**

sign here  date **16/12/2014**

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 A.
- (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.

Annexure 1

This is page 1 of 1 page of Annexure 1 referred to in Form 603 signed by me and dated

16/12/2014



Melissa Robinson

Transactions:

Surfstitch Group Limited (SRF)

As at 16/12/2014

Ordinary Fully Paid

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of securities	Person's Votes Affected
16/12/2014	Alphinity Investment Management Pty Ltd	Buy	189,500.48	284,251	284,251
16/12/2014	As above	Buy	28,151.97	42,228	42,228
16/12/2014	As above	Buy	77,443.26	116,165	116,165
16/12/2014	As above	Buy	30,560.64	45,841	45,841
16/12/2014	As above	Buy	3,104,604.90	4,656,912	4,656,912
16/12/2014	As above	Buy	2,510,732.82	3,766,103	3,766,103
16/12/2014	As above	Buy	1,470,617.20	2,205,928	2,205,928
16/12/2014	As above	Buy	1,478,129.86	2,217,197	2,217,197
16/12/2014	As above	Buy	110,249.89	165,375	165,375

13,500,000