

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

**Notice of change of interests of substantial holder**

To : RungePincockMinarco Limited  
ACN: 010 672 321  
ASX Code: RUL

**1. Details of substantial holder**

**Name:** IOOF Holdings Limited  
**ACN:** 100 103 722

This notice is given by IOOF Holdings Limited on behalf of itself and its subsidiaries.

There was a change in the interest of the substantial holder on: 04/02/2015  
The previous notice was given to the company on: 09/05/2014  
The previous notice was dated: 07/05/2014

**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 had a relevant interest 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	Previous notice		Present notice	
	Person's votes	Voting Power	Person's votes	Voting Power
Ordinary	15,983,167	11.307%	18,290,514	10.296%

**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	Person	Nature	Consideration	Class & number (ord)	Person's votes
19/05/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 4,489.30	7,999	7,999
20/05/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 22,333.04	40,000	40,000

3/06/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 4,281.62	7,143	7,143
4/06/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,731.35	2,885	2,885
6/06/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 222,028.80	388,243	388,243
20/06/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 372,954.04	652,869	652,869
25/06/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 289.06	506	506
4/07/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 62,861.40	- 100,000	- 100,000
16/07/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,625.29	2,620	2,620
18/07/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 477.04	769	769
8/08/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ -	1,666,667	1,666,667
21/08/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 42,206.07	70,412	70,412
27/08/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 477,817.28	794,614	794,614
28/08/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 24,052.82	40,000	40,000
12/09/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 150,329.99	250,000	250,000
16/09/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 5,512.64	- 8,246	- 8,246
22/10/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 12,372.72	- 20,000	- 20,000
24/10/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 342,147.16	- 553,067	- 553,067
26/11/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 177.08	285	285
29/12/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 25,308.59	- 42,274	- 42,274
12/01/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 97,063.38	- 162,129	- 162,129
13/01/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 239,472.01	- 400,000	- 400,000
4/02/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 198,731.23	- 331,949	- 331,949

#### 4. Present Relevant Interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder	Registered holder of securities	Person Entitled to be holder	Nature of relevant interest	Class & Number (Ord)	Person's votes
Perennial Investment Partners Limited	State Street		Investment Manager	3,840,687	3,840,687

(ACN 087 901 620)					
Perennial Investment Partners Limited (ACN 087 901 620)	NAB Asset Servicing		Investment Manager	8,263,543	8,263,543
Perennial Investment Partners Limited (ACN 087 901 620)	Citigroup		Investment Manager	2,320,812	2,320,812
Perennial Investment Partners Limited (ACN 087 901 620)	BNP		Investment Manager	3,865,472	3,865,472

## 5. Changes in association

The persons who have become associates of, ceased to be associates of, or have changed the nature of their association with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name & ACN	Nature of association
Not applicable	

## 6. Addresses

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

Name	Address
IOOF Holdings Limited	Level 6, 161 Collins Street Melbourne Victoria 3000
RungePincockMinarco Limited	Level 12, 333 Ann Street Brisbane QLD 4000
Perennial Investment Partners Limited	Level 24, 303 Collins Street Melbourne Victoria 3000