

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

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

To Company Name/Scheme Ashley Services Group Limited

ACN/ARSN 092 094 747 510

**1. Details of substantial holder (1)**

Name Ross Shrimpton

ACN/ARSN (if applicable) N/A

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

22/05/2015

The previous notice was given to the company on

21/08/2014

The previous notice was dated

03/09/2014

**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	88,524,096	59.02%	90,075,136	60.05%

**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
21/08/2015	Andrew Shrimpton	Shares issued to management and employees, under Replacement Prospectus dated 7 August 2014	Nil – shares issued as consideration for past services	91,421 fully paid ordinary shares	91,421 fully paid ordinary shares
See Annexure A - Part 1	Dean Shrimpton	On market purchases	\$854,010.21 – see Annexure A	801,040 – (see Annexure A) fully paid ordinary shares	801,040 fully paid ordinary shares
See Annexure A - Part 2	Andrew Shrimpton	On market purchases	\$623,456.27 – see Annexure A	658,579 – (see Annexure A) fully paid ordinary shares	658,579 fully paid ordinary shares

## 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 interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Ross Shrimpton	Carl and Maree Holmes and Holmes Management Group Pty Limited ATF of the Holmes Family Trust.	Carl and Maree Holmes and Holmes Management Group Pty Limited ATF of the Holmes Family Trust	Relevant interest held under as a mortgagee pursuant to the sale and purchase agreement	6,024,096 fully paid ordinary shares	4.02%
Action James Holdings Pty Limited The Ellesmere Trust	Action James Holdings Pty Limited ATF The Ellesmere Trust	Action James Holdings Pty Limited ATF The Ellesmere Trust	Substantial shareholder	21,631,861 fully paid ordinary shares	14.42%
Catherine Shrimpton	Catherine Shrimpton	Catherine Shrimpton	Substantial shareholder	60,858,282 ordinary shares	40.6%
Ross Shrimpton	Ross Shrimpton	Ross Shrimpton	Substantial shareholder	9,857 ordinary shares	0.01%
Dean Shrimpton	Dean Shrimpton	Dean Shrimpton	Substantial shareholder	801,040 ordinary shares	0.53%
Andrew Shrimpton	Andrew Shrimpton	Andrew Shrimpton	Substantial shareholder	750,000 ordinary shares	0.50%

**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
Dean Shrimpton	Son of Ross Shrimpton
Andrew Shrimpton	Son of Ross Shrimpton

**6. Addresses**

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

Name	Address
Ross and Catherine Shrimpton	209 Woolooware Road Cronulla NSW 2230
Action James Holdings Pty Limited	Unit 2 11 Holbreche Road Arndell Park NSW 2148
Holmes Management Group Pty Limited	C/-Deloitte Tax Services – Level 14, 240 St Georges Terrace Perth WA 6000
Carl Holmes	24 Valley Road Kalamundra WA 6076
Dean Shrimpton	610/20 Pelican Street Surry Hills 2010
Andrew Shrimpton	3/3-5 Murray St Bronte NSW 2024

**Signature**

print name Ross Shrimpton

capacity Personal Capacity

sign here

date 26 May 2015

**DIRECTIONS**

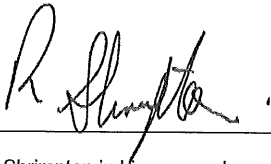
- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially 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 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
  - (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 on 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.

**ANNEXURE A**

This is Annexure A of 2 pages (including this page) referred to in  
Form 604 Notice of change of interests of substantial holder  
given by Ross Shrimpton to Ashley Services Group Limited (092 094 747 510) dated 26 May 2015.

The attached is a true copy of the original.

Signed:   
Ross Shrimpton in his personal capacity

**Part 1 – On market purchases made by Dean Shrimpton**

<b>Date</b>	<b>Units</b>	<b>Unit Price</b>	<b>Consideration</b>
21/08/2014	30,000	\$1.8667	\$56,001.00
25/08/2014	20,000	\$1.8522	\$37,044.83
26/08/2014	10,000	\$1.8650	\$18,650.00
27/08/2014	5,000	\$1.8600	\$9,300.00
28/08/2014	5,000	\$1.8600	\$9,300.00
3/09/2014	1,900	\$1.8600	\$3,534.00
4/09/2014	18,461	\$1.8542	\$34,230.24
30/10/2014	30,000	\$1.6800	\$50,400.00
31/10/2014	4,064	\$1.6800	\$6,827.52
3/11/2014	15,936	\$1.6518	\$26,322.48
4/11/2014	50,014	\$1.6456	\$82,304.58
5/11/2014	6,987	\$1.6377	\$11,442.72
6/11/2014	2,373	\$1.6000	\$3,796.80
7/11/2014	3,126	\$1.5920	\$4,976.60
12/11/2014	20,234	\$1.6100	\$32,576.74
13/11/2014	3,374	\$1.6150	\$5,449.01
14/11/2014	5,000	\$1.7200	\$8,600.00
21/11/2014	1,000	\$1.6500	\$1,650.00
27/11/2014	1,626	\$1.6150	\$2,625.99
28/11/2014	16,580	\$1.5437	\$25,594.96
1/12/2014	16,887	\$1.5410	\$26,023.68
2/12/2014	65,114	\$1.4939	\$97,273.69
3/12/2014	31,000	\$1.4900	\$46,190.00
8/12/2014	7,000	\$1.4971	\$10,480.00
11/12/2014	4,715	\$1.3400	\$6,318.10
12/12/2014	9,501	\$1.4000	\$13,301.40
19/05/2015	7,000	\$0.5400	\$3,780.00
20/05/2015	358,108	\$0.5358	\$191,878.32
22/05/2015	51,040	\$0.5513	\$28,137.55
	<b>801,040</b>	<b>\$1.0661</b>	<b>\$854,010.21</b>

**Part 2 – On market purchases made by Andrew Shrimpton**

<b>Date</b>	<b>Units</b>	<b>Unit Price</b>	<b>Consideration</b>
19/02/2015	143,471	\$1.5500	\$222,380.05
4/03/2015	10,000	\$1.4400	\$14,400.00
16/03/2015	108	\$1.3700	\$147.96
17/03/2015	49,892	\$1.3700	\$68,352.04
18/03/2015	90,000	\$1.3600	\$122,400.00
20/05/2015	118,752	\$0.5350	\$63,532.32
21/05/2015	246,356	\$0.5368	\$132,243.90
	<b>658,579</b>	<b>\$0.9467</b>	<b>\$623,456.27</b>