

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

**Notice of Change of Interests of Substantial Holder**

To: **Ardent Leisure Group**

ACN/ARSN:

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

Name: FIL Limited and the entities listed in Annexure A ("FIL")

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on	19 June 2015
The previous notice was given to the company on	17 June 2015
The previous notice was dated	17 June 2015

**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 Person's votes	Previous Notice Voting Power (5)	Present Notice Person's votes	Present Notice Voting Power (5)
Stapled Security	31,245,244	7.06%	35,748,362	8.08%

**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
			AUD \$	Stapled Security	Stapled Security
6/16/2015	FIL	BUY	2.14	77,892	77,892
6/16/2015	FIL	BUY	2.14	23,164	23,164
6/16/2015	FIL	BUY	2.14	102,565	102,565
6/16/2015	FIL	BUY	2.14	39,033	39,033
6/16/2015	FIL	BUY	2.14	31,194	31,194
6/16/2015	FIL	BUY	2.14	23,940	23,940
6/16/2015	FIL	BUY	2.14	5,505	5,505
6/16/2015	FIL	BUY	2.14	8,853	8,853
6/16/2015	FIL	BUY	2.17	132,251	132,251
6/16/2015	FIL	BUY	2.17	38,250	38,250
6/16/2015	FIL	BUY	2.17	174,593	174,593

6/16/2015	FIL	BUY	2.17	65,495	65,495
6/16/2015	FIL	BUY	2.17	52,042	52,042
6/16/2015	FIL	BUY	2.17	39,584	39,584
6/16/2015	FIL	BUY	2.17	12,566	12,566
6/16/2015	FIL	BUY	2.17	13,668	13,668
6/16/2015	FIL	BUY	2.20	727,243	727,243
6/16/2015	FIL	BUY	2.20	213,968	213,968
6/16/2015	FIL	BUY	2.20	958,426	958,426
6/16/2015	FIL	BUY	2.20	362,729	362,729
6/16/2015	FIL	BUY	2.20	289,276	289,276
6/16/2015	FIL	BUY	2.20	221,256	221,256
6/16/2015	FIL	BUY	2.20	58,276	58,276
6/16/2015	FIL	BUY	2.20	79,745	79,745
6/17/2015	FIL	BUY	2.16	40,085	40,085
6/17/2015	FIL	BUY	2.16	11,776	11,776
6/17/2015	FIL	BUY	2.16	2,993	2,993
6/17/2015	FIL	BUY	2.16	52,836	52,836
6/17/2015	FIL	BUY	2.16	19,981	19,981
6/17/2015	FIL	BUY	2.16	15,929	15,929
6/17/2015	FIL	BUY	2.16	12,178	12,178
6/17/2015	FIL	BUY	2.16	3,265	3,265
6/17/2015	FIL	BUY	2.16	4,373	4,373
6/17/2015	FIL	SELL	2.17	(16,129)	(16,129)
6/18/2015	FIL	BUY	2.15	19,090	19,090
6/18/2015	FIL	BUY	2.15	5,608	5,608
6/18/2015	FIL	BUY	2.15	25,167	25,167
6/18/2015	FIL	BUY	2.15	10,025	10,025
6/18/2015	FIL	BUY	2.15	7,586	7,586
6/18/2015	FIL	BUY	2.15	5,797	5,797
6/18/2015	FIL	BUY	2.15	3,004	3,004
6/18/2015	FIL	BUY	2.16	74,874	74,874
6/18/2015	FIL	BUY	2.16	21,997	21,997
6/18/2015	FIL	BUY	2.16	1,590	1,590
6/18/2015	FIL	BUY	2.16	98,690	98,690
6/18/2015	FIL	BUY	2.16	39,327	39,327
6/18/2015	FIL	BUY	2.16	29,755	29,755
6/18/2015	FIL	BUY	2.16	22,750	22,750
6/18/2015	FIL	BUY	2.16	6,677	6,677
6/18/2015	FIL	BUY	2.16	5,709	5,709
6/18/2015	FIL	SELL	2.16	(23,329)	(23,329)
6/19/2015	FIL	BUY	2.20	59,215	59,215
6/19/2015	FIL	BUY	2.20	3,656	3,656
6/19/2015	FIL	BUY	2.20	17,396	17,396
6/19/2015	FIL	BUY	2.20	2,915	2,915
6/19/2015	FIL	BUY	2.20	78,053	78,053
6/19/2015	FIL	BUY	2.20	6,443	6,443
6/19/2015	FIL	BUY	2.20	29,121	29,121
6/19/2015	FIL	BUY	2.20	23,532	23,532
6/19/2015	FIL	BUY	2.20	17,990	17,990
6/19/2015	FIL	BUY	2.20	4,977	4,977
6/19/2015	FIL	BUY	2.20	6,702	6,702
			<b>Total Buys</b>	<b>4,542,576</b>	<b>4,542,576</b>
			<b>Total Sells</b>	<b>(39,458)</b>	<b>(39,458)</b>

#### 4. Present Relevant Interest

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

Refer to Annexure A

#### 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:

NA

#### 6. Addresses

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

Refer to Annexure A



Sign Here: \_\_\_\_\_

Dated: 23 June 2015

Kelvin Lo

Head of Regulatory Reporting, Asia Pacific

Duly authorized under Powers of Attorney on behalf of FIL Limited

#### Annexure A

Investment Manager	Address	Custodian	Nature of Relevant Interest	Sum of Numerator Shares
FIL INVESTMENT MANAGEMENT (AUSTRALIA) LIMITED	Level 11, 167 Macquarie Street, Sydney, NSW 2000	BROWN BROTHERS HARRIMAN AND CO	Investment Discretion/ Voting Power	53,501
		CITIBANK LONDON		1,967,963
		CITIBANK LTD MELBOURNE (C)		2,825,516
		JP MORGAN, BOURNEMOUTH (C)		12,618,333
		NATIONAL ASTL BK MELBOURNE (S)		2,053,788
		NORTHERN TRUST LONDON (C)		62,211
FIL INVESTMENT MANAGEMENT (HONG KONG) LIMITED	Suite 2201, Level 22, Two Pacific Place, 88 Queensway, Admiralty, Hong Kong	BROWN BROS HARRIMN LTD LUX (C)		4,580,244
		CLEARSTREAM BANKING SA LUX (C)		99,988
		MASTER TRUST BANK OF JAPAN (C)		141,787
FIL INVESTMENT MANAGEMENT (SINGAPORE) LIMITED	One Marina Boulevard #28-00, Singapore 018989	BROWN BROS HARRIMN LTD LUX (C)		133,963
		BROWN BROTHERS HARRIMAN AND CO		131,184
		CITIBANK NA, HONG KONG BR (S)		1,133,393
		HSBC BANK PLC (C)		5,465,886
		JP MORGAN, BOURNEMOUTH (C)		2,143,291
		MASTER TRUST BANK OF JAPAN (C)		19,611
		NOMURA TRUST AND BANKING (C)		176,840
		NORTHERN TRUST LUX (C)		1,640,437
FIL INVESTMENT SERVICES (UK) LIMITED	Oakhill House, 130 Tonbridge Road, Hildenborough, Kent, TN11 9DZ, United Kingdom	JP MORGAN, BOURNEMOUTH (C)		31,324
FIL PENSION MANAGEMENT	Pembroke Hall, 42 Crow Lane, Pembroke, Bermuda	JPMORGAN CHASE BANK NA LDN		469,102
Grand Total				35,748,362