



HopgoodGanim

LAWYERS

21 October 2016

Australian Securities Exchange
Company Announcement Platform

By facsimile: 1300 135 638

Our ref: 1533199 - Katherine Hammond

BRISBANE

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Dear Sir/Madam

Sentinel off-market takeover bid for Unity Pacific Group: ASIC Form 604 notice of change of interests of substantial holder

We refer to the off-market takeover bid for all of the stapled securities in Unity Pacific Group (**UPG**) made by Sentinel Security Investments Limited ACN 614 308 735 (**Sentinel**) pursuant to its bidder's statement dated 6 September 2016 (**Bidder's Statement**).

In accordance with section 671B of the Corporations Act, please find **attached** a Form 604: Notice of change of interests of substantial holder given by Sentinel and other substantial holders who have the same substantial holding as Sentinel (**Form 604**).

The Form 604 has been or will be lodged with UPG today.

Yours faithfully

HopgoodGanim Lawyers

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Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Unity Pacific Group (ASX: UPG)

ACN/ARSN Unity Pacific Limited ACN 110 831 288; Unity Pacific Stapled Trust ARSN 111 389 596

1. Details of substantial holder (1)

Name Ebert Investments Pty Ltd ACN 138 124 044 (**Ebert Investments**); Warren James Ebert; Sentinel Security Investments Limited ACN 614 308 735 (**Sentinel**); Gladius Holdings Pty Ltd ACN 169 446 146 (**Gladius**); Stacey Nicole Ebert

There was a change in the interests of the substantial holder on 20/10/2016
The previous notice was given to the company on 13/10/2016
The previous notice was dated 13/10/2016

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)
UPG Unity Pacific GR Stapled Securities (UPG Securities)	33,136,418	92.55%	33,551,083	93.71%
			*based on 35,803,992 UPG Securities on issue	

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
13/10/2016	Sentinel	Acquisition of relevant interest in UPG Securities pursuant to acceptances of the takeover bid by Sentinel under its bidder's statement dated 6 September 2016, (Bidder's Statement), (Offer).	41.5 cents and 1 Sentinel redeemable preference share (San Remo Share , as defined in the Bidder's Statement) per UPG Security.	203,740 UPG Securities	203,740
14/10/2016	Sentinel	As above	As above	3,497 UPG Securities	3,497
17/10/2016	Sentinel	As above	As above	94,372 UPG Securities	94,372
18/10/2016	Sentinel	As above	As above	16,220 UPG Securities	16,220
19/10/2016	Sentinel	As above	As above	13,860 UPG Securities	13,860

20/10/2016	Sentinel	As above	As above	82,976 UPG Securities	82,976
14/10/2016	Sentinel	Acquisition relevant interest under section 608(1)(b) arising from the acquisition of the power to exercise the votes attached to the UPG securities held by Ebert Investments pursuant to an agreement between Sentinel, Ebert Investments and Warren Ebert dated 14.10.16 (Prescribed Agreement), as attached in Annexure A .	Nil	5,757,494 UPG Securities	5,757,494
13/10/2016	Gladius	Gladius is the 100% shareholder of and controls Sentinel, and therefore has a relevant interest in the UPG Securities that Sentinel has a relevant interest in by virtue of s608(3)(b) of the <i>Corporations Act 2001 (Cth) (Act)</i> .	As above.	203,740 UPG Securities	203,740
14/10/2016	Gladius	As above	As above.	3,497 UPG Securities	3,497
17/10/2016	Gladius	As above	As above.	94,372 UPG Securities	94,372
18/10/2016	Gladius	As above	As above.	16,220 UPG Securities	16,220
19/10/2016	Gladius	As above	As above.	13,860 UPG Securities	13,860
20/10/2016	Gladius	As above	As above.	82,976 UPG Securities	82,976
14/10/2016	Gladius	Gladius acquired a relevant interest in the UPG securities that Sentinel acquired a relevant interest in under the Prescribed Agreement by virtue of s608(3)(b) of the Act.	Nil	5,757,494 UPG Securities	5,757,494
13/10/2016	Stacey Nicole Ebert	Stacey Ebert is the 100% shareholder of and controls Gladius, and therefore has a relevant interest in the UPG Securities that Gladius has a relevant interest in by virtue of s608(3) of the Act.	As above.	203,740 UPG Securities	203,740
14/10/2016	Stacey Nicole Ebert	As above	As above.	3,497 UPG Securities	3,497
17/10/2016	Stacey Nicole Ebert	As above	As above.	94,372 UPG Securities	94,372

18/10/2016	Stacey Nicole Ebert	As above	As above.	16,220 UPG Securities	16,220
19/10/2016	Stacey Nicole Ebert	As above	As above.	13,860 UPG Securities	13,860
20/10/2016	Stacey Nicole Ebert	As above	As above.	82,976 UPG Securities	82,976
14/10/2016	Stacey Nicole Ebert	Stacey Nicole Ebert acquired a relevant interest in the UPG securities that Sentinel acquired a relevant interest in under the Prescribed Agreement by virtue of s608(3)(b) of the Act.	Nil	5,757,494 UPG Securities	5,757,494

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
Sentinel	Various UPG security holders who have accepted the Offer.	Sentinel	Relevant interest pursuant to acceptance of Offer, and pursuant to the Prescribed Agreement.	33,551,083 UPG Securities	33,551,083
Gladius	Various UPG security holders who have accepted the Offer.	Sentinel	Relevant interest pursuant to acceptance of Offer and pursuant to the Prescribed Agreement.	33,551,083 UPG Securities	33,551,083
Stacey Nicole Ebert	Various UPG security holders who have accepted the Offer.	Sentinel	Relevant interest pursuant to acceptance of Offer and pursuant to the Prescribed Agreement.	33,551,083 UPG Securities	33,551,083
Ebert Investments	Ebert Investments	Ebert Investments	Relevant interest as registered holder by virtue of s608(1)(a) of the Act.	5,757,494 UPG Securities	5,757,494
Warren James Ebert	Ebert Investments	Ebert Investments	Relevant interest in UPG Securities that Ebert Investments has a relevant interest in by virtue of s608(3) of the Act.	5,757,494 UPG Securities	5,757,494

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
Ebert Investments; Warren James Ebert; Sentinel; Gladius; Stacey Nicole Ebert	Each are associates of each other by virtue of s12(2)(c) of the Corporations Act.

6. Addresses

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

Name	Address
Ebert Investments Pty Ltd ACN 138 124 044	C/- Level 9, 300 Queen Street, Brisbane Qld 4000
Warren James Ebert	C/- Level 9, 300 Queen Street, Brisbane Qld 4000
Sentinel Security Investments Limited ACN 614 308 735	C/- Level 9, 300 Queen Street, Brisbane Qld 4000
Gladius Holdings Pty Ltd ACN 169 446 146	C/- Level 9, 300 Queen Street, Brisbane Qld 4000
Stacey Nicole Ebert	C/- Level 9, 300 Queen Street, Brisbane Qld 4000

Signature

print name	<u>KATHERINE HAMMOND</u>	capacity	Under power of attorney from each substantial holder
sign here	<u></u>	date	<u>21/10/16</u>

DIRECTIONS

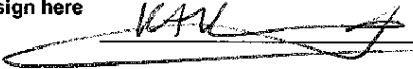
- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially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

Unity Pacific Group
Unity Pacific Limited ACN 110 831 288; Unity Pacific Stapled Trust ARSN 111 389 596

This is Annexure "A" of 3 pages referred to in Form 604 Notice of change of interests of substantial holder

Prescribed Agreement

	KATHERINE HAMMOND	capacity	Under power of attorney from each substantial holder
sign here		date	20/10/16

I certify this is a true copy

Michael Arnold
17-10-16

14 October 2016

Sentinel Security Investments Limited
C/- Level 9, 300 Queen Street,
Brisbane QLD 4000

Dear Stacey

Letter Deed – Voting rights

Background

Ebert Investments Pty Ltd ACN 138 124 044 (**Ebert Investments**) is the registered holder of 5,757,494 Unity Pacific Group (**UPG**) stapled securities (**Prescribed Securities**). Ebert Investments therefore has a Relevant Interest (as defined in the *Corporations Act 2001 (Cth)* (**Act**)) in the Prescribed Securities under section 608(1) of the Act.

Warren James Ebert (**Warren Ebert**) holds 100% of the shares in and controls Ebert Investments. Warren Ebert therefore has a Relevant Interest in the Prescribed Securities under section 608(3) of the Act.

Ebert Investments, Warren Ebert, Sentinel Security Investments Limited ACN 614 308 735 (**Sentinel**) and Gladius Holdings Pty Ltd ACN 169 446 146 (**Gladius**) and Stacey Nicole Ebert (**Stacey Ebert**) are Associates (as defined in the Act) of each other in relation to UPG.

Ebert Investments and Warren Ebert wish to confer upon Sentinel the power to exercise, or control the exercise of, the right to vote attached to the Prescribed Securities. The purpose of this letter deed is to record the parties agreement in relation to the conferral of the voting rights by Ebert Investments and Warren Ebert on the terms set out below:

1. With effect immediately upon this deed being executed by all parties, Ebert Investments and Warren Ebert agrees that:
 - a. Sentinel may control the exercise of the right to vote attached to the Prescribed Securities (**Voting Rights**);
 - b. Sentinel may direct Ebert Investments as to how to exercise the right to vote attached to the Prescribed Securities (**Direction**);
 - c. Ebert Investments must comply with the Direction;
 - d. Warren Ebert must procure that Ebert Investments complies with the Direction;
 - e. Ebert Investments appoints Sentinel as its attorney to execute any document to give effect to the above.
2. Sentinel may relinquish the rights and powers conferred in clause (1) by notice in writing to Ebert Investments.
3. Upon execution of this Letter Deed where provided below, the parties acknowledge and agree that this Letter Deed will be binding and enforceable.

Yours faithfully

Warren Ebert

Execution of Letter Deed

Date:

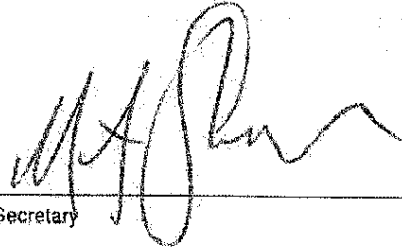
Executed as a deed by Sentinel Security Investments Limited ACN 614 308 735



Director

Stacey Nicole Ebert

Print full name of Director



Director/Secretary

Michael Andrew Sherlock

Print full name of Director/Secretary

Date:

Executed as a deed by Ebert Investments Pty Ltd ACN 138 124 044



Director

Warren James Ebert

Print full name of Director

Director/Secretary

Print full name of Director/Secretary

Date:


Signed sealed and delivered by Warren Ebert in the presence of



Signature of Witness

SAMANTHA JANE CHALMERS

Print full name of Witness



Warren James Ebert