

**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  
ACN/ARSN (if applicable) 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 15/09/2016  
The previous notice was given to the company on 15/09/2016  
The previous notice was dated 15/09/2016

**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)	22,502,129	62.85%	24,092,200	67.29%
			*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
15/09/2016	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.	1,590,071 UPG Securities	1,590,071
15/09/2016	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 Corporations Act 2001 (Cth) (Act).	As above.	1,590,071 UPG Securities	1,590,071
15/09/2016	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.	1,590,071 UPG Securities	1,590,071

**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	18,334,706 UPG Securities	18,334,706
Gladius	Various UPG security holders who have accepted the Offer.	Sentinel	Relevant interest pursuant to acceptance of Offer	18,334,706 UPG Securities	18,334,706
Stacey Nicole Ebert	Various UPG security holders who have accepted the Offer.	Sentinel	Relevant interest pursuant to acceptance of Offer	18,334,706 UPG Securities	18,334,706

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 ANNE (HAMMOND)</u>	capacity	Under power of attorney from each substantial holder
sign here	<u></u>	date	<u>15 '9 '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.



**HopgoodGanim**

LAWYERS

16 September 2016

Australian Securities Exchange  
Company Announcement Platform

**By facsimile: 1300 135 638**

Our ref: 1533199 - Katherine Hammond

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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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