

**Form 603
Corporations Act 2001
Section 671B**

Notice of initial substantial holder

To : Mobile Embrace Limited
ACN: 089 805 416
ASX Code: MBE

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.

The holder became a substantial shareholder on: 09/04/2014

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interest in the scheme that the substantial holder or an associate had a relevant interest in on the date the substantial holder is as follows:

Class of securities	Number of securities	Person's votes	Voting Power
Ordinary	19,646,179	19,646,179	5.320%

3. Details of present registered holders

The persons registered as holders of the securities 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 (ACN 087 901 620)	State Street		Investment Manager	3,860,663	3,860,663

Perennial Investment Partners Limited (ACN 087 901 620)	NAB Asset Servicing		Investment Manager	8,272,325	8,272,325
Perennial Investment Partners Limited (ACN 087 901 620)	Citigroup		Investment Manager	2,478,248	2,478,248
Perennial Investment Partners Limited (ACN 087 901 620)	BNP		Investment Manager	5,034,943	5,034,943

4. Consideration

The consideration paid for each relevant interest and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Date	Person	Nature	Consideration	Class & number (ord)	Person's votes
20/12/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 297,653.37	1,500,000	1,500,000
30/12/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 214,833.89	800,000	800,000
31/12/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 654,032.72	2,374,383	2,374,383
2/01/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 811,056.41	2,958,423	2,958,423
3/01/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 409,801.68	1,487,733	1,487,733
17/01/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 131,149.97	477,861	477,861
20/01/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 194,876.39	707,474	707,474
22/01/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 131,373.37	- 405,117	- 405,117
23/01/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 152,874.00	- 509,580	- 509,580
28/01/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 66,233.56	244,272	244,272
6/02/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 95,422.90	- 329,770	- 329,770
11/02/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 157,019.08	581,240	581,240
17/02/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 25,908.96	95,801	95,801
18/02/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,027.26	3,870	3,870
25/02/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 44,930.05	169,268	169,268
26/02/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 157,085.39	605,742	605,742

27/02/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 116,261.54	438,000	438,000
28/02/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 65,430.29	246,500	246,500
3/03/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 123,788.41	482,375	482,375
4/03/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 42,795.48	178,095	178,095
6/03/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 342,093.24	- 1,275,000	- 1,275,000
7/03/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 305,745.16	- 1,056,254	- 1,056,254
10/03/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 44,901.61	- 155,089	- 155,089
11/03/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 255,221.89	- 881,530	- 881,530
12/03/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 139,769.02	- 500,000	- 500,000
20/03/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 153,918.58	579,868	579,868
27/03/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 280,248.87	- 1,048,793	- 1,048,793
31/03/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 794,741.67	3,175,000	3,175,000
1/04/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 228,809.46	930,100	930,100
2/04/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 2,470.73	6,163,915	6,163,915
3/04/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 22,069.70	89,932	89,932
8/04/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 62,966.28	292,384	292,384
9/04/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 261,862.60	1,225,076	1,225,076

5. Associates

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
Mobile Embrace Limited	Level 10, 100 William Street Westfield Towers, East Sydney, NSW 2010
Perennial Investment Partners Limited	Level 24, 303 Collins Street Melbourne Victoria 3000