

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder¹

To Company Name/Scheme Helloworld Limited (HLO)

ACN/ARSN ABN 60 091 214 998

1. Details of substantial holder (1)

Name CVC Capital Partners SICAV-FIS S.A. (CVC) and its Controlled Entities (including, but not limited to, Europe Voyager NV (EV). This form is filed by EV on behalf of CVC and each of its Controlled Entities.

ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on 01/02/2016

The previous notice was given to the company on 15/04/2015

The previous notice was dated 14/04/2015

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		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
ORDINARY	102,576,675	23.3% ²	17,096,113 (following the 6 for 1 Share consolidation on 29/01/2016)	15.6% ³

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
01/02/16	EV Controlling Entities and CVC Group Entities	The change in relevant interest was due to a dilution in the substantial holding of the EV Controlling Entities and CVC Group Entities due to an increase in the issued share capital of HLO as a result of the issue of 36,450,001 HLO Shares (in aggregate) to The Burnes Group Pty Ltd, Andrew James Burnes and Cinzia Burnes (together, "TBG") on 2 February 2016 in accordance with the terms of a Merger Implementation Agreement dated 20 November 2015 (the "MIA") in relation to the merger of HLO and AOT Group which completed on 1 February 2016. A copy of the MIA is attached to the Form 604 filed by TBG on 2 February 2016.	N/A	N/A	7.7%

¹ Capitalised terms not defined in this Form 604 are to be given the same meaning ascribed to them in the Explanatory Memorandum dispatched to HLO shareholders on 28 July 2010

² This is based on the number of HLO shares on issue as at the date of the previous notice being 440,138,601 (calculated based on ASX disclosures of HLO as at the date of the previous notice)

³ This is based on the number of HLO shares currently on issue being 109,838,418 (calculated based on ASX disclosures of HLO as at the date of this notice)

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
EV Controlling Entities and CVC Group Entities	EV and Elizabeth Gaines	EV and Elizabeth Gaines	<p>The EV Controlling Entities have a relevant interest in 17,096,113 HLO Shares (following the 6 for 1 Share consolidation on 29/01/2016), comprised of the following:</p> <p>i) 17,094,730 HLO Shares held by EV by virtue of s.608(3)(b) of the Corporations Act; and</p> <p>ii) 1,383 HLO Shares held by Elizabeth Gaines as (a) EV controls the disposition of these HLO Shares through an EV Escrow Deed; and (b) the operation of s608(3)(a) of the Corporations Act. A pro forma copy of an EV Escrow Deed was annexed to the Form 603 filed by EV on 6 October 2010.</p>	17,096,113 HLO shares	15.6% ⁴

5. Changes in association

N/A

6. Addresses

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

Name	Address
CVC Capital Partners SICAV-FIS S.A	C/- Gilbert + Tobin, 2 Park Street, Sydney, NSW 2000
Europe Voyager NV	C/- Gilbert + Tobin, 2 Park Street, Sydney, NSW 2000

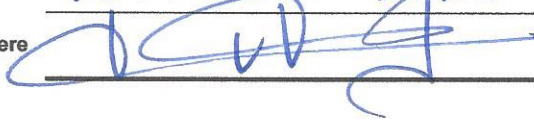
⁴ This is based on the number of HLO shares currently on issue being 109,838,418 (calculated based on ASX disclosures of HLO as at the date of this notice)

Signature

print name **PUTREMANS JOHN**

capacity Director

sign here



date **03/02/2016**

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
 - (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.