

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme The Reject Shop Limited (TRS)

ACN/ARSN 006 122 676

1. Details of substantial holder (1)

Name Allensford Pty Ltd in its capacity as trustee for the Allensford Unit Trust (629 924 901)
Bennamon Pty Ltd (126 160 852)
Kin Group Pty Ltd (095 313 714)

ACN/ARSN (if applicable) _____

There was a change in the interests of the substantial holder on 27/02/2019

The previous notice was given to the company on 21/11/2018 (as per the bidder's statement in respect of Allensford's on market takeover offer for TRS)

The previous notice was dated 21/11/2018

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
Ordinary	786,588	2.72%	1,371,190	4.74%

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
6/02/2019	Allensford Pty Ltd Bennamon Pty Ltd Kin Group Pty Ltd	Acquisition of relevant interest as a result of acceptances of offers made under Allensford's on market takeover bid for all of the ordinary shares in TRS as announced on 21 November 2018.	\$2.70 per share	3,976 ordinary shares	3,976
21/02/2019	Allensford Pty Ltd Bennamon Pty Ltd Kin Group Pty Ltd	Acquisition of relevant interest as a result of acceptances of offers made under Allensford's on market takeover bid for all of the ordinary shares in TRS as announced on 21 November 2018.	\$2.70 per share	195,360 ordinary shares	195,360

22/02/2019	Allensford Pty Ltd Bennamon Pty Ltd Kin Group Pty Ltd	Acquisition of relevant interest as a result of acceptances of offers made under Allensford's on market takeover bid for all of the ordinary shares in TRS as announced on 21 November 2018.	\$2.70 per share	4,361 ordinary shares	4,361
26/02/2019	Allensford Pty Ltd Bennamon Pty Ltd Kin Group Pty Ltd	Acquisition of relevant interest as a result of acceptances of offers made under Allensford's on market takeover bid for all of the ordinary shares in TRS as announced on 21 November 2018.	\$2.70 per share	75,139 ordinary shares	75,139
27/02/2019	Allensford Pty Ltd Bennamon Pty Ltd Kin Group Pty Ltd	Acquisition of relevant interest as a result of acceptances of offers made under Allensford's on market takeover bid for all of the ordinary shares in TRS as announced on 21 November 2018.	\$2.70 per share	305,766 ordinary shares	305,766

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
Allensford Pty Ltd	Allensford Pty Ltd	Allensford Pty Ltd	Direct Holding	Ordinary 1,371,190	1,371,190
Bennamon Pty Ltd	Allensford Pty Ltd	Allensford Pty Ltd	Relevant interest under section 608(3)(b) of the Corporations Act 2001	Ordinary 1,371,190	1,371,190
Kin Group Pty Ltd	Allensford Pty Ltd	Allensford Pty Ltd	Relevant interest under section 608(3)(b) of the Corporations Act	Ordinary 1,371,190	1,371,190

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
N/A	N/A

6. Addresses

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

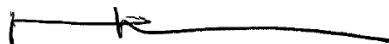
Name	Address
Allensford Pty Ltd, Bennamon Pty Ltd, Kin Group Pty Ltd	Level 16, 644 Chapel Street, South Yarra VIC 3141

Signature

print name Nick Perkins

capacity Director

sign here



date 28/02/2019