

**Form 604
Corporations Act 2001
Section 671B**

Notice of change of interests of substantial holder

To: SIMONDS GROUP LIMITED
ACN: 143 841 801
ASX Code: SIO

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.

There was a change in the interest of the substantial holder on: 01/09/2015
The previous notice was given to the company on: 29/05/2015
The previous notice was dated: 27/05/2015

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 had a relevant interest 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	Previous notice		Present notice	
	Person's votes	Voting Power	Person's votes	Voting Power
Ordinary	11,922,300	7.874%	13,461,393	8.891%

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	Person	Nature	Consideration	Class & number (ord)	Person's votes
28/05/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 745,349.54	501,992	501,992

4/06/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 184,072.23	129,700	129,700
10/06/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 6,120.24	4,362	4,362
11/06/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 3,339.33	2,380	2,380
12/06/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 30,241.96	21,695	21,695
15/06/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 52,344.26	39,173	39,173
16/06/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 77,721.45	58,613	58,613
17/06/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 51,649.24	- 36,325	- 36,325
19/06/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 4,119.66	2,854	2,854
22/06/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,957.68	1,366	1,366
29/06/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 37,594.98	27,787	27,787
30/06/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 235,363.19	177,109	177,109
2/07/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 40,174.19	30,558	30,558
6/07/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 10,455.57	8,014	8,014
7/07/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 4,305.14	3,399	3,399
8/07/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 43,186.60	34,358	34,358
10/07/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 15,932.83	13,213	13,213
13/07/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 9,396.20	7,510	7,510
14/07/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,389.96	1,105	1,105
15/07/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 19,649.25	15,494	15,494
17/07/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,684.90	1,312	1,312
23/07/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 7,112.59	5,257	5,257
24/07/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 309,244.02	- 224,173	- 224,173
27/07/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 38,490.65	28,449	28,449
29/07/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 58,873.13	43,514	43,514
10/08/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 267,521.05	190,667	190,667
11/08/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 45,870.88	32,693	32,693

12/08/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 35,274.83	25,141	25,141
13/08/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 5,592.66	3,986	3,986
14/08/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 152,830.48	108,925	108,925
27/08/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 18,913.11	13,980	13,980
28/08/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 3,134.26	2,234	2,234
1/09/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 292,586.26	210,908	210,908

4. Present Relevant Interests

Particulars of each relevant interest of the substantial holder in voting securities after the change 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)	NAB Asset Servicing		Investment Manager	6,193,151	6,193,151
Perennial Investment Partners Limited (ACN 087 901 620)	JP Morgan		Investment Manager	2,767,367	2,767,367
Perennial Investment Partners Limited (ACN 087 901 620)	Citigroup		Investment Manager	1,518,671	1,518,671
Perennial Investment Partners Limited (ACN 087 901 620)	BNP		Investment Manager	2,982,204	2,982,204

5. Changes in association

The persons who have become associates of, ceased to be associates of, or have changed the nature of their association with, the substantial holder in relation to voting interests in the company or scheme are as follows:

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
Perennial Investment Partners Limited	Level 29, 303 Collins Street Melbourne Victoria 3000
Simonds Group Limited	Level 4, 570 St Kilda Road Melbourne VIC 3000