

# Form 604

## Corporations Act 2001 Section 671B

### Notice of change of interests of substantial holder

To Company Name/Scheme Ardent Leisure Group

ACN/ARSN 104 529 106

#### 1. Details of substantial holder(1)

Name The companies and partnerships listed in Annexure "A" ("Substantial Holder Group")

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on 06/04/2017

The previous notice was given to the company on 29/03/2017

The previous notice was dated 29/03/2017

#### 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:

##### Substantial Holder Group

| Class of securities (4) | Previous notice |                  | Present notice |                  |
|-------------------------|-----------------|------------------|----------------|------------------|
|                         | Person's votes  | Voting power (5) | Person's votes | Voting power (5) |
| Ordinary Shares         | 26,877,746      | 5.73%            | 32,134,146     | 6.85%            |

#### 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:

See Annexure B

#### 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 |
|--------------------------------|---------------------------------|--|---|--------------------------------|----------------|
| Portfolio Services Pty Limited | Portfolio Services Pty Limited  | Portfolio Services Pty Limited                 | Portfolio Services Pty Limited has a relevant interest under section 608(1)(a) of the Act, as the registered holder of the securities.  | 16,067,073 ordinary shares     | 3.43%          |
| Ariadne Holdings Pty Limited   | Portfolio Services Pty Limited  | Portfolio Services Pty Limited                 | Ariadne Holdings Pty Limited has a relevant interest under section 608(3)(b) of the Act, as Portfolio Services Pty Limited is a wholly owned subsidiary and therefore controlled by Ariadne Holdings Pty Limited. | 16,067,073 ordinary shares     | 3.43%          |

| 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 |
|--|--|--|--|--------------------------------|----------------|
| Ariadne Australia Limited                      | Portfolio Services Pty Limited                 | Portfolio Services Pty Limited                 | Ariadne Australia Limited has a relevant interest under section 608(3)(b) of the Act, as Portfolio Services Pty Limited is a wholly owned subsidiary and therefore controlled by Ariadne Australia Limited.  | 16,067,073 ordinary shares     | 3.43%          |
| Bivaru Pty Limited                             | Portfolio Services Pty Limited                 | Portfolio Services Pty Limited                 | Bivaru Pty Limited has a relevant interest under section 608(3)(a) of the Act, as its voting power in Ariadne Australia Limited is more than 20%.<br><br>Ariadne Australia Limited has a relevant interest under section 608(3)(b) of the Act, as Portfolio Services Pty Limited is a wholly owned subsidiary and therefore controlled by Ariadne Australia Limited.<br><br>Portfolio Services Pty Limited has a relevant interest under section 608(1)(a) of the Act, as the registered holder of the securities. | 16,067,073 ordinary shares     | 3.43%          |
| Kayaal Pty Ltd as trustee for the Kayaal Trust | Kayaal Pty Ltd as trustee for the Kayaal Trust | Kayaal Pty Ltd as trustee for the Kayaal Trust | Kayaal Pty Ltd as trustee for the Kayaal Trust has a relevant interest under section 608(2) of the Act, as the registered holder of the securities.  | 16,067,073 ordinary shares     | 3.43%          |

## 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   |
|--|---|
| Portfolio Services Pty Limited                 | Wholly owned subsidiary of Ariadne Australia Limited  |
| Ariadne Holdings Pty Limited                   | Wholly owned subsidiary of Ariadne Australia Limited  |
| Ariadne Australia Limited                      | Ultimate holding company of Portfolio Services Pty Limited  |
| Bivaru Pty Limited                             | Voting power in Ariadne Australia Limited is more than 20%  |
| Kayaal Pty Ltd as trustee for the Kayaal Trust | The Substantial Holder Group A and Kayaal are associates pursuant to section 12(2)(c) of the Corporations Act as a result of the parties co-ordinating and co-operating with each other regarding their recent acquisitions of shares in Ardent. The parties have agreed verbally that in relation to Ardent and its affairs, they will coordinate their activities, their purchases of shares and their exercise of voting rights relating to shares, and will otherwise act in concert. |

## 6. Addresses

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

| Name   | Address   |
|--|---|
| Portfolio Services Pty Limited                 | Level 27, 2 Chifley Square, Sydney NSW 2000     |
| Ariadne Holdings Pty Limited                   | Level 27, 2 Chifley Square, Sydney NSW 2000     |
| Ariadne Australia Limited                      | Level 27, 2 Chifley Square, Sydney NSW 2000     |
| Bivaru Pty Limited                             | c/o Level 27, 2 Chifley Square, Sydney NSW 2000 |
| Kayaal Pty Ltd as trustee for the Kayaal Trust | GPO Box 2487, Brisbane Qld 4001                 |

## Signature

print name      Natt McMahon      capacity    Company Secretary – Ariadne Australia Limited

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sign here



date    10/04/2017

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## 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 of 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.

## Annexure A to form 604

This is Annexure A of 1 page referred to in ASIC form 604 (Notice of change of interests of substantial holder), for Ardent Leisure Group ACN 104 529 106

Sign here: 

Print name: Natt McMahon

Date: 10/04/2017

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|--|
| Portfolio Services Pty Limited, ACN 010 565 670                |
| Ariadne Holdings Pty Limited ACN 008 460 357                   |
| Ariadne Australia Limited, ACN 010 474 067                     |
| Bivaru Pty Limited ACN 003 020 184                             |
| Kayaal Pty Ltd ACN 065 998 996 as trustee for the Kayaal Trust |

## Annexure B to form 604

This is Annexure B of 1 page referred to in ASIC form 604 (Notice of change of interests of substantial holder), for Ardent Leisure Group ACN 104 529 106

Sign here:



Print name: Natt McMahon

Date: 10/04/2017

| Holder of Relevant Interest                    | Transaction Type      | Date       | No. Shares | Consideration |
|--|-----------------------|------------|------------|---------------|
| Portfolio Services Pty Ltd                     | Purchase - on market  | 29/03/2017 | 821,550    | 1,466,466.75  |
| Portfolio Services Pty Ltd                     | Purchase - on market  | 30/03/2017 | 636,711    | 1,154,038.69  |
| Portfolio Services Pty Ltd                     | Purchase - on market  | 5/04/2017  | 399,593    | 747,278.87    |
| Portfolio Services Pty Ltd                     | Purchase - off market | 6/04/2017  | 500,000    | 945,400.00    |
| Portfolio Services Pty Ltd                     | Purchase - on market  | 10/4/2017  | 270,346    | 525,255.24    |
| Kayaal Pty Ltd as trustee for the Kayaal Trust | Purchase - on market  | 29/03/2017 | 821,550    | 1,466,466.75  |
| Kayaal Pty Ltd as trustee for the Kayaal Trust | Purchase - on market  | 30/03/2017 | 636,711    | 1,154,038.69  |
| Kayaal Pty Ltd as trustee for the Kayaal Trust | Purchase - on market  | 5/04/2017  | 399,593    | 747,278.87    |
| Kayaal Pty Ltd as trustee for the Kayaal Trust | Purchase - off market | 6/04/2017  | 500,000    | 945,400.00    |
| Kayaal Pty Ltd as trustee for the Kayaal Trust | Purchase - off market | 10/4/2017  | 270,346    | 525,255.24    |

Each of the above transactions has resulted in a corresponding change in the relevant interests of each of Bivaru Pty Limited, Ariadne Australia Limited, Ariadne Holdings Pty Limited, Portfolio Services Pty Limited and Kayaal Pty Ltd ACN 065 998 996 as trustee for the Kayaal Trust the nature of which is as set out in section 4.