

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

**Notice of change of interests of substantial holder**

**To :** THE REJECT SHOP LIMITED  
**ACN:** 006 122 676  
**ASX Code:** TRS

**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: 23/05/2017  
The previous notice was given to the company on: 03/05/2017  
The previous notice was dated: 01/05/2017

**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 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	1,469,243	5.091%	1,773,884	6.147%

**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
2/05/2017	Perennial Value Management Limited (ACN 090 879 904)	Purchased on market	\$ 106,923.31	25,692	25,692
3/05/2017	Perennial Value Management Limited (ACN 090 879 904)	Purchased on market	\$ 149,603.07	36,595	36,595

4/05/2017	Perennial Value Management Limited (ACN 090 879 904)	Purchased on market	\$ 120,992.81	29,590	29,590
12/05/2017	Perennial Value Management Limited (ACN 090 879 904)	Purchased on market	\$ 74,231.35	18,857	18,857
15/05/2017	Perennial Value Management Limited (ACN 090 879 904)	Purchased on market	\$ 380,745.63	102,510	102,510
16/05/2017	Perennial Value Management Limited (ACN 090 879 904)	Purchased on market	\$ 161,450.50	44,698	44,698
18/05/2017	Perennial Value Management Limited (ACN 090 879 904)	Purchased on market	\$ 41,123.43	11,998	11,998
23/05/2017	Perennial Value Management Limited (ACN 090 879 904)	Purchased on market	\$ 118,935.03	34,701	34,701

#### 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 Value Management Limited (ACN 090 879 904) and its subsidiaries	NAB Asset Servicing		Investment Manager	1,049,434	1,049,434
Perennial Value Management Limited (ACN 090 879 904) and its subsidiaries	Citigroup		Investment Manager	190,176	190,176
Perennial Value Management Limited (ACN 090 879 904) and its subsidiaries	BNP		Investment Manager	531,575	531,575
IOOF Investment Management Limited (ACN 006 695 021)	BNP		Investment Manager	2,699	2,699

### 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
THE REJECT SHOP LIMITED	245 Racecourse Rd, KENSINGTON, VIC, AUSTRALIA, 3031
Perennial Investment Partners Limited	Level 27, 88 Phillips Street, Sydney NSW 2000
IOOF Investment Management Limited	Level 6, 161 Collins Street Melbourne Victoria 3000