

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme FLAGSHIP INVESTMENTS LIMITED (FSI)

ACN/ARSN 080 135 913

1. Details of substantial holder (1)

Name EMMANUEL CLIVE POHL

ACN/ARSN (if applicable) _____

There was a change in the interests of the
substantial holder on

18 /12 /2015

The previous notice was given to the company on

17 /6 /2015

The previous notice was dated

18 /06 /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)
Fully paid ordinary	8,309,413	32.93%	8,878,589	35.04%

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
	SEE ANNEXURE "A"				

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
	SEE ANNEXURE "B"				

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
Citi Nominees Pty Limited	Custodian for funds management clients of EC Pohl & Co Pty Ltd

6. Addresses

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

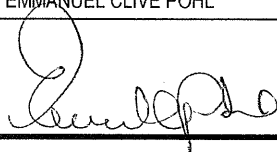
Name	Address
Emmanuel Clive Pohl	Level 12, 2 Corporate Court Bundall QLD 4217
Individually Managed Accounts	Level 12, 2 Corporate Court Bundall QLD 4217
Power of Attorney clients	Level 12, 2 Corporate Court Bundall QLD 4217
Citi Nominees Pty Limited	GPO Box 764G Melbourne VIC 3001

Signature

print name EMMANUEL CLIVE POHL

Capacity

sign here



date 21 December 2015

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.

Flagship Investments Limited

Annexure A

Date of Change	Person whose relevant interest changed	Nature of change	Consideration	Number of Securities	Class
1/12/2015	POA client	Sales on market (on shareholders instructions)	-331,644.27	-238,593	Ord F/P
11/09/2015	Various POA clients	Sales on market (on shareholders instructions)	-12,844.89	-7,257	Ord F/P
18/12/2015	POHL P/L <POHL FAMILY TRUST>	Off market purchase	699,774.06	568,922	Ord F/P
18/12/2015	Astuce Group Limited	Off market purchase	100,000.23	81,301	Ord F/P
				404,373	

This is Annexure "A" of 1 page as mentioned in form 604 Notice of change of interests of substantial holder



Emmanuel Clive Pohl

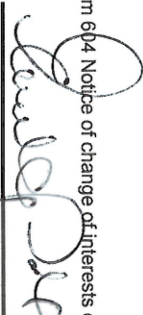
Date: 21 December 2015

Annexure B

FLAGSHIP INVESTMENTS LIMITED

Holder of Relevant Interest	Registered Holder of Securities	Person entitled to be Registered as Holder	Nature of Relevant Interest	Holding Class
EC Pohl	Citigroup	Asituce Group Limited	Power of Attorney	2,500,808 Ordinary Fully Paid
EC Pohl	Pohl P/L <Gap Investments Unit Trust>	Pohl P/L <Gap Investments Unit Trust>	unit holder	1,744,543 Ordinary Fully Paid
EC Pohl	Citigroup	Pohl P/L <HJJ Superannuation Fund>	Trustee	820,300 Ordinary Fully Paid
EC Pohl	Citigroup	Pohl P/L <Pohl Family Trust>	Trustee	293,129 Ordinary Fully Paid
EC Pohl	Citigroup	JC POHL Family Trust	Power of Attorney	3,836 Ordinary Fully Paid
EC Pohl	Cidel Bank & Trust Inc	Cidel Bank & Trust Inc	Power of Attorney	514,201 Ordinary Fully Paid
EC Pohl	Dr A E Laubscher	Dr A E Laubscher	Power of Attorney	26,485 Ordinary Fully Paid
EC Pohl	P Huysamer	P Huysamer	Power of Attorney	16,388 Ordinary Fully Paid
EC Pohl	Dr C Laubscher	DR C Laubscher	Power of Attorney	558,022 Ordinary Fully Paid
EC Pohl	Dr R E E Laubscher	Dr R E E Laubscher	Power of Attorney	586,580 Ordinary Fully Paid
EC Pohl	D C Grolman	D C Grolman	Power of Attorney	39,009 Ordinary Fully Paid
EC Pohl	J H Eckard	J H Eckard	Power of Attorney	184,291 Ordinary Fully Paid
EC Pohl	K S & C L Kourie	K S & C L Kourie	Power of Attorney	76,210 Ordinary Fully Paid
EC Pohl	H Demetriades	H Demetriades	Power of Attorney	123,600 Ordinary Fully Paid
EC Pohl	KG Paterson <Chaice W Paterson A/C>	KG Paterson <Chaice W Paterson A/C>	Power of Attorney	19,541 Ordinary Fully Paid
EC Pohl	KG Paterson <Paris R Paterson A/C>	KG Paterson <Paris R Paterson A/C>	Power of Attorney	16,380 Ordinary Fully Paid
EC Pohl	KH Foster <Joshua M Foster A/C>	KH Foster <Joshua M Foster A/C>	Power of Attorney	11,118 Ordinary Fully Paid
EC Pohl	KH Foster <Samuel J Foster A/C>	KH Foster <Samuel J Foster A/C>	Power of Attorney	10,195 Ordinary Fully Paid
EC Pohl	S Valmadre	S Valmadre	Power of Attorney	840,527 Ordinary Fully Paid
EC Pohl	Petula Pty Ltd ATF Ryan Family a/c	Petula Pty Ltd ATF Ryan Family a/c	Power of Attorney	188,500 Ordinary Fully Paid
EC Pohl	A Jansen Van Vuuren	A Jansen Van Vuuren	Power of Attorney	3149 Ordinary Fully Paid
EC Pohl	FNB International Trustees Limited <The Whitey B FNB International Trustees Limited <The Whitey Basson Intl a Power of Attorney		Power of Attorney	301,777 Ordinary Fully Paid
EC Pohl				8,878,589

This is Annexure "B" of 1 page as mentioned in form 604 Notice of change of interests of substantial holder


Emmanuel Clive Pohl

Date: 21 December 2015