

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Plan B Group Holdings Limited ("Plan B")
ACN/ARSN 124 951 337

1. Details of substantial holder (1)

Name IOOF Holdings Limited ("IOOF")
ACN/ARSN (if applicable) 100 103 722

There was a change in the interests of the substantial holder on 21 / 08 / 2012

The previous notice was given to the company on 20 / 08 / 2012

The previous notice was dated 20 / 08 / 2012

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)
Ordinary shares	1,807,725	2.211%	1,807,725	2.21%

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
21/08/12	IOOF	Acquisition of relevant interest in ordinary shares in Plan B as a result of acceptances of takeover offers made by IOOF dated 9 August 2012, the terms of which are set out in IOOF's Bidder's Statement dated 26 July 2012 ("Offer").	\$0.60 cash per Plan B ordinary share, reduced by the amount of any permitted dividend paid by Plan B to Plan B shareholders pursuant to the terms of the Offer.	886,480	1.08%

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
IOOF	Plan B shareholders to whom the Offer was made and who have accepted the Offer.	IOOF subject to the terms of the Offer.	Relevant interest under section 608 of the Corporations Act 2001 (Cwlth) as a result of acceptances of the Offer.	2,694,205	3.29%

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
Plan B	Level 28, Central Park, 152-158 St Georges Tce, Perth WA 6000
IOOF	Level 6, 161 Collins Street, Melbourne Victoria 3000

Signature

print name Danielle Corcoran Capacity Company Secretary

sign here 

date 21 / 08 / 2012