

**Deacons**

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**Date** 23 December 2008**Other Offices**

Brisbane  
Canberra  
Perth  
Sydney

**Independent  
Affiliated Firms**

Hong Kong  
Indonesia  
Malaysia  
People's Republic of  
China  
Singapore  
Taiwan  
Thailand  
Vietnam

**facsimile**

|   |   |
|---|---|
| <b>To</b>                                     | <b>Facsimile</b>  |
| Funtastic Limited                             | 9535 5897   |
| Company Announcements Platform<br>ASX Limited | 1300 135 638  |
| <b>From</b>                                   | <b>Facsimile</b>  |
| Gary Thomas/Jyoti Singh                       | +61 (0)3 8686 6505  |
| <b>Our Ref</b>                                | 2667174   |
| <b>Subject</b>                                | Funtastic Limited - Notice of Change of substantial<br>holder |
| <b>Pages</b>                                  | (including this page)   |

We act for Pizmony Investment Company Pty Ltd.

Attached in accordance with section 671B of the Corporations Act 2001, is a notice of change of interests of substantial holder in relation to shares in Funtastic Limited.

Yours sincerely,

Gary Thomas/Jyoti Singh  
Deacons

Direct Line: +61 (0)3 8686 6075/6515

Email: gary.thomas@deacons.com.au;jyoti.singh@deacons.com.au

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### Form 604

Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To: Company Name/Scheme  
ACN/ARBN Futuristic Limited  
963 886 199

1. Details of substantial holder (1)  
Name See Table 1 in Annexure A  
ACN/ARBN (if applicable)

There was a change in the interests of the substantial holder on 19/12/08  
The previous notice was given to the company on 22/05/08  
The previous notice was dated 22/05/08

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                | 31,045,961      | 18.8%            | 20,045,961     | 12.11%           |

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 |
|----------------|--|--|---|---|-------------------------|
| 19/12/08       | Pitmany Investment Company Pty Ltd                 | Cessation of association with former consortium members, see Annexure B. | N/A   | 11,000,000 ordinary shares              | 11,000,000              |
| 19/12/08       | NSR Toys Pty Ltd ATF Pitmany Family Trust          | Cessation of association with former consortium members, see Annexure B. | N/A   | 11,000,000 ordinary shares              | 11,000,000              |
| 19/12/08       | N Pitmany and M L Pitmany                          | Cessation of association with former consortium members, see Annexure B. | N/A   | 11,000,000 ordinary shares              | 11,000,000              |
| 19/12/08       | Holdrey Pty Ltd ATF The Don Mathieson Family Trust | Cessation of association with former consortium members, see Annexure B. | N/A   | 11,000,000 ordinary shares              | 11,000,000              |

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 (5) | Class and number of securities | Person's votes |
|-----------------------------|---------------------------------|--|---------------------------------|--------------------------------|----------------|
| Refer Table 2 in Annexure A |                                 |  |                                 |                                |                |

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/ARBN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| Refer Annexure B                  |                       |

6. Addresses  
The addresses of the persons named in this form are as follows:

| Name | Address |
|------|---------|
|      |         |

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Refer Table 1 in Annexure A

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Signature

print name Nir Plamony

capacity Director

sign here

date

23/12/08

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 7 of the form.
- (2) See the definition of "associate" in section 8 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 verifying 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).
- (7) See the definition of "relevant agreement" in section 9 of the Corporations Act 2001. 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 associates in relation to the acquisition, 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.

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## Annexure A

This is Annexure A of 2 page referred to in Form 604 signed by me on 23 December 2008.

Signature: 

Name: Nir Pizmony

Table 1. Substantial Holders

| Name of Substantial Holder  | Address   | ACN         |
|---|---|-------------|
| Pizmony Investment Company Pty Ltd  | 118 Balmain Street Richmond VIC 3121  | 131 178 651 |
| N Pizmony   | 8 Hume Road, Caulfield North VIC 3161   | N/A         |
| NSR Toys Pty Ltd ATF Pizmony Family Trust   | 313 Glenferrie Road Malvern VIC 3144  | 082 218 789 |
| N Pizmony and M L Pizmony   | 7-8 Hume Road, Caulfield North VIC 3161/<br>313 Glenferrie Road Malvern VIC 3144  | N/A         |
| Holdrey Pty Ltd ATF The Don Mathieson Family Trust  | Wilson Buck Chartered Accountants Level 2 218 Spring Street<br>Melbourne VIC 3000 | 008 601 524 |
| DDVM Superannuation Nominees Pty Ltd ATF DDVM Super Fund  | c/- William Buck Pty Ltd, Level 2, 215 Spring Street, Melbourne                   | 073 404 018 |
| Stewart John Alistair Downs & Lauren Michelle Mathieson Downs ATF S&L Downs Superannuation Fund | c/- 19 Rowland St, Kew VIC  | N/A         |
| Lauren Michelle Mathieson Downs   | 19 Rowland St, Kew  | N/A         |

Table 2. Present Relevant Interest

| Holder of relevant interest                              | Registered Holder of securities                          | Person entitled to be registered as holder               | Nature of relevant interest   | Class and number of securities | Person's votes |
|--|--|--|---|--------------------------------|----------------|
| Pizmony Investment Company Pty Ltd                       | Russell Pty Limited                                      | Russell Pty Limited                                      | Relevant interest under section 608(1)(c) of the Corporations Act as a result of deed in respect of securities. | 11,000,000 ordinary shares     | 11,000,000     |
| N Pizmony  | N Pizmony  | N Pizmony  | Relevant interest under section 608(1)(a) of the Corporations Act.  | 47,523 ordinary shares         | 47,523         |
| NSR Toys Pty Ltd ATF Pizmony Family Trust                | Russell Pty Limited                                      | Russell Pty Limited                                      | Relevant interest under 608(3) of the Corporations Act.   | 11,000,000 ordinary shares     | 16,887,019     |
|  | NSR Toys Pty Ltd ATF Pizmony Family Trust                | NSR Toys Pty Ltd ATF Pizmony Family Trust                | Relevant interest under section 608(1)(a) of the Corporations Act and   | 5,587,019 ordinary shares      |                |
| N Pizmony and M L Pizmony                                | Russell Pty Limited                                      | Russell Pty Limited                                      | Relevant interest under 608(3) of the Corporations Act.   | 11,000,000 ordinary shares     | 12,221,200     |
|  | NSR Toys Pty Ltd ATF Pizmony Family Trust                | NSR Toys Pty Ltd ATF Pizmony Family Trust                | Relevant interest under section 608(1)(a) of the Corporations Act and   | 1,221,200 ordinary shares      |                |
| Holdrey Pty Ltd ATF The Don Mathieson Family Trust       | Russell Pty Limited                                      | Russell Pty Limited                                      | Relevant interest under 608(3) of the Corporations Act.   | 11,000,000 ordinary shares     | 12,370,219     |
|  | Holdrey Pty Ltd ATF The Don Mathieson Family Trust       | Holdrey Pty Ltd ATF The Don Mathieson Family Trust       | Relevant interest under section 608(1)(a) of the Corporations Act and   | 1,370,219 ordinary shares      |                |
| DDVM Superannuation Nominees Pty Ltd ATF DDVM Super Fund | DDVM Superannuation Nominees Pty Ltd ATF DDVM Super Fund | DDVM Superannuation Nominees Pty Ltd ATF DDVM Super Fund | Relevant interest under section 608(1)(a) of the Corporations Act.  | 200,000 ordinary shares        | 200,000        |

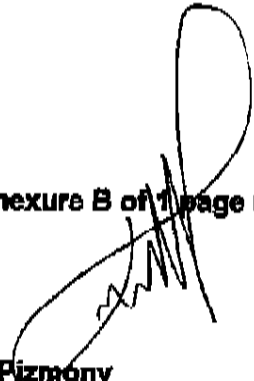
|   |   |   |  |                         |         |
|---|---|---|--|-------------------------|---------|
| Stewart John Alistair Downs & Lauren Michelle Mathieson Downs ATF S&L Downs Superannuation Fund | Stewart John Alistair Downs & Lauren Michelle Mathieson Downs ATF S&L Downs Superannuation Fund | Stewart John Alistair Downs & Lauren Michelle Mathieson Downs ATF S&L Downs Superannuation Fund | Relevant Interest under section 608(1)(a) of the Corporations Act. | 71,345 ordinary shares  | 71,435  |
| Lauren Michelle Mathieson Downs   | Lauren Michelle Mathieson Downs   | Lauren Michelle Mathieson Downs   | Relevant Interest under section 608(1)(a) of the Corporations Act. | 548,655 ordinary shares | 548,655 |

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**Annexure B**

**This is Annexure B of 1 page referred to in Form 604 signed by me on 23 December 2008.**

**Signature:**



**Name: Nir Pizmony**

| <b>Name and AOM/ARON (if applicable)</b>  | <b>Nature of association</b>   |
|---|--|
| Russell Pty Limited   | The first listed Substantial Holder is no longer associated with this person as a result of withdrawing from the consortium. See copy of withdrawal notice at Exhibit 1. |
| Archer Capital 4A Pty Ltd   | As above   |
| Archer Capital 4B Pty Ltd   | As above   |
| ACA Beico BVBA  | As above   |
| Archer Group*   | As above   |
| ACA Luxco Sarl  | As above   |
| Archer Capital Fund 4 LP, an exempted limited partnership (Archer Capital GP4 Limited is the general partner) | As above   |

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23/12 2008 16:48 FAX 61 3 8688 8505

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008/019

604-GL1106 page 7/1 13 March 2000

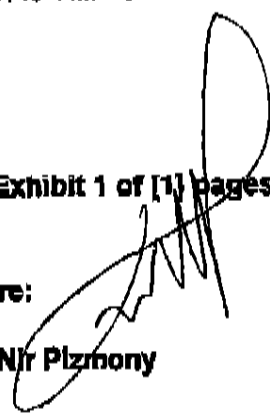
**Exhibit 1**

**This is Exhibit 1 of [1] pages referred to in Form 604 signed by me on 23 December 2008.**

**Signature:**

**Name: Nir Plizmony**

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**Pizmony Investment Company Pty Ltd**  
**ACN 131 178 651**  
**(Company)**

19 December 2008

Justin Punch  
Archer Capital 4A Pty Ltd  
Archer Capital 4B Pty Ltd  
AC4 Belco BVBA  
(collectively, Archer)

By email [jpunch@archercapital.com.au](mailto:jpunch@archercapital.com.au)


Dear Justin

**Withdrawal from Consortium**

We refer to your discussion with Paul Saller regarding the consortium established by Archer and the Company through Russett Pty Ltd ACN 131 157 018 (Consortium).

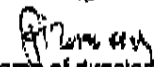

This is the Company's notice that it withdraws from the Consortium with immediate effect.

Executed by Pizmony Investment  
Company Pty Ltd ACN 131 178 651 in  
accordance with section 127 of the  
Corporations Act 2001:

  
Director/company secretary

**GARY MATHIESON**  
Name of director/company secretary  
(BLOCK LETTERS)

Director

   
Name of director  
(BLOCK LETTERS)

23/12 2008 16:48 FAX 61 3 8688 8505

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010/019

604 GUIDE

page 9/1

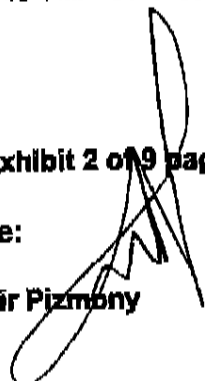
18 March 2000

**Exhibit 2**

**This is Exhibit 2 of 9 pages referred to in Form 604 signed by me on 23 December 2008.**

**Signature:**

**Name: Nir Pizmony**



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Archer Capital 4A Pty Ltd

Archer Capital 4B Pty Ltd

AC4 Belco BVBA

Russett Pty Ltd

Pizmony Investment Company Pty Ltd

# Deed in respect of Securities

Date 20 MAY 2008

## Parties

**Archer Capital 4A Pty Ltd** (as trustee for Archer Capital Trust 4A) of Suite 7, Pier 2/3, 13 Hickson Road Dawes Point NSW 2000.

**Archer Capital 4B Pty Ltd** (as trustee for Archer Capital Trust 4B) of Suite 7, Pier 2/3, 13 Hickson Road Dawes Point NSW 2000.

**AC4 Belco BVBA** of Avenue Louise 331-333, 1050 Brussels, Belgium

**Russell Pty Ltd** ACN 131 157 018 of Suite 7, Pier 2/3, 13 Hickson Road Dawes Point NSW 2000

(collectively, Archer)

**Pizmony Investment Company Pty Ltd** ACN [insert] of 118 Balmain Street, Richmond, Victoria 3121 (Pizmony)

## Background

- A Archer has or will acquire Securities, and Pizmony and its Associates already hold Securities.
- B Archer and Pizmony (the Consortium Members) are proposing to make a joint bid for all of the issued shares in the Company (Proposal).
- C The Consortium Members are entering into this document to record the terms and conditions on which they have agreed to deal in their respective Securities should the Proposal not proceed.

## Agreed terms

### 1 Interpretation

#### 1.1 Definitions

In this Deed:

**Associate** has the meaning given in section 12 of the Corporations Act, other than any associates who are not Related Bodies Corporate, and who become associates merely as a result of the arrangements relating to the Consortium or the Proposal.

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**Business Day** means a day that is not a Saturday, Sunday or bank or public holiday in Sydney.

**Company** means Fantastic Limited ACN 063 836 199.

**Consortium** means a consortium formed or to be formed by Archer, Pizmony and Pizmony's equity partners for the purposes of acquiring all of the Securities in the Company.

**Corporations Act** means the Corporations Act 2001 (Cth).

**Encumbrance** means any security interest, profit a prendre, easement, restrictive covenant, equity interest, garnishee order, writ of execution, right of set-off, lease, licence to use or occupy, assignment of income or monetary claim and any agreement to create any of them or allow them to exist.

**Related Body Corporate** has the meaning given in the Corporations Act.

**Relevant Period** means in respect of:

- (a) all of the Securities held by a Consortium Member or its Associates, until 31 October 2008; and
- (b) half of the Securities held by a Consortium Member or its Associates, until 28 February 2009.

**Securities** means until:

- (a) 31 October 2008, all of the securities held by a Consortium Member or its Associates; and
- (b) 28 February 2009, half of the securities held by a Consortium Member or its Associates,

in the Company during the Relevant Period.

**Term Sheet** means the indicative, non-binding term sheet governing the arrangements of the Consortium Members in respect of the joint bid dated on or about the date of this document.

**Transfer** means to transfer, sell, assign, convey, grant any option over, create any Encumbrance or otherwise dispose of any legal or beneficial interest in a Security.

## 1.2 Construction

Unless expressed to the contrary, in this document:

- (a) words in the singular include the plural and vice versa;
- (b) any gender includes the other genders;
- (c) if a word or phrase is defined its other grammatical forms have corresponding meanings;
- (d) "Includes" means includes without limitation;
- (e) no rule of construction will apply to a clause to the disadvantage of a party merely because that party put forward the clause or would otherwise benefit from it;

- (f) a reference to:
- (i) time is to local time in Sydney;
  - (ii) "\$" or "dollars" is a reference to Australian currency;
  - (iii) this document includes all schedules and annexures to it; and
  - (iv) a clause, schedule or annexure is a reference to a clause, schedule or annexure, as the case may be, of this document;
- (g) If the date on or by which any act must be done under this document is not a Business Day, the act must be done on or by the next Business Day; and
- (h) where time is to be calculated by reference to a day or event, that day or the day of that event is excluded.

### 1.3 Headings

Headings do not affect the interpretation of this document.

## 2 Transfers and Tag along

### 2.1 Prohibition on Transfer

- (a) Subject to clause 2.1(e), a Consortium Member must not, and a Consortium Member must ensure that its Associates do not, effect any Transfer of any Securities during the Relevant Period except with the prior written consent of the other Consortium Member or through the operation of clause 2.2.
- (b) Each Consortium Member must use its reasonable endeavours to procure that the Company places a holding lock on the Securities of the Consortium Members and their respective Associates as soon as reasonably practicable after the date of this document to reflect the terms of this document.
- (c) Pizmony may Transfer:
- (i) to persons Associated with the Mathieson family (except if they are also Associates of Pizmony), 2,000,000 Securities; and
  - (ii) to NSR Toys Pty Limited ACN 082 219 789 (as trustee for the Pizmony Family Trust) and Nir Pizmony and Maria Lutgarda Pizmony (as trustees for the Pizmony Family Superannuation Fund), in each case conditional on the transferees agreeing to be bound by this document.

### 2.2 Tag along option

- (a) If a Consortium Member (Transferor) wishes to effect a Transfer of all their Securities to a third party (Third Party Purchaser) during the Relevant Period, it must immediately notify the other Consortium Member in writing (Transfer Notice).

- (b) The other Consortium Member (Other Parties) will have the option (Tag Along Option) to require all of their Securities to be sold together with the Transferor's Securities to the Third Party Purchaser in accordance with this clause 2.2.
- (c) The Other Parties may exercise the Tag Along Option by giving written notice to that effect to the Transferor (Tag Along Notice) within 10 Business Days after the receipt of the Transfer Notice (Exercise Period). The Tag Along Notice must be in respect of all of the Securities held by the relevant Other Parties (Other Parties' Securities).
- (d) Once the Tag Along Notice is issued it is irrevocable but it will lapse if for any reason there is not a Transfer of the Transferor's Securities and the Other Parties' Securities within the later of 20 Business Days after the end of the Exercise Period and the date for completion as specified in the Transfer Notice; and for the avoidance of doubt, the prohibition on Transfer set out in clause 2.1 remains on foot.
- (e) The prohibition on Transfer set out in clause 2.1 will cease to apply to both Consortium Members if the Other Parties do not issue a Tag Along Notice, in accordance with clause 2.2(c).
- (f) The Transfer of the Other Parties' Securities the subject of a Tag Along Notice must be on the same terms and conditions (including as to the price payable on a per Security basis and the date of the Transfer) applying to the Transfer of the Transferor's Securities to the Third Party Purchaser.

### 3 General

#### 3.1 Notices

A notice, demand, certification, process or other communication relating to this document must be in writing in English and delivered to the relevant party's registered office.

#### 3.2 Further steps

Each party must promptly do whatever any other party reasonably requires of it to give effect to this document and to perform its obligations under it.

#### 3.3 Governing law and jurisdiction

- (a) This document is governed by and is to be construed in accordance with the laws applicable in New South Wales.
- (b) Each party irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of New South Wales and any courts which have jurisdiction to hear appeals from any of those courts and waives any right to object to any proceedings being brought in those courts.

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**3.4 Counterparts**

This document may consist of a number of counterparts and, if so, the counterparts taken together constitute one document.

**3.5 Assignment**

No party may assign or novate this document or any right, benefit or obligation under this document or otherwise permit a third party to be substituted for it under this document without the prior written consent of the other party (which consent may be withheld in the absolute discretion of that other party).



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Executed as a deed.

Executed by Archer Capital 4A Pty Ltd by its duly authorised officer in the presence of:

*[Signature]*  
.....  
Witness

*THOMAS ASHALL*  
.....  
Name of Witness (print)

*[Signature]*  
.....  
Officer

*JUSTINE PUNCH*  
.....  
Name of Officer (print)

Executed by Archer Capital 4B Pty Ltd by its duly authorised officer in the presence of:

*[Signature]*  
.....  
Witness

*THOMAS ASHALL*  
.....  
Name of Witness (print)

*[Signature]*  
.....  
Officer

*JUSTINE PUNCH*  
.....  
Name of Officer (print)

Executed by AC4 Belco BVBA by its duly appointed officer in the presence of:

*[Signature]*  
.....  
Witness

.....  
Name of Witness (print)

.....  
Officer  
.....  
Name of Officer (print)

Executed by Russett Pty Ltd

*[Signature]*  
.....  
Company Secretary/Director

*Jeffrey Lim*  
.....  
Name of Company Secretary/Director (print)

*[Signature]*  
.....  
Director

*JUSTINE PUNCH*  
.....  
Name of Director (print)

For personal use only

Executed as a deed.

Executed by Archer Capital 4A Pty Ltd by its duly authorised officer in the presence of: )

Witness

Officer

Name of Witness (print)

Name of Officer (print)

Executed by Archer Capital 4B Pty Ltd by its duly authorised officer in the presence of: )

Witness

Officer


Name of Witness (print)

Name of Officer (print)

Executed by AC4 Belco BVBA by its duly appointed officer in the presence of: )



Witness



Officer

~~Ann LAIR~~  
Name of Witness (print)

~~BRIG WATRAEVEN~~ Manager  
Name of Officer (print)

Executed by Russcott Pty Ltd )

Company Secretary/Director

Director

Name of Company Secretary/Director (print)

Name of Director (print)

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Executed by Piziny Investment  
Company Pty Ltd

Company Secretary/Director

Name of Company Secretary/Director  
(print)

*[Handwritten signature]*  
PAUL SALTER

Director

Name of Director (print)

*[Handwritten signature]*  
Alman NIN