

**Form 603  
Corporations Act 2001  
Section 671B**

**Notice of initial substantial holder**

To : Funtastic Limited  
ACN: 063 886 199  
ASX Code: FUN

**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.

The holder became a substantial shareholder on: 19/12/2012

**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interest in the scheme that the substantial holder or an associate had a relevant interest in on the date the substantial holder is as follows:

<b>Class of securities</b>	<b>Number of securities</b>	<b>Person's votes</b>	<b>Voting Power</b>
Ordinary	35,780,916	35,780,916	6.653%

**3. Details of present registered holders**

The persons registered as holders of the securities are as follows:

<b>Holder</b>	<b>Registered holder of securities</b>	<b>Person Entitled to be holder</b>	<b>Nature of relevant interest</b>	<b>Class &amp; Number (Ord)</b>	<b>Person's votes</b>
Perennial Investment Partners Limited (ACN 087 901 620)	State Street		Investment Manager	8,168,766	8,168,766

Perennial Investment Partners Limited (ACN 087 901 620)	NAB Asset Servicing		Investment Manager	15,298,332	15,298,332
Perennial Investment Partners Limited (ACN 087 901 620)	JP Morgan		Investment Manager	1,054,968	1,054,968
Perennial Investment Partners Limited (ACN 087 901 620)	BNP		Investment Manager	11,258,850	11,258,850

#### 4. Consideration

The consideration paid for each relevant interest and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Date	Person	Nature	Consideration	Class & number (ord)	Person's votes
19/12/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 7,526,390.43	35,780,916	35,780,916

#### 5. Associates

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
Funtastic Limited	Level 2, Tower 2, Chadstone PI, 1341 Dandenong Rd Chadstone VIC 3148
Perennial Investment Partners Limited	Level 24, 303 Collins Street Melbourne Victoria 3000