

## Form 604

Corporations Law  
Section 671B

### Notice of change of interests of substantial holder

To Company Name/Scheme **FUNTASTIC LIMITED**

ACN/ARSN **063 868 199**

#### 1. Details of substantial holder (1)

Name **PERPETUAL LIMITED and subsidiaries**

ACN (if applicable) **000 431 827**

There was a change in the interests of the  
Substantial holder on **30 / 09 / 2013**

The previous notice was given to the company on **27 / 09 / 2013**

The previous notice was dated **25 / 09 / 2013**

#### 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) |
| <b>Ordinary</b>         | <b>42,759,690</b> | <b>6.63%</b>     | <b>34,196,351</b> | <b>5.31%</b>     |
|                         |                   |                  |                   |                  |

#### 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 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 |
|----------------|--|----------------------|---|---|-------------------------|
|                | <b>Refer annexure 3</b>                |                      |   |   |                         |
|                |  |                      |   |   |                         |

#### 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 |
|-----------------------------|---------------------------------|--|---------------------------------|--------------------------------|----------------|
|                             | <b>Refer annexure 1 &amp; 2</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 (if applicable) | Nature of association |
|------------------------------|-----------------------|
| Refer to Annexure 1          |                       |
|                              |                       |

6. Addresses

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

| Name                | Address |
|---------------------|---------|
| Refer to Annexure 1 |         |
|                     |         |

  
Signature

Print name **GLEND A CHARLES** Capacity **DEPUTY COMPANY SECRETARY**

**ANNEXURE 1 - Perpetual Investments Account Codes & Details**
**Perpetual Investments Management Limited (PIML), subsidiary of Perpetual Limited, as Responsible Entity for:**

| INTERNAL CODE         | ACCOUNT DETAILS  | REGISTRATION DETAILS   |
|-----------------------|--|--|
| <b>ALL 'PC' CODES</b> | RBC Investor Services Trust<br>ACF: PIML (Select Investments)<br>RBC Dexia Investor Services Australia Pty Limited<br>GPO Box 5430 Sydney NSW 2001   | RBC Investor Services Trust<br>ACF: PIML (Select Investments)<br>RBC Dexia Investor Services Australia Pty Limited<br>GPO Box 5430 Sydney NSW 2001 |
| <b>PCEF</b>           | RBC Investor Services Trust<br>ACF: Perpetual's Wholesale Concentrated Equity Fund<br>Account Code: PICEF<br>GPO Box 5430 Sydney NSW 2001  | RBC Investor Services Trust<br><PIPOOLED A/C><br>GPO Box 5430 Sydney NSW 2001  |
| <b>PIBIAS</b>         | RBC Investor Services Trust<br>ACF: Perpetual Pure Value Share Fund<br>Account Code: PIBIAS<br>GPO Box 5430 Sydney NSW 2001  | RBC Investor Services Trust<br><PIPOOLED A/C><br>GPO Box 5430 Sydney NSW 2001  |
| <b>PIGPVF</b>         | RBC Investor Services Trust<br>ACF: Perpetual's Pure Value 2 Share Fund<br>Account Code: PIGPVF<br>GPO Box 5430 Sydney NSW 2001  | RBC Investor Services Trust<br><PIPOOLED A/C><br>GPO Box 5430 Sydney NSW 2001  |
| <b>PIGSFP</b>         | RBC Investor Services Trust<br>ACF: Perpetual's Australian Share Fund<br>Account Code: PIGSFP<br>GPO Box 5430 Sydney NSW 2001  | RBC Investor Services Trust<br><PIPOOLED A/C><br>GPO Box 5430 Sydney NSW 2001  |
| <b>PIICAP</b>         | RBC Investor Services Trust<br>ACF: WealthFocus Investment Advantage Perpetual Australian Share Fund<br>Account Code: PIICAP<br>GPO Box 5430 Sydney NSW 2001   | RBC Investor Services Trust<br><PI Investor Choice A/C><br>GPO Box 5430 Sydney NSW 2001  |
| <b>PMISF</b>          | RBC Investor Services Trust<br>ACF: Perpetual's Industrial Share Fund<br>Account Code: PMISF<br>GPO Box 5430 Sydney NSW 2001   | RBC Investor Services Trust<br><PIPOOLED A/C><br>GPO Box 5430 Sydney NSW 2001  |
| <b>PIRAF</b>          | RBC Investor Services Trust<br>ACF: Perpetual Resources Fund<br>Account code: PIRAF<br>GPO Box 5430 Sydney NSW 2001  | RBC Investor Services Trust<br><PIPOOLED A/C><br>GPO Box 5430 Sydney NSW 2001  |
| <b>PISINP</b>         | RBC Investor Services Trust<br>ACF: WealthFocus Investment Advantage Perpetual Industrial Share Fund<br>Account Code: PISINP<br>GPO Box 5430 Sydney NSW 2001   | RBC Investor Services Trust<br><PI Investor Choice A/C><br>GPO Box 5430 Sydney NSW 2001  |
| <b>PISMA1</b>         | RBC Investor Services Trust<br>ACF: SMA Equity Imputation Portfolio<br>Account Code: PISMA1<br>GPO Box 5430 Sydney NSW 2001  | RBC Investor Services Trust<br><PIPOOLED A/C><br>GPO Box 5430 Sydney NSW 2001  |
| <b>PISMA2</b>         | RBC Investor Services Trust<br>ACF: SMA Capital Accumulation Portfolio<br>Account Code: PISMA2<br>GPO Box 5430 Sydney NSW 2001   | RBC Investor Services Trust<br><PIPOOLED A/C><br>GPO Box 5430 Sydney NSW 2001  |
| <b>PIWGAP</b>         | UBS Nominee Pty Ltd<br>ACF: Perpetual Wholesale Geared Australian Share Fund<br>Account code: A1044169<br>C/- RBC Dexia Investor Services Australia Nominees Pty Limited<br>GPO Box 5430 Sydney NSW 2001 | UBS Nominee Pty Ltd<br><Prime Broking Services A/C><br>Level 16, Chifley Tower<br>2 Chifley Square<br>Sydney NSW 2000                              |
| <b>PIWCPF</b>         | UBS Nominee Pty Ltd<br>ACF: PI Protected Aust Share Fund A<br>Account code: A1019475<br>C/- RBC Dexia Investor Services Australia Nominees Pty Limited<br>GPO Box 5430 Sydney NSW 2001                   | UBS Nominee Pty Ltd<br><Prime Broking Services A/C><br>Level 16, Chifley Tower<br>2 Chifley Square<br>Sydney NSW 2000                              |
| <b>PIWJPI</b>         | RBC Investor Services Trust<br>ACF: Perpetual JF Wholesale Prop Income Fund<br>Account Code: PIWJPI<br>GPO Box 5430 Sydney NSW 2001  | RBC Investor Services Trust<br><PIPOOLED A/C><br>GPO Box 5430 Sydney NSW 2001  |
| <b>PIWARX</b>         | UBS Nominee Pty Ltd<br>ACF: Perpetual Pure Equity Alpha Pool<br>Account code: A1081898/A8081898<br>C/- RBC Dexia Investor Services Australia Nominees Pty Limited<br>GPO Box 5430 Sydney NSW 2001        | UBS Nominee Pty Ltd<br><Prime Broking Services A/C><br>Level 16, Chifley Tower<br>2 Chifley Square<br>Sydney NSW 2000                              |

|               |  |   |
|---------------|--|---|
| <b>PIWSPP</b> | UBS Nominee Pty Ltd<br>ACF: Perpetual Wholesale Share Plus Fund<br>Account code: A111267<br>C/- RBC Dexia Investor Services Australia Nominees Pty Limited<br>GPO Box 5430 Sydney NSW 2001 | UBS Nominee Pty Ltd<br><Prime Broking Services A/C><br>Level 16, Chifley Tower<br>2 Chifley Square<br>Sydney NSW 2000 |
| <b>PIWSRP</b> | RBC Investor Services Trust<br>ACF: Perpetual Wholesale Ethical Fund<br>Account Code: PIWSRP<br>GPO Box 5430 Sydney NSW 2001   | RBC Investor Services Trust<br><PIPOOLED A/C><br>GPO Box 5430 Sydney NSW 2001   |
| <b>PMWSC</b>  | RBC Investor Services Trust<br>ACF: Perpetual Wholesale Smaller Company Fund<br>Account Code: PIWSCS<br>GPO Box 5430 Sydney NSW 2001   | RBC Investor Services Trust<br><PIPOOLED A/C><br>GPO Box 5430 Sydney NSW 2001   |
| <b>PPSF</b>   | RBC Investor Services Trust<br>ACF: Perpetual Wholesale Property Securities Fund<br>Account Code: PPSF<br>GPO Box 5430 Sydney NSW 2001   | RBC Investor Services Trust<br><PIPOOLED A/C><br>GPO Box 5430 Sydney NSW 2001   |
| <b>PISTIF</b> | RBC Investor Services Trust<br>ACF: Perpetual Pure Credit Alpha Fund<br>Account Code: PISTIF<br>GPO Box 5430 Sydney NSW 2001   | RBC Investor Services Trust<br><PIPOOLED A/C><br>GPO Box 5430 Sydney NSW 2001   |

**Perpetual Investments Management Limited (PIML), subsidiary of Perpetual Limited, as Trustee for:**

|                       |  |  |
|-----------------------|--|--|
| <b>ALL 'SS' CODES</b> | RBC Investor Services Trust<br>ACF: PIML (Select Super)<br>RBC Dexia Investor Services Australia Pty Limited<br>GPO Box 5430 Sydney NSW 2001 | RBC Investor Services Trust<br>ACF: PIML (Select Super)<br>RBC Dexia Investor Services Australia Pty Limited<br>GPO Box 5430 Sydney NSW 2001 |
|-----------------------|--|--|

**Perpetual Investments Management Limited (PIML), subsidiary of Perpetual Limited, under Investment Management Agreements with:**

| INTERNAL CODE | ACCOUNT DETAILS   | REGISTRATION DETAILS   |
|---------------|---|--|
| <b>CBAISF</b> | Citicorp Nominees Pty Ltd.<br>ACF: Commonwealth Aust Shares Fund 4<br>Account Code: PICISF<br>C/- RBC Dexia Investor Services Australia Nominees Pty Limited<br>GPO Box 5430 Sydney NSW 2001        | Citicorp Nominees Pty Ltd<br>A/C EASS04<br>GPO Box 764G<br>Melbourne VIC 3001                          |
| <b>NSWTC</b>  | Cogent Nominees Pty Ltd<br>ACF: NSW Treasury Corporation<br>Account Code: PINSWT<br>C/- RBC Dexia Investor Services Australia Nominees Pty Limited<br>GPO Box 5430 Sydney NSW 2001                  | Cogent Nominees Pty Limited<br>A/C HGFPTE<br>P.O. Box R209 Royal Exchange<br>Sydney NSW 1225           |
| <b>PIACT</b>  | JP Morgan Chase Nominees Ltd<br>ACF: Australian Capital Territory Treasury<br>Account Code: PIACT<br>C/- RBC Dexia Investor Services Australia Nominees Pty Limited<br>GPO Box 5430 Sydney NSW 2001 | JP Morgan Chase Nominees<br>A/C 32512<br>Locked Bag 7, Royal Exchange Sydney NSW 2000                  |
| <b>PIAVIV</b> | JP Morgan Chase Nominees limited<br>ACF: NAVIGATOR AUSTRALIA LIMITED<br>Account Code: PIAVIV<br>C/- RBC Dexia Investor Services Australia Nominees Pty Limited<br>GPO Box 5430 Sydney NSW 2001      | JP Morgan Chase Nominees<br>A/C 58815<br>Locked Bag 7, Royal Exchange<br>Sydney NSW 2000               |
| <b>PIAVSU</b> | Cogent Nominees Pty Ltd<br>ACF: AvSuper Pty Ltd<br>Account code: PIAVSU<br>C/- RBC Dexia Investor Services Australia Nominees Pty Limited<br>GPO Box 5430 Sydney NSW 2000                           | Cogent Nominees Pty Ltd<br>A/C PISPTE<br>P.O. Box R209, Royal Exchange<br>Sydney NSW 1225              |
| <b>PIEFM6</b> | Cogent Nominees Pty Ltd<br>ACF: EFM Australian Share Fund 6<br>Account Code: PIEFM6<br>C/- RBC Dexia Investor Services Australia Nominees Pty Limited<br>GPO Box 5430 Sydney NSW 2001               | Cogent Nominees Pty Limited<br>A/C WTXME6<br>P.O. Box R209 Royal Exchange<br>Sydney NSW 1225           |
| <b>PIFIRS</b> | National Nominees Ltd<br>ACF: FIRST SUPER MANDATE AUSTRALIA<br>Account Code: PIFIRS<br>C/- RBC Dexia Investor Services Australia Nominees Pty Limited<br>GPO Box 5430 Sydney NSW 2001               | National Australia Custodian Services<br>A/C 16444-14<br>Level 21, 500 Bourke St<br>Melbourne VIC 3000 |
| <b>PIHEST</b> | JP Morgan Chase Nominees limited<br>ACF: HEST Australia Limited<br>Account Code: PIHEST<br>C/- RBC Dexia Investor Services Australia Nominees Pty Limited<br>GPO Box 5430 Sydney NSW 2001           | JP Morgan Chase Nominees<br>A/C 33112<br>Locked Bag 7, Royal Exchange<br>Sydney NSW 2000               |

|               |   |   |
|---------------|---|---|
| <b>PIMEDA</b> | Cogent Nominees Pty Ltd<br>ACF: MEDIA SUPER SMALLER COMPANIES FUND<br>Account code: PIMEDA<br>C/- RBC Dexia Investor Services Australia Nominees Pty Limited<br>GPO Box 5430 Sydney NSW 2000              | Cogent Nominees Pty Ltd<br>A/C PISPTE<br>P.O. Box R209, Royal Exchange<br>Sydney NSW 1225                         |
| <b>PIRAEO</b> | State Street Australia Limited<br>ACF: RUSSELL AUSTRALIAN OPPORTUNITIES FUND<br>Account code: PIRAEO<br>C/- RBC Dexia Investor Services Australia Nominees Pty Limited<br>GPO Box 5430 Sydney NSW 2000    | State Street Australia Limited<br>A/C BT7B<br>Level 18, 338 Pitt Street<br>Sydney NSW 2000                        |
| <b>PITWUS</b> | National Nominees Ltd<br>ACF: TWU SUPERANNUATION<br>Account Code: PITWUS<br>C/- RBC Dexia Investor Services Australia Nominees Pty Limited<br>GPO Box 5430 Sydney NSW 2001                                | National Australia Custodian Services<br>A/C TUPPAE/16448-28<br>Level 21, 500 Bourke St<br>Melbourne VIC 3000     |
| <b>PMCBUS</b> | National Nominees Ltd<br>ACF: Construction & Building Union Superannuation Fund<br>Account Code: PICBUS<br>C/- RBC Dexia Investor Services Australia Nominees Pty Limited<br>GPO Box 5430 Sydney NSW 2001 | National Australia Custodian Services<br>A/C CBPFAE/5267-15<br>Level 21, 500 Bourke St<br>Melbourne VIC 3000      |
| <b>PMCGSF</b> | Citicorp Nominees Pty Ltd<br>ACF: Commonwealth Aust Shares Fund 11<br>Account Code: PICGSF<br>C/- RBC Dexia Investor Services Australia Nominees Pty Limited<br>GPO Box 5430 Sydney NSW 2001              | Citicorp Nominees Pty Ltd<br>A/C EASS11<br>GPO Box 764G Melbourne VIC 3001  |
| <b>PMCPSF</b> | Citicorp Nominees Pty Ltd<br>ACF: Commonwealth Property Fund 3<br>Account Code: PICPSF<br>C/- RBC Dexia Investor Services Australia Nominees Pty Limited<br>GPO Box 5430 Sydney NSW 2001                  | Citicorp Nominees Pty Ltd<br>A/C EPSS03<br>GPO Box 764G Melbourne VIC 3001  |
| <b>PIAUST</b> | JP Morgan Chase Nominees Limited<br>ACF: Australian Super Ethical SRI Fund<br>Account Code: PIAUST<br>C/- RBC Dexia Investor Services Australia Nominees Pty Limited<br>GPO Box 5430 Sydney NSW 2001      | JP Morgan Chase Nominees<br>A/C 36018<br>Locked Bag 7 Royal Exchange<br>Sydney NSW 2000                           |
| <b>PMSTA</b>  | JP Morgan Chase Nominees Limited<br>ACF: Super Trust of Australia<br>Account Code: PISTA<br>C/- RBC Dexia Investor Services Australia Nominees Pty Limited<br>GPO Box 5430 Sydney NSW 2001                | JP Morgan Chase Nominees<br>A/C 40909<br>Locked Bag 7 Royal Exchange<br>Sydney NSW 2000                           |
| <b>T2</b>     | Perpetual Trustee Company Limited<br>(Private Client Division)  | Perpetual Trustee Company Limited<br>GPO Box 4172 Sydney NSW 2001   |
| <b>T3</b>     | Perpetual Trustees Victoria Limited<br>(Private Client Division)  | Perpetual Trustee Company Limited<br>GPO Box 4172 Sydney NSW 2001   |
| <b>T4</b>     | Perpetual Trustees Queensland Limited<br>(Private Client Division)  | Perpetual Trustee Company Limited<br>GPO Box 4172 Sydney NSW 2001   |
| <b>T6</b>     | Perpetual Trustees WA Limited<br>(Private Client Division)  | Perpetual Trustee Company Limited<br>GPO Box 4172 Sydney NSW 2001   |
| <b>T7</b>     | Perpetual Trustee Company Canberra Limited<br>(Private Client Division)   | Perpetual Trustee Company Limited<br>GPO Box 4172 Sydney NSW 2001   |
| <b>TEL</b>    | National Nominees Limited<br>ACF: Telstra Superannuation Pty Limited<br>Account Code: PITEL<br>C/- RBC Dexia Investor Services Australia nominees Pty Limited<br>GPO Box 5430 Sydney NSW 2001             | National Australia Custodian Services<br>A/C 3093-15 TSPPAE<br>Level 21, 500 Bourke Street<br>Melbourne VIC 3000  |
| <b>PIVICS</b> | National Nominees Limited<br>ACF: Vic Super Pty Limited<br>Account Code: PIVICS<br>C/- RBC Dexia Investor Services Australia nominees Pty Limited<br>GPO Box 5430 Sydney NSW 2001                         | National Australia Custodian Services<br>A/C 20243-13 VSPSAS<br>Level 21, 500 Bourke Street<br>Melbourne VIC 3000 |

Perpetual Investments Management Limited (PIML), subsidiary of Perpetual Limited, under existing Investment Management Agreements for closed accounts:

| INTERNAL CODE | ACCOUNT DETAILS   | REGISTRATION DETAILS  |
|---------------|---|---|
| PICATH        | National Australia Custodian Services<br>ACF: CATHOLIC SUPER FUND PTY LTD<br>Account Code: PICATH<br>C/- RBC Dexia Investor Services Australia Nominees Pty Limited<br>GPO Box 5430 Sydney NSW 2001 | National Australia Custodian Services<br>A/C CDRDE/17392-10<br>Level 21, 500 Bourke St<br>Melbourne VIC 3000          |
| PIHEAL        | JP Morgan Chase Nominees limited<br>ACF: HEALTH SUPER PTY LTD<br>Account Code: PIHEAL<br>C/- RBC Dexia Investor Services Australia Nominees Pty Limited<br>GPO Box 5430 Sydney NSW 2001             | JP Morgan Chase Nominees<br>A/C 74805<br>Locked Bag 7, Royal Exchange<br>Sydney NSW 2000                              |
| PILGSS        | JP Morgan Chase Nominees limited<br>ACF: HEST Australia Limited<br>Account Code: PILGSS<br>C/- RBC Dexia Investor Services Australia Nominees Pty Limited<br>GPO Box 5430 Sydney NSW 2002           | JP Morgan Chase Nominees<br>A/C 56466<br>Locked Bag 7, Royal Exchange<br>Sydney NSW 2000                              |
| PILUCR        | JP Morgan Chase Nominees Ltd<br>ACF: LUCRF PTY LTD MANDATE<br>Account code: PILUCR<br>C/- RBC Dexia Investor Services Australia Nominees Pty Limited<br>GPO Box 5430 Sydney NSW 2000                | JP Morgan Chase Nominees<br>A/C 58865<br>Locked Bag 7, Royal Exchange<br>Sydney NSW 1999                              |
| PISTCF        | JP Morgan Chase Nominees Ltd<br>ACF: SAS Trustee Corporation<br>Account code: PISTCF<br>C/- RBC Dexia Investor Services Australia Nominees Pty Limited<br>GPO Box 5430 Sydney NSW 2001              | JP Morgan Chase Nominees<br>A/C 34893<br>Locked Bag 7, Royal Exchange<br>Sydney NSW 2000                              |
| PMHOST        | JP Morgan Chase Nominees Limited<br>ACF: Host - Plus Pty Ltd<br>Account Code: PIHOST<br>C/- RBC Dexia Investor Services Australia Nominees Pty Limited<br>GPO Box 5430 Sydney NSW 2001              | JP Morgan Chase Nominees<br>A/C 20004<br>Locked Bag 7 Royal Exchange<br>Sydney NSW 2000                               |
| PIWQLS        | UBS Nominee Pty Ltd<br>ACF: Perpetual QI Long Short Fund<br>Account code: A1025745<br>C/- RBC Dexia Investor Services Australia Nominees Pty Limited<br>GPO Box 5430 Sydney NSW 2001                | UBS Nominee Pty Ltd<br><Prime Broking Services A/C><br>Level 16, Chifley Tower<br>2 Chifley Square<br>Sydney NSW 2000 |
| QITE2         | RBC Investor Services Trust<br>ACF: Quantitative Investments TE 2 Equity Fund<br>Account Code: PIQTE2<br>GPO Box 5430 Sydney NSW 2001   | RBC Investor Services Trust<br><PIQTE2 A/C><br>GPO Box 5430 Sydney NSW 2001   |

Perpetual Limited  
GPO BOX 4172  
Sydney NSW 2001

## ANNEXURE 2

### PRESENT RELEVANT INTERESTS

Summary (Perpetual Ltd)

File

FUN (FUNTASTIC LTD) Portfolios

| Portfolio | Fund | Holdings   |
|-----------|------|------------|
| ✓ PIVCS   | PM   | 8,072,353  |
| ✓ T2      | PCD  | 2,860      |
| ✓ PIAUST  | PM   | 26,121,138 |

### ANNEXURE 3

#### CHANGES IN RELEVANT INTERESTS

| Account | Security | Volume      | Value     | Price   | AsAtDate   |
|---------|----------|-------------|-----------|---------|------------|
| PIVICS  | FUN      | - 1,813,766 | - 262,996 | \$ 0.15 | 27/09/2013 |
| PIVICS  | FUN      | - 747,277   | - 115,454 | \$ 0.15 | 30/09/2013 |
| PIAUST  | FUN      | - 799,001   | - 119,850 | \$ 0.15 | 26/09/2013 |
| PIAUST  | FUN      | - 3,186,234 | - 462,004 | \$ 0.15 | 27/09/2013 |
| PIAUST  | FUN      | - 2,017,061 | - 311,636 | \$ 0.15 | 30/09/2013 |