

Shoply Limited  
ASX:SHP

2 June 2014

## ASX and Media Release

### Appendix 3Y – Change of Director's Interest Notice

Shoply Limited (**Shoply** or the **Company**) has been advised by substantial shareholder Planet W Pty Ltd (**Planet W**) that it is undertaking an in-specie distribution of its Shoply shares to its shareholders (**In-Specie Distribution**).

Shoply is further advised that under the In-Specie Distribution, Planet W, which held 33,518,667 Shoply shares pre-distribution, will distribute a total of 26,814,934 Shoply shares to its shareholders, and retain a holding of 6,703,733 shares in Shoply. Planet W has confirmed with Shoply that it has now partially completed the In-Specie Distribution by distributing 15,814,753 Shoply shares to its shareholders.

As a shareholder of Planet W, DL Group Holdings Pty Ltd (**DL Group**) ATF the London Family Account, being an entity controlled by Shoply Director Mr Damian London, has received from Planet W 8,608,837 Shoply shares under the In-Specie Distribution.

DL Group remains a shareholder of Planet W with voting power in Planet W of more than 20%, and therefore continues to hold a relevant interest in Shoply shares held by Planet W under s608(3)(a) of the *Corporations Act 2001* (Cth).

As a result of the partial completion of the In-Specie Distribution:

1. Mr London has acquired an indirect interest in 8,608,837 Shoply shares via his entity DL Group; and
2. Planet W's shareholding in Shoply, in which Mr London continues to have a relevant interest, has decreased from 33,518,667 shares to 17,703,914 shares (this takes into account the distribution of 8,608,837 Shoply shares to DL Group).

These changes, which have resulted in a net decrease of 7,205,916 shares in Mr London's indirect Shoply holding, are noted in the **attached** Appendix 3Y (Change of Director's Interest Notice).

Upon the completion of the In-Specie Distribution, it is expected that Mr London will continue to hold a relevant interest in Planet W's remaining holding of 6,703,733 Shoply shares. DL Group is not expected to receive any further Shoply shares as a result of the In-Specie Distribution.

#### -ENDS

For further information contact:

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Chief Executive Officer

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#### About Shoply Limited

Shoply is an Online Shopping and Online Advertising business focusing on the retail sale of consumer goods and distribution of advertising to publishers and publisher networks.

<http://www.shoply.com.au>

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

<b>Name of entity</b> SHOPLY LIMITED
<b>ABN</b> 93 085 545 973

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	DAMIAN LONDON
<b>Date of last notice</b>	27 April 2012

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Indirect interest
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<ol style="list-style-type: none"> <li>1. DL Group Holdings Pty Ltd (<b>DL Group</b>) ATF the London Family Account: <i>The Director is the controller of DL Group and accordingly has a relevant interest in the Company's shares held by DL Group pursuant to s608(3)(b) of the Corporations Act.</i></li>   <li>2. Planet W Pty Ltd (<b>Planet W</b>): <i>The Director's voting power (through his associated entity DL Group) in Planet W Pty Ltd (Planet W) is above 20% and accordingly has a relevant interest in the Company's shares held by Planet W pursuant to s608(3)(a) of the Corporations Act.</i></li> </ol>
<b>Date of change</b>	27 May 2014

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+ See chapter 19 for defined terms.

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<b>No. of securities held prior to change</b>	<ul style="list-style-type: none"> <li>• 1,000,000 options held directly by the Director;</li> <li>• 33,518,667 ordinary shares held by Planet W;</li> <li>• 1,000,000 ordinary shares held by DL Group ATF the London Family Account</li> </ul>
<b>Class</b>	Ordinary shares
<b>Number acquired</b>	8,608,837
<b>Number disposed</b>	15,814,753
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	N/A. The acquisition and disposal resulted from an in-specie distribution of Shoply shares held by Planet W Pty Ltd.
<b>No. of securities held after change</b>	<ul style="list-style-type: none"> <li>• 1,000,000 options held directly by the Director;</li> <li>• 17,703,914 ordinary shares held by Planet W;</li> <li>• 9,608,837 ordinary shares held by DL Group ATF the London Family Account</li> </ul>
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	In-specie distribution by Planet W of its Shoply shares to its shareholders.

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	N/A

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<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	N/A
<b>Interest after change</b>	N/A

**Part 3 – +Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

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