
Notice of initial substantial shareholder

Form 603
Corporations Law
Section 671B

To: **SHOPLY LIMITED**
ACN 085 545 973

1. Details of substantial shareholders

DL Group Holdings Pty Ltd (**DL Group**)
Mr Damian London

The holders became substantial holders on 27 May 2014.

2. Details of 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 had a relevant interest in on the date the substantial holder became a substantial holder are as follows:

Class of securities	Number of securities	Person's votes	Voting power
Ordinary Fully Paid Shares	27,312,751	27,312,751	6.82%

3. Details of relevant interests

Holder of relevant interest	Nature of relevant interest	Class and number of securities
DL Group <The London Family Account>	Registered holder	9,608,837 Ordinary Fully Paid Shares
Mr Damian London	Mr London is the controller of registered holder DL Group and accordingly has a relevant interest in the shares pursuant to s608(3)(b) of the Corporations Act.	
DL Group	DL Group's voting power in registered holder Planet W Pty Ltd is above 20% and accordingly has a relevant interest in the shares pursuant to s608(3)(a) of the Corporations Act.	17,703,914 Ordinary Fully Paid Shares
Mr Damian London	Mr London is the controller of DL Group which has a relevant interest in the shares pursuant to s608(3)(a) of the Corporations Act.	

4. Details Of Present Registered Holders

The persons registered as holder of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Class and number of securities
Mr Damian London	DL Group <The London Family Account>	DL Group <The London Family Account>	9,608,837 Ordinary Fully Paid Shares
DL Group			
Mr Damian London	Planet W Pty Ltd	Planet W Pty Ltd	17,703,914 Ordinary Fully Paid Shares
DL Group			

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of Acquisition	Consideration	Class and number of securities
Mr Damian London	27 May 2014	N/A. The acquisition resulted from an in-specie distribution.	8,608,837 Ordinary Fully Paid Shares
DL Group			

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows: N/A

7. Addresses

Person/ Entity	Address
Planet W Pty Ltd	19 Lanark Street, Brunswick East, Victoria 3057
DL Group Holdings Pty Ltd	19 Lanark Street, Brunswick East, Victoria 3057
Mr Damian London	19 Lanark Street, Brunswick East, Victoria 3057

Dated 4 June 2014

Authorised for electronic lodgement by Mr Damian London
