

**National Exchange
Proprietary Ltd**
26 Francis Street
Melbourne Vic
3000

ABN 67 006 079 974

11 May 2012

NATIONAL STOCK EXCHANGE OF AUSTRALIA
Attn Mr Scott Evans
384 Hunter Street
NEWCASTLE NSW 2300

Fax 02 4929 1556

Substantial shareholder Notice Form 604; Corporations Act 2001 Section 671B

Notice of change of interests of substantial holder

To: Winpar Holdings Ltd ABN 81 003 035 523

1. Details of substantial holder(s)

National Exchange Pty Ltd (ACN 006 079 974).

There was a change in the interests of the substantial holder on: 10 May 2012

The previous notice was given to the company on 5 May 2012

The previous notice was dated 5 May 2012

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 shareholder 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 | Previous notice | | Current notice | |
|----------------------------|-----------------|--------------------|----------------|--------------------|
| | Person's votes | Voting power (5) % | Person's votes | Voting power (5) % |
| Ordinary fully paid shares | 1,441,733 | 40.94% | 1,484,891 | 42.17% |

Note: Voting power percentage based on an issued capital of 3,521,511 as per the 2012 annual report.

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest 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 |
|----------------|---|----------------------|---|---|---------------------------|
| | National Exchange Pty Ltd (ACN 006 079 974) as bare trustee for Prudential Nominees Pty Ltd (006 615 087) & David Tweed | | \$\$\$\$\$\$ | | National Exchange Pty Ltd |
| | " | Buy | \$45,315.90 | 43,158 | National Exchange Pty Ltd |
| 10 May 2012 | | | | | " |
| | | | | | " |

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 |
|----------------------------------|---------------------------------|--|---|------------------------------------|----------------|
| Prudential Nominees Pty Ltd (PN) | | National Exchange Pty Ltd | Owner | 1484891 | 1484891 |
| National Exchange Pty Ltd | National Exchange Pty Ltd | National Exchange Pty Ltd | Bare Trustee | 1484891 ordinary fully paid shares | 1484891 |
| David Tweed | National Exchange Pty Ltd | National Exchange Pty Ltd | Director of National Exchange Pty Ltd & Prudential Nominees Pty Ltd | 1484891 ordinary fully paid shares | 1484891 |

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:

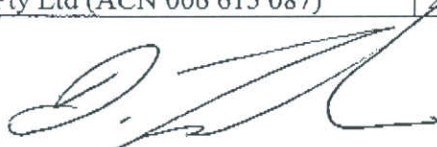
| Name and ACN / ARSN (if applicable) | Nature of association |
|-------------------------------------|-----------------------|
| | |

6. Addresses

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

| Name | Address |
|---|--------------------------------------|
| National Exchange Pty Ltd (ACN 006 079 974) | 26 Francis Street Melbourne Vic 3000 |
| David Tweed | 26 Francis Street Melbourne Vic 3000 |
| Prudential Nominees Pty Ltd (ACN 006 615 087) | 26 Francis Street Melbourne Vic 3000 |

**DAVID TWEED,
DIRECTOR**



11 May 2012