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Change of Director's Interests

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Interests.doc

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Introduction

To ensure the efficient processing of this form by NSX, please:

1. Adhere to the suggested number of the annexures required by this form.
2. Complete **all** statements and questions in this form. (NSX can provide an electronic version of this form on request).

More Information and Submission of Form:

Further information can be obtained from and all applications should be sent to:

Manager, Admissions
National Stock Exchange of Australia Limited
PO BOX 283
Newcastle NSW 2300

Phone: +61 2 4929 6377

Fax: + 61 2 4929 1556

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

Change of Director's Interest Notice

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

Name of entity	AUSTRALIAN UNITED RETAILERS LIMITED
ABN	93 077 879 782

We (the entity) give NSX the following information under section 205G of the Corporations Act.

Name of Director	FREDERICK FALKENER FAIRTHORNE
Date of last notice	14 JANUARY 2013

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

Direct or indirect interest	INDIRECT
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	DIRECTOR & SHAREHOLDER
Date of change	1 DECEMBER 2015
No. of securities held prior to change DALEWING PTY LTD MELLWAY HOLDINGS PTY LTD EDGE SALES AND PROMOTIONS PTY LTD	 652,001 300,001 1
Class	A CLASS PREFERENCE
Number acquired	288,000
Number disposed FIELDTIME HOLDINGS PTY LTD	 1
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$125,640 for 168,000 shares acquired Nil for 122,000 shares in which an interest was acquired following death of a parent
No. of securities held after change DALEWING PTY LTD MELLWAY HOLDINGS PTY LTD EDGE SALES AND PROMOTIONS PTY LTD F F NOMINEES PTY LTD	 820,001 300,001 1 120,000

Part 2 – Change of director's interests in contracts

Detail of contract	NIL
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**

To Company Name/Scheme Australian United Retailers Limited
 ACN/ARSN 077 879 782

1. Details of substantial holder (1)

Name Dalewing Pty Ltd

ACN/ARSN (if applicable) 100 686 191

Name Mellway Holdings Pty Ltd

ACN/ARSN (if applicable) 095 254 658

Name F F Nominees Pty Ltd

ACN/ARSN (if applicable) 008 540 074

Name Edge Sales and Promotions Pty Ltd

ACN/ARSN (if applicable) 150 297 340

Name Towergold Corporation Pty Ltd

ACN/ARSN (if applicable) 166 494 300

Name Oceanlily Pty Ltd

ACN/ARSN (if applicable) 165 373 982

Name Fredrick Falkener Fairthorne (Jnr)

ACN/ARSN (if applicable) N/A

There was a change in the interests of the
substantial holder on 01/December/2015

The previous notice was given to the company on 14/January/2013

The previous notice was dated 14/January/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)
Class A Redeemable Preference Shares	952,003	8.23%	1,240,005	10.73%

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 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
12 May 2015	Dalewing Pty Ltd	Off Market Acquisition	\$13,500.00	18,000	Dalewing Pty Ltd
01 May 2015	Dalewing Pty Ltd	Off Market Acquisition	\$13,140.00	18,000	Dalewing Pty Ltd
30 June 2014	F F Nominees Pty Ltd	Inheritance	\$Nil	120,000	F F Nominees
10 Sep 2014	Towergold Corporation Pty Ltd	New Share issue	\$1	1	Towergold Corporation Pty Ltd
18 Feb 2014	Oceanlily Pty Ltd	New Share issue	\$1	1	Oceanlily Pty Ltd
1 Dec 2015	Dalewing Pty Ltd	Off Market Acquisition	\$99,000	132,000	Dalewing Pty Ltd

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
Dalewing Pty Ltd	Dalewing Pty Ltd	Dalewing Pty Ltd	Registered Holder of securities	820,001 Class A Redeemable Preference Shares	7.09%
Mellway Holdings Pty Ltd	Mellway Holdings Pty Ltd	Mellway Holdings Pty Ltd	Registered Holder of securities	300,001 Class A Redeemable Preference Shares	2.60%
F F Nominees Pty Ltd	F F Nominees Pty Ltd	F F Nominees Pty Ltd	Registered Holder of securities	120,000 Class A Redeemable Preference Shares	1.04%
Edge Sales and Promotions Pty Ltd	Edge Sales and Promotions Pty Ltd	Edge Sales and Promotions Pty Ltd	Registered Holder of securities	1 Class A Redeemable Preference Shares	0.00%
Towergold Corporation Pty Ltd	Towergold Corporation Pty Ltd	Towergold Corporation Pty Ltd	Registered Holder of securities	1 Class A Redeemable Preference Shares	0.00%
Oceanlily Pty Ltd	Oceanlily Pty Ltd	Oceanlily Pty Ltd	Registered Holder of securities	1 Class A Redeemable Preference Shares	0.00%
Fredrick Falkener Fairthorne (Jnr)	Mellway Holdings Pty Ltd Dalewing Pty Ltd F F Nominees Pty Ltd Edge Sales and Promotions Pty Ltd Towergold Corporation Pty Ltd Oceanlily Pty Ltd	Mellway Holdings Pty Ltd Dalewing Pty Ltd F F Nominees Pty Ltd Edge Sales and Promotions Pty Ltd Towergold Corporation Pty Ltd Oceanlily Pty Ltd	Relevant interest in shares held by Mellway Holdings Pty Ltd, Dalewing Pty Ltd, Edge Sales and Promotions Pty Ltd, F F Nominees Pty Ltd, Towergold Corporation Pty Ltd and Oceanlily Pty Ltd under section 608(3) of the Corporations Act 2001 (Cth)	1,240,005 Class A Redeemable Preference Shares	10.73%

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
F F Nominees Pty Ltd - 008 540 074	Controlling interest acquired following the death of the former owner of this entity.
Jennifer Christine Fairthorne	No longer an associated party following matrimonial settlement
Towergold Corporation Pty Ltd	New owner of a share in AURL controlled by Fredrick Fairthorne
Oceanlily Pty Ltd	New owner of a share in AURL controlled by Fredrick Fairthorne

6. Addresses

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

Name	Address
Dalewing Pty Ltd	PO BOX 1989 SUBIACO WA 6904
Mellway Holdings Pty Ltd	PO BOX 1989 SUBIACO WA 6904
Fredrick Falkener Fairthorne (Jnr)	PO BOX 1989 SUBIACO WA 6904
F F Nominees Pty Ltd - 008 540 074	PO BOX 1989 SUBIACO WA 6904
Towergold Corporation Pty Ltd	PO BOX 1989 SUBIACO WA 6904
Oceanlily Pty Ltd	PO BOX 1989 SUBIACO WA 6904

Signature

print name Fredrick Falkener Fairthorne (Jnr) capacity Director

sign here

Date 11 / 12 / 2015

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the

acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.