

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme CommsChoice Group Limited ("CommsChoice")

ACN/ARSN 619 196 539

1. Details of substantial holder (1)

Name Benjamin Jennings

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on

08/03/2019

The previous notice was given to the company on

N/A

The previous notice was dated

N/A

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)
Ordinary	6,481,029	6.299% (based on 102,889,129 issued ordinary shares)	9,180,289	7.664% (based on 119,781,042 ordinary shares)

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
21/12/2017	Jennings Group Investments Pty Ltd <Lucia Jennings A/C>	Increase in voting power following the purchase of 20,000 shares pursuant to the prospectus dated 28 November 2017	\$5,000	20,000	20,000
21/12/2017	Jennings Group Investments Pty Ltd <Abigail Jennings A/C>	Increase in voting power following the purchase of 20,000 shares pursuant to the prospectus dated 28 November 2017	\$5,000	20,000	20,000

6/04/2018	Jennings Investments Pty Ltd <Jennings Family A/C>	Group Pty Ltd Family	Increase in voting power following the issue of shares following finalisation of Completion Accounts as per the Company's ASX announcement dated 6 April 2018	Purchase price payable under the Acquisition Agreement between Jennings Group Investments Pty Ltd <Jennings Family A/C>, other vendors and CommsChoice in respect of the sale and purchase of Telegate Pty Ltd and Syntel Pty Ltd	872,394	872,394
05/06/2018	Jennings Investments Pty Ltd <Jennings Family A/C> [ME Note: The Commsec extracts provided by Ben show that the shares were purchased on the Benjamin Jennings account on behalf of the <Jennings Family A/C>. We assume that whilst the Commsec account is in the name of Benjamin Jennings that the shares were actually purchased by Jennings Group Investments Pty Ltd <Jennings Family A/C>. Please confirm.]	Group Pty Ltd Family	Increase in voting power following the purchase on market of 30,000 shares	\$5,100.00	30,000	30,000
05/06/2018	Jennings Investments Pty Ltd <Jennings Family A/C> [ME Note: See above note re: Commsec account..]	Group Pty Ltd Family	Increase in voting power following the purchase on market of 20,000 shares	\$3,400.00	20,000	20,000
08/06/2018	Jennings Investments Pty Ltd <Jennings Family A/C> [ME Note: See above note re: Commsec account..]	Group Pty Ltd Family	Increase in voting power following the purchase on market of 28,000 shares	\$4,900.00	28,000	28,000
08/03/2019	Jennings Investments Pty Ltd <Jennings Family A/C>	Group Pty Ltd Family	Increase in voting power following the issue of shares following release of the Claims Retention Amount as per the Company's ASX announcement dated 8 March 2019	Purchase price payable under the Acquisition Agreement between Jennings Group Investments Pty Ltd <Jennings Family A/C>, other vendors and CommsChoice in respect of the sale and purchase of Telegate Pty Ltd and Syntel Pty Ltd	1,708,866	1,708,866

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
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Jennings Group Investments Pty Ltd <Lucia Jennings A/C>	Jennings Group Investments Pty Ltd <Lucia Jennings A/C>	Jennings Group Investments Pty Ltd <Lucia Jennings A/C>	Relevant interest as the registered holder of ordinary shares pursuant to section 608(1) of the Corporations Act.	20,000	20,000
Benjamin Jennings	Jennings Group Investments Pty Ltd <Lucia Jennings A/C>	Jennings Group Investments Pty Ltd <Lucia Jennings A/C>	Relevant interest in ordinary shares as the controller of Jennings Group Investments Pty Ltd pursuant to section 608(3)(b) of the Corporations Act.	As above	As above
Jennings Group Investments Pty Ltd <Abigail Jennings A/C>	Jennings Group Investments Pty Ltd <Abigail Jennings A/C>	Jennings Group Investments Pty Ltd <Abigail Jennings A/C>	Relevant interest as the registered holder of ordinary shares pursuant to section 608(1) of the Corporations Act.	20,000	20,000
Benjamin Jennings	Jennings Group Investments Pty Ltd <Abigail Jennings A/C>	Jennings Group Investments Pty Ltd <Abigail Jennings A/C>	Relevant interest in ordinary shares as the controller of Jennings Group Investments Pty Ltd pursuant to section 608(3)(b) of the Corporations Act.	As above	As above
Jennings Group Investments Pty Ltd <Jennings Family A/C>	Jennings Group Investments Pty Ltd <Jennings Family A/C>	Jennings Group Investments Pty Ltd <Jennings Family A/C>	Relevant interest as the registered holder of ordinary shares pursuant to section 608(1) of the Corporations Act.	8,562,289	8,562,289
Benjamin Jennings	Jennings Group Investments Pty Ltd <Jennings Family A/C>	Jennings Group Investments Pty Ltd <Jennings Family A/C>	Relevant interest in ordinary shares as a potential beneficiary of the Jennings Family Trust for which Jennings Group Investments Pty Ltd is appointed as trustee pursuant to section 608(2) of the Corporations Act and as the controller of Jennings Group Investments Pty Ltd pursuant to section 608(3)(b) of the Corporations Act.	As above	As above
Jennings Group Investments Pty Ltd	Jennings Group Investments Pty Ltd <Jennings Family A/C>	Jennings Group Investments Pty Ltd <Jennings Family A/C> [ME Note: See above note re: Commsec account..]	Relevant interest in ordinary shares as the registered holder of ordinary shares pursuant to section 608(1) of the Corporations Act.	78,000	78,000

Benjamin Jennings	Jennings Investments <Jennings A/C>	Group Pty Ltd Family Jennings Group Investments Pty Ltd <Jennings Family A/C> [ME Note: See above note re: Commsec account..]	Relevant interest in ordinary shares as a potential beneficiary of the Jennings Family Trust for which Jennings Group Investments Pty Ltd is appointed as trustee pursuant to section 608(2) of the Corporations Act and as the controller of Jennings Group Investments Pty Ltd pursuant to section 608(3)(b) of the Corporations Act.	As above	As above
Benjamin Jennings	Vie De L'Eau Pty Ltd	Vie De L'Eau Pty Ltd	Relevant interest in ordinary shares as the controller of Vie De L'Eau Pty Ltd pursuant to section 608(3)(b) of the Corporations Act.	250,000	250,000
Benjamin Jennings	Green Tree Frog Investments Pty Ltd	Green Tree Frog Investments Pty Ltd	Relevant interest in ordinary shares as a potential beneficiary of the trust for which Green Tree Frog Investments Pty Ltd is appointed as trustee pursuant to section 608(2) of the Corporations Act.	250,000	250,000

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 applicable)	ACN/ARSN (if applicable)	Nature of association
Not applicable		Not applicable

6. Addresses

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

Name	Address
Benjamin Jennings	c/o Jennings Partners Pty Ltd, Level 12, 65 York Street, Sydney NSW 2000
Jennings Group Investments Pty Ltd <Lucia Jennings A/C>	As above
Jennings Group Investments Pty Ltd <Abigail Jennings A/C>	As above
Jennings Group Investments Pty Ltd <Jennings Family A/C>	As above
Benjamin Jennings <Jennings Family A/C>	As above
Vie De L'Eau Pty Ltd	As above
Green Tree Frog Investments Pty Ltd	As above

Signature

print name Benjamin Jennings

capacity

director

sign here

date

13 / 3 / 19

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 on 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.

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

Name of entity	CommsChoice Group Limited ACN 619 196 539
ABN	64 619 196 539

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.

Name of Director	Benjamin Jennings
Date of last notice	12 April 2018

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.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Benjamin Jennings is a director and shareholder of Jennings Group Investments Pty Ltd ACN 608 896 715 which is trustee for the Jennings Family Trust ABN 26 475 844 696. Benjamin Jennings is a potential beneficiary of the Jennings Family Trust ABN 26 475 844 696 of which Jennings Group Investments Pty Ltd ACN 608 896 715 is trustee.
Date of change	Shares purchased on market: Between 5 June and 8 June 2018 Shares issued on release of Claims Retention Amount: 8 March 2019
No. of securities held prior to change	7,393,423 fully paid ordinary shares
Class	Fully paid ordinary shares

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Number acquired	<p>Shares purchased on market: 78,000 fully paid ordinary shares</p> <p>Shares issued on release of Claims Retention Amount: 1,708,866 fully paid ordinary shares</p>
Number disposed	0
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	<p>Shares purchased on market:</p> <p>(a) 50,000 shares @ \$0.17 per share</p> <p>(b) 28,000 shares @ \$0.175 per share</p> <p>Shares issued on release of Claims Retention Amount: The Director's respective proportion of consideration for the release of the Claims Retention Amount under the Acquisition Agreement for Telegate Pty Ltd valued at the Listing Price of \$0.25 per share, as outlined on pages 161 – 164 of the Prospectus (Acquisition Agreement).</p>
No. of securities held after change	9,180,289 fully paid ordinary shares
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	<p>Shares purchased on market.</p> <p>Shares issued on release of Claims Retention Amount: The fully paid ordinary shares are issued pursuant to the Acquisition Agreement.</p>

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.

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

+ See chapter 19 for defined terms.

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

Part 3 – ⁺Closed period

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

⁺ See chapter 19 for defined terms.

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