

## FACSIMILE TRANSMISSION

TO : ASX Company Announcements

FAX NO. : 1300 135 638

TO : d2 Marketing Limited  
Attention: Company Secretary

FAX NO. : 61 3 9016 4088

SUBJECT : ASIC Form 603 – Notice of initial substantial holder

DATE : 19 March 2010

PAGES : 5 (including this one)

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Refer to the attached.

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**Form 603**  
Corporations Act 2001  
Section 671B

**Notice of initial substantial holder**

To Company Name/Scheme d2 Marketing Limited

ACN/ARSN 123 287 025

**1. Details of substantial holder (1)**

Name CWC COFA Pty Ltd ACN 113 611 911 (atf CWC Corporate Opportunity 1A Trust), CWC COFB Pty Ltd ACN 114 881 113 (atf CWC Corporate Opportunity 1B Trust), CWC Investors Pty Ltd ACN 113 607 748 (atf CWC Investment Unit Trust) (collectively, **CWC**) and the entities referred to in Annexure A (entities in Annexure A referred to as **Lazard Group**)

ACN/ARSN (if applicable) \_\_\_\_\_

The holder became a substantial holder on 16/03/2010

**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 (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Shares	74,222,638	74,222,638	13.22%

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Refer Annexure A		

**4. Details of present registered holders**

The persons registered as holders 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 (8)	Class and number of securities
Refer Annexure A			

**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 (9)		Class and number of securities
		Cash	Non-cash	
CWC and Lazard Group	16/03/2010		Shares issued for nil cash consideration – issued in connection with the settlement of claims as advised by the Company in its ASX Announcement of 16 March 2010	50,000,000 ordinary shares

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**6. Associates**

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

Name and ACN/ARSN (if applicable)	Nature of association
CWC and Lazard Group	Related bodies corporate

**7. Addresses**

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

Name	Address
CWC and Lazard Group	Lazard Carnegie Wylie, Level 44, Gateway, 1 Macquarie Place, Sydney NSW 2000

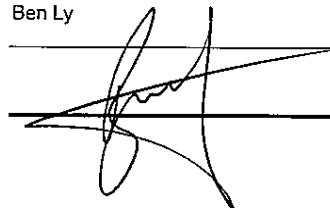
**Signature**

print name Ben Ly

capacity Company Secretary

sign here

date 19/03/2010


**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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
- any relevant agreement or other circumstances by which the relevant interest was acquired. 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
  - 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.
- (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) Details of the consideration must include any and all benefits, moneys 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.

## Annexure A to ASIC Form 603

### d2 Marketing Limited ACN 123 287 025

#### 1. Details of substantial holder

Lazard Ltd  
 LLTD CORP I  
 LLTD CORP II  
 LLTD 1 SARL  
 LLTD 2 SARL  
 Lazard Group LLC  
 Laz-MD Holdings LLC  
 Lazard Holdings Pty Ltd ACN 114 164 313  
 Lazard Australia Holdings Pty Ltd ACN 126 711 724  
 LCW Private Equity Pty Ltd ACN 114 164 331

#### 3. Details of relevant interests

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
CWC COFA Pty Ltd	Registered holder of securities	33,400,187
CWC COFB Pty Ltd	Registered holder of securities	33,400,187
CWC Investors Pty Ltd	Registered holder of securities	7,422,264
Lazard Group	By virtue of sections 608(1)(b) and 608(3)(b) of the Corporations Act 2001	74,222,638

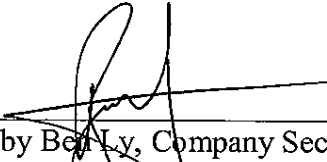
#### 4. Details of present registered holders

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Class and number of securities
Lazard Group and CWC COFA Pty Ltd	CWC COFA Pty Ltd	CWC COFA Pty Ltd	33,400,187
Lazard Group and CWC COFB Pty Ltd	CWC COFB Pty Ltd	CWC COFB Pty Ltd	33,400,187

**4. Details of present registered holders (continued)**

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Class and number of securities
Lazard Group and CWC Investors Pty Ltd	CWC Investors Pty Ltd	CWC Investors Pty Ltd	7,422,264

This is Annexure A of two pages referred to in ASIC Form 603

  
Signed by Ben Ly, Company Secretary

Dated: 19 March 2010

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