

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme **Booktopia Group Limited**ACN/ARSN **612 421 388****1. Details of substantial holder (1)**Name **Booktopia Group Limited (Booktopia)**ACN/ARSN (if applicable) **612 421 388**There was a change in the interests of the substantial holder on **30/08/2021**The previous notice was given to the company on **08/12/2020**The previous notice was dated **08/12/2020****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)
<b>Fully paid ordinary shares (Shares)</b>	<b>109,535,020</b>	<b>79.7%</b>	<b>55,246,711</b>	<b>40.22%</b>

**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
<b>30/08/2021</b>	<b>Booktopia</b>	<b>Release of Shares from voluntary escrow</b>	<b>Release of Shares from voluntary escrow</b>	<b>48,410,455</b>	<b>48,410,455</b>
<b>01/03/2020</b>	<b>Booktopia</b>	<b>Release of Shares from voluntary escrow</b>	<b>Release of Shares from voluntary escrow</b>	<b>5,877,854</b>	<b>5,877,854</b>

#### 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
Booktopia and Tony Nash Enterprises Pty Ltd in its capacity as trustee	Tony Nash Enterprises Pty Ltd in its capacity as trustee	Tony Nash Enterprises Pty Ltd in its capacity as trustee	Interest held under section 608(8) of the Corporations Act through voluntary escrow deeds as attached to the announcement made 8 December 2020	21,842,747	21,842,747
Booktopia and Roxygal Pty Ltd in its capacity as trustee	Roxygal Pty Ltd in its capacity as trustee	Roxygal Pty Ltd in its capacity as trustee	Interest held under section 608(8) of the Corporations Act through voluntary escrow deeds as attached to the announcement made 8 December 2020	18,622,689	18,622,689
Booktopia and Wayne Baskin	Wayne Baskin	Wayne Baskin	Interest held under section 608(8) of the Corporations Act through voluntary escrow deeds as attached to the announcement made 8 December 2020	4,898,679	4,898,679
Booktopia and Australian Direct Investments Pty Ltd in its capacity as trustee	Australian Direct Investments Pty Ltd in its capacity as trustee	Australian Direct Investments Pty Ltd in its capacity as trustee	Interest held under section 608(8) of the Corporations Act through voluntary escrow deeds as attached to the announcement made 8 December 2020	3,736,680	3,736,680
Booktopia and Rondeau Pty Ltd in its capacity as trustee	Rondeau Pty Ltd in its capacity as trustee	Rondeau Pty Ltd in its capacity as trustee	Interest held under section 608(8) of the Corporations Act through voluntary escrow deeds as attached to the announcement made 8 December 2020	360,000	360,000
Booktopia and SLM Custodian Pty Ltd in its capacity as trustee	SLM Custodian Pty Ltd in its capacity as trustee	SLM Custodian Pty Ltd in its capacity as trustee	Interest held under section 608(8) of the Corporations Act through voluntary escrow deeds as attached to the announcement made 8 December 2020	540,000	540,000

Booktopia and Libertopia Management Pty Ltd	Libertopia Management Pty Ltd	Libertopia Management Pty Ltd	Interest held under section 608(8) of the Corporations Act through voluntary escrow deeds as attached to the announcement made 8 December 2020	1,955,604	1,955,604
Booktopia and Libertopia Management Pty Ltd	Libertopia Management Pty Ltd	Libertopia Management Pty Ltd	Interest held under section 608(8) of the Corporations Act through voluntary escrow deeds as attached to the announcement made 8 December 2020	3,374,899	3,374,899
Booktopia and Clifro Pty Ltd in its capacity as trustee	Clifro Pty Ltd in its capacity as trustee	Clifro Pty Ltd in its capacity as trustee	Interest held under section 608(8) of the Corporations Act through voluntary escrow deeds as attached to the announcement made 8 December 2020	296,304	296,304
Booktopia and M & S Skyleisure Pty Ltd in its capacity as trustees	M & S Skyleisure Pty Ltd in its capacity as trustees	M & S Skyleisure Pty Ltd in its capacity as trustees	Interest held under section 608(8) of the Corporations Act through voluntary escrow deeds as attached to the announcement made 8 December 2020	2,370,429	2,370,429
Booktopia and HG Investments Australia Pty Ltd in its capacity as trustee	HG Investments Australia Pty Ltd in its capacity as trustee	HG Investments Australia Pty Ltd in its capacity as trustee	Interest held under section 608(8) of the Corporations Act through voluntary escrow deeds as attached to the announcement made 8 December 2020	118,521	118,521
Booktopia and JBS Investment Partners LP	JBS Investment Partners LP	JBS Investment Partners LP	Interest held under section 608(8) of the Corporations Act through voluntary escrow deeds as attached to the announcement made 8 December 2020	1,185,215	1,185,215

#### 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
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Nashtopia Pty Ltd	Release of Shares from voluntary escrow
Tania Johnston	Release of Shares from voluntary escrow
Phillip Maundrell	Release of Shares from voluntary escrow
Ainsley Frederick James Henderson	Release of Shares from voluntary escrow
David Greatorex	Release of Shares from voluntary escrow
Klatzko Investments Pty Ltd	Release of Shares from voluntary escrow
Mark Paton Super Fund Pty Ltd	Release of Shares from voluntary escrow
Stafford Growth Fund 6, LP	Release of Shares from voluntary escrow
National Nominees Ltd in its capacity as Investment Manager	Release of Shares from voluntary escrow
BNP Paribas Nominees Pty Ltd in its capacity as custodian	Release of Shares from voluntary escrow
CS Third Nominees Pty Limited	Release of Shares from voluntary escrow
Ellerston Capital Limited in its capacity as trustee and responsible entity for various trusts and managed investments schemes	Release of Shares from voluntary escrow
Washington H. Soul Pattinson & Company Limited	Release of Shares from voluntary escrow
McNeil Nominees Pty Ltd	Release of Shares from voluntary escrow
Berne No 132 Nominees Pty Ltd	Release of Shares from voluntary escrow
Morningside Heights Pty Ltd acting in its capacity as trustee	Release of Shares from voluntary escrow
LA&MDP Pty Limited in its capacity as trustee	Release of Shares from voluntary escrow
Primus Trust Bizalmi Vagyonkezelő Zrt.	Release of Shares from voluntary escrow
Primus Trust Bizalmi Vagyonkezelő Zrt.	Release of Shares from voluntary escrow

## 6. Addresses

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

Name	Address
Booktopia Group Limited	Unit E1, 3 - 29 Birnie Avenue, Lidcombe NSW 2141

**Signature**

print name	Anna Sandham	Capacity	Company Secretary
sign here		Date	01 / 09 / 2021

**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.