

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

To Company Name/Scheme **SHAPE Australia Corporation Limited**

ACN/ARSN **654 729 352**

1. Details of substantial holder (1)

Name **SHAPE Australia Corporation Limited (Company)**

ACN/ARSN (if applicable) **654 729 352**

There was a change in the interests of the substantial holder on **25/08/2022**

The previous notice was given to the company on **13/01/2022**

The previous notice was dated **13/01/2022**

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)
Fully-paid ordinary shares	51,982,650	62.45%	44,556,200	53.53%

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
25 August 2022	SHAPE Australia Corporation Limited	Shares released from voluntary escrow	n/a	7,426,450 Fully Paid Ordinary Shares	7,426,450

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
The Company	Those holders listed in Annexure B	Those holders listed in Annexure B	Power to control the exercise of a power to dispose of the securities	44,556,200 Fully Paid ordinary shares	53.53%

			(section 608(1)(c) of the Corporations Act) - the registered holders have entered into voluntary restriction deeds with the Company in the form attached to this form as Annexure A.		

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
n/a	n/a

6. Addresses

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

Name	Address
SHAPE Australia Corporation Limited	Level 11, 155 Clarence Street, Sydney NSW 2000

Signature

print name **Scott Jamieson**

capacity **Company Secretary**

sign here



date **25/08/2022**

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.
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Annexure A

This is Annexure A of 5 pages referred to in ASIC Form 604 – Notice of change of interests of substantial holder in relation to SHAPE Australia Corporation Limited ACN 654 729 352.

Signature



Date: 25 August 2022

Voluntary Restriction Deed

We, the persons in:

- Item 1 of the schedule (“entity”); and
- Item 2 of the schedule (“holder”),

agree as follows.

Introduction

- A. The entity intends to issue, or has issued, restricted securities to the holder. The holder has agreed to hold the restricted securities as set out in this deed.

Agreement

Escrow restrictions

1. During the escrow period, the holder must not:
 - (a) dispose of, or agree or offer to dispose of, the restricted securities;
 - (b) create, or agree or offer to create, any security interest in the restricted securities; or
 - (c) do, or omit to do, any act if the act or omission would have the effect of transferring effective ownership or control of the restricted securities,except as permitted by the entity in writing and anything done in contravention of this clause is not binding on, and will not be recognised as legally effective by, the entity.
2. Not used.
3. The holder agrees that the restricted securities are to be kept on the entity’s issuer sponsored subregister and are to have a holding lock applied unless otherwise agreed by the entity in writing. At the end of the escrow period, the entity must procure the removal of the holding lock.

Warranties

4. Not used.
5. Not used.
6. Not used.
7. Not used.
8. Not used.
9. Not used.

10. Not used.

Consequences of breaching this deed

11. If the holder breaches this deed:

- (a) the holder must take the steps necessary to rectify the breach;
- (b) the entity must take the steps necessary to enforce the agreement;
- (c) the entity must refuse to acknowledge any disposal (including, without limitation, to register any transfer) of any of the restricted securities in breach of this deed; and
- (d) the holder of the restricted securities will cease to be entitled to any dividends or distributions, or to exercise any voting rights, in respect of the restricted securities for so long as the breach continues.

Amendment

12. This deed must not be terminated, changed or waived without the entity's written consent.

Counterparts

13. This deed may be executed in any number of counterparts, and this has the same effect as if the signatures on the counterparts were on a single copy of this deed. Without limiting the foregoing, if the signatures on behalf of one party are on different counterparts, this shall be taken to be, and have the same effect as, signatures on the same counterpart and on a single copy of this deed.

Jurisdiction

14. The laws of the State of New South Wales apply to this deed. We submit to the exclusive jurisdiction of the courts of that State.

Definitions and interpretation

In this deed:

ASX means ASX Limited.

ASX Settlement Operating Rules means the ASX settlement operating rules, as in force from time to time.

CHESS has the meaning given in Section 2 of the ASX Settlement Operating Rules.

dispose means to dispose of, directly or indirectly through another person, by any means, including:

- (a) granting, being granted or exercising an option;
- (b) declaring a trust over an asset;
- (c) using an asset as collateral;
- (d) decreasing an economic interest; or
- (e) disposing of part of an asset.

escrow period means the period starting on the date set out in item 4 of the schedule and ending on the date set out in item 5 of the schedule.

holding lock has the same meaning as in Section 2 of the ASX Settlement Operating Rules.

issuer sponsored subregister means that part of an entity's register for a class of CHESS approved securities that is administered by the entity and records uncertificated holdings of securities.

listing rules mean the listing rules of ASX, as in force from time to time.

restricted securities means the securities set out in item 6 of the schedule and any securities attaching to or arising out of those securities that are restricted securities under the listing rules.

The singular includes the plural and vice versa.

A reference to a party includes its successors, personal representatives and transferees.

Other words and expressions defined in the listing rules, and not in this deed, have the meanings given to them in the listing rules.

Every warranty or agreement (expressed or implied) in which more than one person joins, binds them individually and any combination of them as a group.

Schedule

1. Entity's name and address: SHAPE Australia Corporation Limited ACN 654 729 352
2. Holder's name and address:
3. Not used
4. Escrow period start date: the date on which the entity is admitted to the official list of ASX
5. Escrow period end date:
 - (a) In respect of Tranche 1, the date on which the entity's preliminary final report for the financial year ending 30 June 2022 is released on ASX
 - (b) In respect of Tranche 2, the date on which the entity's half yearly report for the half-year ending 31 December 2022 is released on ASX
 - (c) In respect of Tranche 3, the date on which the entity's preliminary final report for the financial year ending 30 June 2023 is released on ASX
 - (d) In respect of Tranche 4, the date on which the entity's half yearly report for the half-year ending 31 December 2023 is released on ASX
6. Particulars of restricted securities:
 - (a) ☒ fully-paid ordinary shares in the entity (**Tranche 1**)
 - (b) ☒ fully-paid ordinary shares in the entity (**Tranche 2**)
 - (c) ☒ fully-paid ordinary shares in the entity (**Tranche 3**)
 - (d) ☒ fully-paid ordinary shares in the entity (**Tranche 4**)
7. Not used
8. Not used
9. Not used

Dated: 2021

Executed as a deed.

Executed by **SHAPE Australia Corporation**)
Limited ACN 654 729 352 in accordance with)
Section 127 of the *Corporations Act 2001* (Cth):)

Signature of director

Signature of director/company secretary*

Name of director
(BLOCK LETTERS)

Name of director/company secretary*
(BLOCK LETTERS)
Delete whichever does not apply

Executed by **[#]** **ACN [#]** as trustee for the **[#]**)
by its duly appointed attorney in the presence)
of:)

Signature of Witness

[insert]

Name of Witness
(BLOCK LETTERS)

Signed, Sealed and Delivered by **[insert]** by)
[his/her] duly appointed attorney in the)
presence of:)

Signature of Witness

[insert]

Name of Witness
(BLOCK LETTERS)

Annexure B

This is Annexure B of 2 pages referred to in ASIC Form 604 – Notice of initial substantial shareholder in relation to SHAPE Australia Corporation Limited ACN 654 729 352.

Signature 
Date: 25 August 2022

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Class and number of securities
SHAPE Australia Corporation Limited	Set Australia Pty Limited	Set Australia Pty Limited	2,487,420 fully paid ordinary shares
SHAPE Australia Corporation Limited	Henton Pty Limited ATF Henry Superannuation Fund	Henton Pty Limited ATF Henry Superannuation Fund	955,087 fully paid ordinary shares
SHAPE Australia Corporation Limited	Hynes Super Pty Ltd ATF Josie Hynes Retirement Fund	Hynes Super Pty Ltd ATF Josie Hynes Retirement Fund	1,573,696 fully paid ordinary shares
SHAPE Australia Corporation Limited	Babington Pty Ltd ATF Kiopia Super Fund	Babington Pty Ltd ATF Kiopia Super Fund	600,000 fully paid ordinary shares
SHAPE Australia Corporation Limited	Mr Glen David Thompson ATF Thompson Family Trust	Mr Glen David Thompson ATF Thompson Family Trust	850,977 fully paid ordinary shares
SHAPE Australia Corporation Limited	Hunone Pty Ltd ATF Barnes Family Super Fund	Hunone Pty Ltd ATF Barnes Family Super Fund	900,000 fully paid ordinary shares
SHAPE Australia Corporation Limited	Michael Barnes Nominees Pty Ltd ATF Barnes Family Trust	Michael Barnes Nominees Pty Ltd ATF Barnes Family Trust	780,000 fully paid ordinary shares
SHAPE Australia Corporation Limited	Drayton Holding Company Pty Ltd ATF Drayton Retirement Fund	Drayton Holding Company Pty Ltd ATF Drayton Retirement Fund	3,769,536 fully paid ordinary shares
SHAPE Australia Corporation Limited	Drayton No 1 Pty Ltd ATF Drayton Retirement Fund	Drayton No 1 Pty Ltd ATF Drayton Retirement Fund	1,126,339 fully paid ordinary shares
SHAPE Australia Corporation Limited	Drayton No 2 Pty Ltd ATF J D Drayton Family Trust	Drayton No 2 Pty Ltd ATF J D Drayton Family Trust	1,892,484 fully paid ordinary shares
SHAPE Australia Corporation Limited	Karen Jamieson	Karen Jamieson	909,772 fully paid ordinary shares
SHAPE Australia Corporation Limited	Scott Jamieson	Scott Jamieson	69,572 fully paid ordinary shares
SHAPE Australia Corporation Limited	Jodie Marix-Evans	Jodie Marix-Evans	641,721 fully paid ordinary shares
SHAPE Australia Corporation Limited	Peter Marix-Evans	Peter Marix-Evans	155,499 fully paid ordinary shares
SHAPE Australia Corporation Limited	Spit Island Pty Ltd ATF Spit Island Trust	Spit Island Pty Ltd ATF Spit Island Trust	370,941 fully paid ordinary shares
SHAPE Australia Corporation Limited	Famarn Pty Ltd ATF Phillip Arnall Super Fund	Famarn Pty Ltd ATF Phillip Arnall Super Fund	463,680 fully paid ordinary shares
SHAPE Australia Corporation Limited	Veroxo Pty Limited ATF McDonald Family Trust	Veroxo Pty Limited ATF McDonald Family Trust	871,303 fully paid ordinary shares
SHAPE Australia Corporation Limited	Veroxo Pty Limited ATF S R McDonald Super Fund	Veroxo Pty Limited ATF S R McDonald Super Fund	2,619,674 fully paid ordinary shares
SHAPE Australia Corporation Limited	Josephine Theresa Mary Hynes	Josephine Theresa Mary Hynes	1,177,675 fully paid ordinary shares
SHAPE Australia Corporation Limited	Dakov Pty Ltd ATF Campbell Super Fund	Dakov Pty Ltd ATF Campbell Super Fund	2,347,819 fully paid ordinary shares
SHAPE Australia Corporation Limited	Dakov Pty Ltd ATF Tim Campbell Family Trust	Dakov Pty Ltd ATF Tim Campbell Family Trust	577,675 fully paid ordinary shares

SHAPE Australia Corporation Limited	Ben Creek Pty Limited ATF Patterson Family Trust	Ben Creek Pty Limited ATF Patterson Family Trust	1,075,053 fully paid ordinary shares
SHAPE Australia Corporation Limited	Grant Patterson	Grant Patterson	73,021 fully paid ordinary shares
SHAPE Australia Corporation Limited	Rydyi Investments Pty Ltd ATF Panacheril Family Trust	Rydyi Investments Pty Ltd ATF Panacheril Family Trust	631,473 fully paid ordinary shares
SHAPE Australia Corporation Limited	George Panacheril	George Panacheril	49,153 fully paid ordinary shares
SHAPE Australia Corporation Limited	Paul James Lappin And Siobhan Catherine Lyons ATF Lappin Superannuation Fund	Paul James Lappin And Siobhan Catherine Lyons ATF Lappin Superannuation Fund	949,346 fully paid ordinary shares
SHAPE Australia Corporation Limited	Gerard McMahon	Gerard McMahon	26,672 fully paid ordinary shares
SHAPE Australia Corporation Limited	Kerry Ann McMahon	Kerry Ann McMahon	210,000 fully paid ordinary shares
SHAPE Australia Corporation Limited	Supercomp No 25 Pty Ltd ATF McMahon Super Benefits Fund	Supercomp No 25 Pty Ltd ATF McMahon Super Benefits Fund	2,827,819 fully paid ordinary shares
SHAPE Australia Corporation Limited	Supercomp No 25 Pty Ltd ATF McMahon Family Trust	Supercomp No 25 Pty Ltd ATF McMahon Family Trust	2,777,748 fully paid ordinary shares
SHAPE Australia Corporation Limited	Timothy John Buckman	Timothy John Buckman	32,479 fully paid ordinary shares
SHAPE Australia Corporation Limited	Buckman Nominees Pty Ltd ATF Buckman Fenwick Family Trust	Buckman Nominees Pty Ltd ATF Buckman Fenwick Family Trust	1,440,509 fully paid ordinary shares
SHAPE Australia Corporation Limited	Robyn Fenwick	Robyn Fenwick	101,702 fully paid ordinary shares
SHAPE Australia Corporation Limited	Kayfay Pty Limited ATF Big Picture Super Fund	Kayfay Pty Limited ATF Big Picture Super Fund	350,594 fully paid ordinary shares
SHAPE Australia Corporation Limited	Biramont Pty Ltd ATF Atlantic Superfund	Biramont Pty Ltd ATF Atlantic Superfund	398,440 fully paid ordinary shares
SHAPE Australia Corporation Limited	Biramont Pty Ltd ATF Pacific Superfund	Biramont Pty Ltd ATF Pacific Superfund	8,471,321 fully paid ordinary shares