

Notice of change of interests of substantial holder

To Company Name/Scheme Booktopia Group Limited
ACN/ARSN 14 612 421 388

1. Details of substantial holder (1)

Name N B T Pty Ltd (as trustee)
ACN/ARSN (if applicable) 001 945 446

There was a change in the interests of the substantial holder on 19/09/2022

The previous notice was given to the company on 13/09/2022

The previous notice was dated 12/09/2022

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)
Ordinary	10,751,733	7.82%	13,395,459	9.75%

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
19/09/2022	N B T Pty Ltd atf Astor Superannuation Fund	On Market Purchase	\$608,056.98	2,643,726	2,643,726

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
Refer 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
No changes	

6. Addresses

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

Name	Address
Refer Annexure B	

Signature

print name Nicholas Burton Taylor

capacity Director

sign here

date 19/09/2022

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".

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4. Present relevant interests

Holder of relevant interest	Registered holder of securities	Person entitled to be registered holder	Nature of relevant interest	Class and number of securities	Person's votes
N B T Pty Ltd atf Astor Superannuation Fund	HSBC Custody Nominees (Australia) Limited	N B T Pty Ltd atf Astor Superannuation Fund	Holder of shares	Ordinary 10,895,459	10,895,459
N B T Pty Ltd atf The NBT Trust	HSBC Custody Nominees (Australia) Limited	N B T Pty Ltd atf The NBT Trust	Holder of shares	Ordinary 1,500,000	1,500,000
Burton Taylor Foundation Pty Ltd atf The Burton Taylor PPF Foundation	HSBC Custody Nominees (Australia) Limited	Burton Taylor Foundation Pty Ltd atf The Burton Taylor PPF Foundation	Holders of shares	Ordinary 1,000,000	1,000,000
Nicholas Burton Taylor	As above	As above	Is a director of N B T Pty Ltd and is thus able to control the voting of shares held on behalf of the The Astor Superannuation Fund and The NBT Trust. Is a director of Burton Taylor Foundation Pty Ltd and is thus able to control the voting of shares held on behalf of the The Burton Taylor PPF Foundation.	Ordinary 13,395,459	13,395,459
Julia Helen Burton Taylor	As above	As above	Is a director of N B T Pty Ltd and is thus the able to control the voting of shares held on behalf of the The Astor Superannuation Fund and The NBT Trust. Is a director of Burton Taylor Foundation Pty Ltd and is thus the able to control the voting of shares held on behalf of the The Burton Taylor PPF Foundation.	Ordinary 13,395,459	13,395,459

Signed by


Nicholas Burton Taylor - Director

Dated:

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6. Addresses

Name	Address
N B T Pty Ltd atf Astor Superannuation Fund	591 Murringo Road, Boorowa NSW 2586
N B T Pty Ltd atf The NBT Trust	591 Murringo Road, Boorowa NSW 2586
Burton Taylor Foundation Pty Ltd atf The Burton Taylor PPF Foundation	591 Murringo Road, Boorowa NSW 2586
Nicholas Burton Taylor	40 Florida Road, Palm Beach NSW 2108
Julia Helen Burton Taylor	40 Florida Road, Palm Beach NSW 2108
Booktopia Group Limited	Unit E1, 3-29 Birnie Avenue, Lidcombe NSW 2141

Signed by


Nicholas Burton Taylor - Director

Dated: