

Z ELLERSTON CAPITAL

Ellerston Capital Limited

ABN 34 110 397 674

AFSL No. 283 000

Level 11, 179 Elizabeth Street

Sydney NSW 2000

Phone +612 9021 7797

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www.ellerstoncapital.com

TO: The Manager, Company Announcements, ASX

FAX No:

FROM: Ellerston Capital Limited

DATE: 27/04/2023

NO. OF PAGES (Including this page) 6

Dear Manager

RE:

SITEMINDER LIMITED - Form 603

We attach our notice of becoming a substantial holder (Form 603) in respect of SITEMINDER LIMITED.

We note that the shares reported in this Form are owned by third party accounts under the discretionary investment management of Ellerston Capital Limited.

None of Ellerston Capital Limited, nor any of its shareholders or any of their associates hold a direct interest in any shares disclosed in this Form.

Yours sincerely,



Ian Kelly
Company Secretary
Ellerston Capital Limited

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme SITEMINDER LIMITED

ACN/ARSN/ARBN ACN 121 931 744

1. Details of substantial holder (1)

Name Ellerston Capital Limited (Primary Person), and its associates being those persons listed in Annexure B

ACN/ARSN (if applicable) ACN 110 397 674

The holder became a substantial holder on 20/04/2023

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) |
|-------------------------|----------------------|--------------------|------------------|
| Securities | 13,802,886 | 13,802,886 | 5.02% |
| | | | |

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 |
|-----------------------------|---|--------------------------------|
| Primary Person | The Primary Person in its capacity as investment manager for various clients or as trustee/responsible entity for investment vehicles, has the power to exercise, or control the exercise of, a right to vote attached to the securities and has the power to dispose of, or control the exercise a disposal of, the securities | 13,802,886 Securities |

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 |
|-----------------------------|---|--|--------------------------------|
| Primary Person | Citicorp Nominees Pty Limited | Citicorp Nominees Pty Limited | 1,736,724 Securities |
| Primary Person | HSBC Custody Nominees (Australia) Limited | HSBC Custody Nominees (Australia) Limited | 5,523,161 Securities |
| Primary Person | National Nominees Limited | National Nominees Limited | 6,543,001 Securities |
| See Annexure A | | | |

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 |
|-----------------------------------|-----------------------|
| Refer to Annexure B | |

7. Addresses

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

| Name | Address |
|--------------------|---|
| See annexures | The Substantial Shareholder – c/- Level 11, 179 Elizabeth Street, Sydney, NSW, 2000 |
| | The entities listed in Annexure A – c/- Level 11, 179 Elizabeth Street, Sydney, NSW, 2000 |
| SITEMINDER LIMITED | Bond Store 3, 30 Windmill Street, MILLERS POINT, NSW 2000, AUSTRALIA |

Signature

| | | | |
|------------|--|----------|-------------------|
| print name | Ian Kelly | capacity | Company Secretary |
| sign here |  | date | 27/04/2023 |

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:
- (a) 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
- (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.
- (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.

SITEMINDER LIMITED ACN 121 931 744

This is Annexure A of 1 pages referred to in Form Form 603 Notice of initial substantial holder.

Signature

print name

Ian Kelly

capacity

Company Secretary

sign here



date

27/04/2023

| Date of Change | Person whose relevant interest changed | Nature of change (4) | Consideration give in relation to change (5) | Class (6) and number of securities affected |
|----------------|--|----------------------|--|---|
| 21/04/2023 | Primary Person | Buy | \$48,279.85 | 14,061 Securities |
| 20/04/2023 | Primary Person | Buy | \$256,828.07 | 75,551 Securities |
| 23/02/2023 | Primary Person | Sell | \$14,434.22 | -3,497 Securities |
| 22/02/2023 | Primary Person | Sell | \$1,903.44 | -462 Securities |
| 17/01/2023 | Primary Person | Buy | \$354,030.00 | 100,000 Securities |
| 11/08/2022 | Primary Person | Sell | \$5,312,787.41 | -1,282,198 Securities |
| 21/06/2022 | Primary Person | Buy | \$607,740.35 | 146,529 Securities |
| 27/04/2022 | Primary Person | Buy | \$776,602.03 | 180,253 Securities |
| 26/04/2022 | Primary Person | Buy | \$939,096.87 | 210,574 Securities |
| 30/03/2022 | Primary Person | Buy | \$940,960.00 | 200,000 Securities |
| 11/03/2022 | Primary Person | Buy | \$2,762,669.42 | 607,020 Securities |
| 28/01/2022 | Primary Person | Buy | \$1,444,098.32 | 262,874 Securities |
| 22/11/2021 | Primary Person | Sell | \$671,000.00 | -100,000 Securities |
| 18/11/2021 | Primary Person | Sell | \$423,431.10 | -61,455 Securities |
| 16/11/2021 | Primary Person | Sell | \$1,360,020.00 | -200,000 Securities |
| 15/11/2021 | Primary Person | Sell | \$690,000.00 | -100,000 Securities |
| 12/11/2021 | Primary Person | Sell | \$688,706.06 | -96,336 Securities |
| 11/11/2021 | Primary Person | Sell | \$700,000.00 | -100,000 Securities |
| 10/11/2021 | Primary Person | Sell | \$8,085,000.00 | -1,100,000 Securities |
| 25/10/2021 | Primary Person | Buy | \$52,477,241.85 | 12,839,770 Securities |
| 18/10/2021 | Primary Person | Buy | \$11,183,622.12 | 2,210,202 Securities |

SITEMINDER LIMITED ACN 121 931 744

This is Annexure B of 3 pages referred to in Form Form 603 Notice of initial substantial holder.

Signature

print name Ian Kelly

capacity

Company
Secretary

sign here



date

27/04/2023

The following entities represent the Passive Substantial Holders. Each is a related body corporate of the Principal Person or a person that controls a related body corporate of the Principal Person and so an associate of the Primary Person under section 12(2)(a) of the Corporations Act, and therefore a substantial holder in the Company.

| <u>PARTY/ENTITY NAME</u> | <u>AUSTRALIAN COMPANY</u> |
|---|--------------------------------------|
| Bareage Pty Ltd | 060 526 865 |
| Cairnton Holdings Limited | 008 394 134 |
| Cairnton Pty Ltd | 001 735 075 |
| Castwo Pty Ltd | 084 494 520 |
| Cavalane Holdings Pty Ltd | 080 695 754 |
| Chermon Pty Ltd | 123 039 305 |
| Conpress Holdings Pty Ltd | 088 047 974 |
| Conpress Securities Pty Limited | 160 602 853 |
| Consolidated Custodians Pty Ltd | 008 394 492 |
| Consolidated Gaming Pty Ltd | 071 513 409 |
| Consolidated Press (Finance) Pty Ltd | 001 557 035 |
| Consolidated Press (Finance) II Pty Ltd | 603 295 834 |
| Consolidated Press (Finance) III Pty Ltd | 604 881 030 |
| Consolidated Press Financial Services Pty Ltd | 008 457 869 |
| Consolidated Press Holdings Pty Limited | 008 394 509 |
| Consolidated Press Investments Pty Ltd | 000 089 118 |
| Consolidated Press Property Pty Ltd | 004 160 703 |
| CPH Capital Pty Ltd | 096 130 899 |
| CPH Crown Holdings Pty Limited | 603 296 804 |
| CPH Direct Investments Pty Ltd | 122 328 652 |
| CPH Gaming I Pty Limited | 603 295 674 |
| CPH Gaming II Pty Limited | 603 295 923 |
| CPH Gaming III Pty Limited | 603 296 162 |
| CPH Gaming IVA Pty Limited | 603 296 537 |
| CPH Gaming IVB Pty Limited | 603 296 546 |
| CPH (Ellerston Leisure) Holdings Pty Limited | 608 726 334 |
| CPH S.One Holdings Pty Limited | 603 297 927 |
| CPH S.One I Pty Limited | 603 297 310 |
| CPH Zhaopin Holdings Pty Limited | 603 298 719 |
| CPH Zhaopin Holdings I Pty Limited | 603 298 344 |
| CPH Zillow Holdings Pty Limited | 603 300 090 |
| CPH Zillow Holdings I Pty Limited | 603 299 074 |
| ECS Investment Partners Pty Ltd | 166 264 375 |
| EC Ventures GP Pty Limited | 606 074 864 |
| Ellerston Capital Limited | 110 397 674 |
| Ellerston Opportunities Pty Ltd | 150 851 666 |
| Hoyts Cinemas Operations Pty Ltd | 006 530 347 |
| Jaslib Pty Ltd | 065 059 458 |
| Jasopt Pty Ltd | 065 064 164 |
| Manoc Developments Pty Ltd | 137 556 524 |
| Northkom Pty Ltd | 082 885 961 |
| Northkom I Pty Limited | 604 022 899 |

| <u>PARTY/ENTITY NAME</u> | <u>AUSTRALIAN COMPANY</u> |
|------------------------------------|--------------------------------------|
| Ridgegate Proprietary Limited | 058 139 923 |
| S.One Holding Company Pty Limited | 601 640 215 |
| Samenic Pty Limited | 066 234 900 |
| Savabow Pty Ltd | 084 712 774 |
| ScrumPac Pty Ltd | 602 375 253 |
| Silthree Pty Ltd | 084 494 575 |
| Siltwo Pty Ltd | 084 494 495 |
| Tastee Shears Holdings Pty Limited | 627 444 464 |
| Toranaga Pty Ltd | 056 229 728 |
| Toray Pty Ltd | 002 348 503 |
| Wilbur Holdings Aus Pty. Limited | 633 535 565 |
| Wilbur One Aus Pty. Limited | 633 536 179 |