

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Locality Planning Energy Holdings Limited

ACN/ARSN 147 867 301

1. Details of substantial holder(1)

Name River Capital Pty Ltd as trustee for River Capital Embedded Network Trust (**River Capital**) and each of the entities listed in Annexure A (**River Capital Group**)

ACN/ARSN (if applicable) 073 531 469

There was a change in the interests of the substantial holder on 16/04/2024

The previous notice was given to the company on 04/04/2024

The previous notice was dated 04/04/2024

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	35,475,858	19.69%	35,598,545	19.75%

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
04/04/2024	River Capital and each other member of the River Capital Group	On-market acquisition	\$1,504.42	25,542 fully paid ordinary shares	25,542
04/04/2024	River Capital and each other member of the River Capital Group	On-market acquisition	\$752.15	12,770 fully paid ordinary shares	12,770
05/04/2024	River Capital and each other member of the River Capital Group	On-market acquisition	\$3,088.18	56,251 fully paid ordinary shares	56,251
05/04/2024	River Capital and each other member of the River Capital Group	On-market acquisition	\$1,546.82	28,124 fully paid ordinary shares	28,124
16/04/2024	River Capital and each other member of the River Capital Group	Takeover bid by River Capital. Form lodged pursuant to section 671B(1)(c) of the Corporations Act 2001 (Cth) (Corporations Act)	N/A - Form lodged pursuant to section 671B(1)(c) of the Corporations Act	35,598,545 fully paid ordinary shares	35,598,545

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
River Capital Pty Ltd (in its own capacity and as trustee for River Capital Embedded Network Trust, River Capital Dividend Plus Fund and River Capital Founders Fund)	JP Morgan Chase Nominees Australia Limited	JP Morgan Chase Nominees Australia Limited	Power to exercise, or control the exercise of, a right to vote attached to the securities pursuant to section 608(1)(b) of the Corporations Act and/or the power to dispose of, or control the exercise of a power to dispose of, the securities pursuant to section 608(1)(c) of the Corporations Act	35,598,545 fully paid ordinary shares	35,598,545
Each other member of the River Capital Group	JP Morgan Chase Nominees Australia Limited	JP Morgan Chase Nominees Australia Limited	Taken under section 608(3)(a) and/or 608(3)(b) of the Corporations Act to have a relevant interest in shares in which River Capital Pty Ltd has a relevant interest by virtue of having control of River Capital Pty Ltd or having voting power of more than 20% of River Capital Pty Ltd	35,598,545 fully paid ordinary shares	35,598,545

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

6. Addresses

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

Name	Address
River Capital and each member of the River Capital Group (other than Barry Anthony Carp, Suzi Carp, James Stuart Craig and Bellwether Investments Pty Ltd)	Level 18, 644 Chapel Street, South Yarra, VIC 3141
Bellwether Investments Pty Ltd	C/- Blaze Acumen, Level 27, 60 City Road, Southbank VIC 3006
Barry Anthony Carp and Suzi Carp	26 Coppin Grove, Hawthorn VIC 3122
James Stuart Craig	11 Fraser Street, Middle Park VIC 3206

Signature

print name James Stuart Craig

capacity Executive Director

sign here



date 16/04/2024

ANNEXURE A

This is Annexure A of 1 page (including this page) referred to in Form 604 Notice of change of interests of substantial holder



Name: James Stuart Craig

Date: 16/04/2024

Name	ACN (if applicable)
Barry Anthony Carp	N/A
Suzi Carp	N/A
James Stuart Craig	N/A
Bellwether Investments Pty Ltd	106 523 826
Suba Pty Ltd	079 286 409
RC Strategic Investments Pty Ltd	652 230 218
River Capital Pty Ltd	073 531 469
River Capital Pty Ltd as trustee for River Capital Dividend Plus Fund	073 531 469
River Capital Pty Ltd as trustee for River Capital Founders Fund	073 531 469