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27 June 2024

The Manager
Market Announcements Office
ASX Limited
20 Bridge Street
Sydney NSW 2000

Dear Sir/Madam

Takeover bid by River Capital Pty Ltd as trustee for River Capital Embedded Network Trust for shares in Locality Planning Energy Holdings Limited – Notice of status of conditions

We act for River Capital Pty Ltd (ACN 073 531 469) as trustee for River Capital Embedded Network Trust (**River Capital**) in relation to its off-market takeover bid under Chapter 6 of the *Corporations Act 2001* (Cth) (**Corporations Act**) for all of the ordinary shares in Locality Planning Energy Holdings Limited (ACN 147 867 301) which River Capital and its related entities do not already own (the **Offer**).

We attach, by way of service pursuant to section 630(5)(b) of the Corporations Act, River Capital's notice of status of conditions under section 630(3) of the Corporations Act. As announced on 19 June 2024, River Capital declared its Offer free of all remaining defeating conditions; therefore, the Offer and each contract resulting from acceptance of the Offer is wholly unconditional.

Yours faithfully
Gilbert + Tobin

A handwritten signature in blue ink, appearing to read 'Nirangjan Nagarajah'.

Nirangjan Nagarajah
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**RIVER CAPITAL PTY LTD (ACN 073 531 469)
AS TRUSTEE FOR RIVER CAPITAL EMBEDDED NETWORK TRUST**

COMPANY NOTICE – SECTION 630(3) OF THE *CORPORATIONS ACT 2001* (CTH)

Notice of status of conditions

To: Locality Planning Energy Holdings Limited (ACN 147 867 301) (ASX: LPE) (**LPE**)

ASX Limited

River Capital Pty Ltd (ACN 073 531 469) as trustee for River Capital Embedded Network Trust (**River Capital**) has made an off-market takeover bid under Chapter 6 of the *Corporations Act 2001* (Cth) (**Corporations Act**) for all of the ordinary shares in LPE which River Capital and its related entities do not already own (the **Offer**), contained in its bidder's statement dated 16 April 2024 (as supplemented by its supplementary bidder's statement dated 19 June 2024) (**Bidder's Statement**).

River Capital gives notice under section 630(3) of the Corporations Act that:

- 1 as announced by River Capital on 19 June 2024, the Offer and each contract resulting from acceptance of the Offer was freed from all of the defeating conditions contained in section 13.7 of the Bidder's Statement and, as a result, the Offer is wholly unconditional; and
- 2 as at the date of this notice, River Capital's voting power in LPE is 20.13%.

The Offer will close at 7.00pm (AEST) on Friday, 5 July 2024 unless extended in accordance with the Corporations Act.

Date: 27 June 2024

Signed for and on behalf of **River Capital Pty Ltd as trustee for River Capital Embedded Network Trust** by:



James Craig
Director