

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme ApplyDirect Limited

ACN/ARSN 123 129 162

1. Details of substantial holder (1)

Name Potentate Investments Pty Ltd ATF Norster Family Trust
ACN/ARSN (if applicable) 112 551 612

There was a change in the interests of the substantial holder on

22 / 03 / 2019

The previous notice was given to the company on

21 / 12 / 2018

The previous notice was dated

21 / 12 / 2018

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)
ORD	29,489,383	11.51%	172,606,117	40.53%

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
22 / 03 / 2019	Potentate Investments Pty Ltd ATF Norster Family Trust	Participation in private placement and scrip consideration under a share purchase agreement between the Company and the shareholders of Utility Software Services Pty Ltd dated 2 January 2019	\$0.027 per share	107,270,254 Ordinary Shares	20.67%
22 / 03 / 2019	Christopher Kuperman	Participation in private placement and scrip consideration under a share purchase agreement between the Company and the shareholders of Utility Software Services Pty Ltd dated 2 January 2019	\$0.027 per share	31,033,465 Ordinary Shares	7.29%
22 / 03 / 2019	Andrew Henderson	Participation in private placement and scrip consideration under a share purchase agreement between the Company and the shareholders of Utility Software Services Pty Ltd dated 2 January 2019	\$0.027 per share	2,777,777 Ordinary Shares	0.65%

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
Michael Norster	Potentate Investments Pty Ltd ATF Norster Family Trust	Potentate Investments Pty Ltd ATF Norster Family Trust	Controller of the registered holder	137,060,887 Ordinary Shares	32.18%
Christopher Kuperman	Christopher Kuperman	Christopher Kuperman	Shareholder	31,033,465 Ordinary Shares	7.29%
Andrew Henderson	Invia Custodian Pty Limited	Invia Custodian Pty Limited	Controller of the voting shares held by the registered holder	2,777,777 Ordinary Shares	0.65%
Andrew Henderson	HSBC Custody Nominees Limited	HSBC Custody Nominees Limited	Controller of the voting shares held by the registered holder	1,733,988 Ordinary Shares	0.41%

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 applicable	ACN/ARSN (if applicable)	Nature of association
Andrew Henderson		Potentate Investments Pty Ltd is an Associate of Christopher Kuperman, Andrew Henderson and Michael Norster as they act in concert in relation to the Company's affairs.
Christopher Kuperman		
Michael Norster		Potentate Investments Pty Ltd is an Associate of Michael Norster, as Michael Norster is the controller of Potentate Investments Pty Ltd.

6. Addresses

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

Name	Address
Potentate Investments Pty Ltd ATF Norster Family Trust	Suite 3, 109 Union Road, Surrey Hills, VIC 3127

Signature

print name Michael Norster

capacity Sole Director

sign here



date 27 / 3 / 2019

DIRECTIONS