

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Adore Beauty Group Limited (Adore Beauty)

ACN/ARSN 636 138 988

1. Details of substantial holder (1)

Name Adore Beauty (and the persons named in Annexure A)

ACN/ARSN (if applicable) 636 138 988

There was a change in the interests of the
substantial holder on 27/10/2020
The previous notice was given to the company on 23/10/2020
The previous notice was dated 23/10/2020

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 shares | 88,199,164 | 100% | 54,199,164 | 57.58% |

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 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 |
|----------------|--|--|---|---|----------------------------|
| 27/10/2020 | QPE Growth, LP | Sale and transfer of Shares to Adore Beauty SaleCo Limited ACN 643 792 698 (SaleCo) | \$6.75 per ordinary share | 20,400,000 ordinary shares | 20,400,000 ordinary shares |
| 27/10/2020 | Kate Morris | Sale and transfer of Shares to SaleCo | \$6.75 per ordinary share | 6,800,000 ordinary shares | 6,800,000 ordinary shares |
| 27/10/2020 | James Height | Sale and transfer of Shares to SaleCo | \$6.75 per ordinary share | 6,800,000 ordinary shares | 6,800,000 ordinary shares |

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 |
|-----------------------------|---------------------------------|--|---------------------------------|--------------------------------|----------------------------|
| Adore Beauty | QPE Growth, LP | QPE Growth, LP | Registered holder | 30,600,001 ordinary shares | 30,600,001 ordinary shares |
| Adore Beauty | Kate Morris | Kate Morris | Registered holder | 10,200,000 ordinary shares | 10,200,000 ordinary shares |
| Adore Beauty | James Height | James Height | Registered holder | 10,200,000 ordinary shares | 10,200,000 ordinary shares |

| | | | | | |
|--------------|---|---|-------------------|-------------------------|-------------------------|
| Adore Beauty | Tennealle O'Shannessy | Tennealle O'Shannessy | Registered holder | 868,502 ordinary shares | 868,502 ordinary shares |
| Adore Beauty | Stephanie Carroll | Stephanie Carroll | Registered holder | 86,850 ordinary shares | 86,850 ordinary shares |
| Adore Beauty | HAJA Holdings Pty Ltd (ACN 642 738 172) | Jay William & May Rose Associates Trust | Registered holder | 203,740 ordinary shares | 203,740 ordinary shares |
| Adore Beauty | Daniel Ferguson | Daniel Ferguson | Registered holder | 619,452 ordinary shares | 619,452 ordinary shares |
| Adore Beauty | Sarah Mullen | Sarah Mullen | Registered holder | 823,192 ordinary shares | 823,192 ordinary shares |
| Adore Beauty | Gareth Williams | Gareth Williams | Registered holder | 597,427 ordinary shares | 597,427 ordinary shares |

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:

N.A

6. Addresses

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

| Name | Address |
|----------------|---|
| QPE Growth, LP | Level 30, 126 – 130 Phillip Street, Sydney NSW 2000 |
| Kate Morris | 18 Henry St, Northcote VIC 3070 |
| James Height | 18 Henry St, Northcote VIC 3070 |

Signature

print name Justin Ryan

capacity Director

sign here 

date 27/10/2020

ANNEXURE A – LIST OF ASSOCIATES

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



Signature of Justin Ryan

Position: Director

Date: 27/10/2020

| Subsidiary of Adore Beauty | Address |
|--|--|
| Tate Midco Pty Ltd ACN 636 139 243 | Level 1, 421 High Street, Northcote VIC 3070 |
| Tate Bidco Pty Ltd ACN 636 139 485 | Level 1, 421 High Street, Northcote VIC 3070 |
| Adore Beauty Pty Limited ACN 123 655 783 | Level 1, 421 High Street, Northcote VIC 3070 |