

ASX Announcement

24 May 2021

Notice of initial substantial holder

Maggie Beer Holdings Limited (ASX: MBH, **Company**), encloses a copy of a Form 603 'Notice of initial substantial shareholder' (**Form 603**) which is being filed with ASX to notify the market of the Company's interest of 57,142,858 fully paid ordinary shares (or approximately 16% of the Company's issued capital) which arises by virtue of the voluntary escrow arrangements which were entered into between the Company and the vendors of Hampers & Gifts Australia Pty Ltd.

Yours sincerely



Sophie Karzis

Company Secretary

Maggie Beer Holdings Limited

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme **Maggie Beer Holdings Limited**

ACN/ARSN **ACN 092 817 171**

1. Details of substantial holder (1)

Name **Maggie Beer Holdings Limited**

ACN/ARSN (if applicable) **ACN 092 817 171**

The holder became a substantial holder on 21 May 2021

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)
Ordinary Shares	57,142,858	57,142,858	16.30%

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
Maggie Beer Holdings Limited	Restrictions on disposal of shares under voluntary escrow arrangements entered into with the vendors of Hampers & Gifts Australia Pty Ltd gives Maggie Beer Holdings Limited a 'relevant interest' in its own shares under section 608(1)(c) of the <i>Corporations Act 2001</i> (Cth). However, Maggie Beer Holdings Limited has no right to acquire these shares or to control the voting rights attaching to these shares.	57,142,858 Ordinary Shares

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
Maggie Beer Holdings Limited	Those persons listed in Annexure A	Those persons listed in Annexure A	57,142,858 Ordinary Shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Maggie Beer Holdings Limited	21 May 2021	No consideration was paid by Maggie Beer Holdings Limited. Maggie Beer Holdings Limited has no right to acquire the shares that are subject to the voluntary escrow arrangements.		57,142,858 Ordinary Shares

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
N/A	N/A

7. Addresses

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

Name	Address
Maggie Beer Holdings Limited	2 Keith Street, Tanunda, South Australia 5352

Signature

print name	Sophie Karzis	capacity	Company Secretary
sign here		date	24 May 2021

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.

This is Annexure A referred to in the Form 603 '*Notice of initial substantial holder*' for Maggie Beer Holdings Limited ACN 092 817 171. The following parties entered into voluntary escrow deeds in respect of the restricted securities noted below:

#	Name	Restricted Securities	Release date
1.	DAVID MORGAN INVESTMENTS PTY LTD <THE DAVID MORGAN INVEST A/C>	14,285,714	The earlier of the release of the Company's financial statements for the financial year ending 30 June 2022 or 31 October 2022
2.	DAVID MORGAN INVESTMENTS PTY LTD <THE DAVID MORGAN INVEST A/C>	14,285,715	The earlier of the release of the Company's financial statements for the financial year ending 30 June 2023 or 31 October 2023
3.	EMILY MCWATERS INVESTMENTS PTY LTD <EMILY MCWATERS INVEST A/C>	14,285,714	The earlier of the release of the Company's financial statements for the financial year ending 30 June 2022 or 31 October 2022
4.	EMILY MCWATERS INVESTMENTS PTY LTD <EMILY MCWATERS INVEST A/C>	14,285,715	The earlier of the release of the Company's financial statements for the financial year ending 30 June 2023 or 31 October 2023