

ASX Announcement

rhipe Limited (ASX:RHP)

08 September 2021



FY19 LTI Issuance

rhipe Limited (ASX:RHP) (**rhipe** or the **Company**) notes the recent vesting and exercising of FY19 LTIs, resulting in the issuance of 1,262,472 fully paid ordinary shares on 08 September 2021.

Of those 1,262,472 fully paid ordinary shares, 774,366 were purchased on-market and satisfied via the Company Trust and the remaining 488,106 are to be issued as per the attached Appendix 2A.

KMPs included in this issuance are as stated below:

Name of KMP	Name of Registered Holder	Number of + securities
Dominic O'Hanlon	Dominic O'Hanlon	393,467
Mark McLellan	Mark McLellan	236,081
Warren Nolan	Warren Nolan	196,733
Chris Sharp	Chris Sharp	173,126

Approval for Mr Dominic O'Hanlon's FY19 performance rights was garnered at the Company's 2019 Annual General Meeting and the relevant Appendix 3Y will be issued within the relevant timeframe.

ENDS

Approved for release by the Company Secretary.

About rhipe

rhipe, (ASX: RHP) is a global leader in cloud and technology solutions, providing partners with business advisory and deep domain technical expertise to thrive in the growing cloud market. rhipe is recognised as an expert in subscription software licensing in Asia Pacific. Its multi-award-winning services and support division is the industry leader in Microsoft Office 365 implementation and other global vendor solutions.

For more information, contact:

Dominic O'Hanlon – Chief Executive Officer
dominic.ohanlon@rhipe.com

Mark McLellan – Chief Financial Officer
investorrelations@rhipe.com

rhipe.com

Australia

Sydney (Head Office)
Level 19, 100 Miller Street
North Sydney, NSW 2060

t: 1300 885 812

rhipe Australia Pty Ltd. ABN 31 103 659 212
Please keep a copy for your records

Appendix 2A

Application for quotation of +securities

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

If you are an entity incorporated outside Australia and you are seeking quotation of a new class of +securities other than CDIs, you will need to obtain and provide an International Securities Identification Number (ISIN) for that class. Further information on the requirement for the notification of an ISIN is available from the Create Online Forms page. ASX is unable to create the new ISIN for non-Australian issuers.

*Denotes minimum information required for first lodgement of this form, with exceptions provided in specific notes for certain questions. The balance of the information, where applicable, must be provided as soon as reasonably practicable by the entity.

Part 1 – Entity and announcement details

Question no	Question	Answer
1.1	*Name of entity We (the entity here named) apply for +quotation of the following +securities and agree to the matters set out in Appendix 2A of the ASX Listing Rules. ¹	rhipe Limited
1.2	*Registration type and number Please supply your ABN, ARSN, ARBN, ACN or another registration type and number (if you supply another registration type, please specify both the type of registration and the registration number).	ACN 112 452 436
1.3	*ASX issuer code	RHP
1.4	*This announcement is Tick whichever is applicable.	☒ A new announcement ☐ An update/amendment to a previous announcement ☐ A cancellation of a previous announcement
1.4a	*Reason for update Answer this question if your response to Q 1.4 is an update/amendment to previous announcement.	N/A
1.4b	*Date of previous announcement to this update Answer this question if your response to Q 1.4 is an update/amendment to previous announcement.	N/A
1.4c	*Reason for cancellation Answer this question if your response to Q 1.4 is "A cancellation of a previous announcement"	N/A

¹ Appendix 2A of the Listing Rules includes a warranty that an offer of the securities for sale within 12 months after their issue will not require disclosure under section 707(3) or 1012C(6) of the Corporations Act. If you are in any doubt as to the application of, or the entity's capacity to give, this warranty, please see ASIC Regulatory Guide 173 *Disclosure for on-sale of securities and other financial products* and consult your legal adviser.

1.4d	*Date of previous announcement to this cancellation <i>Answer this question if your response to Q 1.4 is "A cancellation of a previous announcement"</i>	N/A
1.5	*Date of this announcement	8 September 2021

Part 2 – Type of issue

Question No.	Question	Answer
2.1	*The +securities to be quoted are: <i>Select whichever item is applicable.</i> <i>If you wish to apply for quotation of different types of issues of securities, please complete a separate Appendix 2A for each type of issue.</i>	☒ +Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B ☐ +Securities issued under a +dividend or distribution plan ☐ +Securities issued, transferred or re-classified as a result of options being exercised or other +convertible securities being converted ☐ Unquoted partly paid +securities that have been fully paid up and are now to become quoted fully paid +securities <i>Note: there is no need to apply for quotation of the fully paid securities if the partly paid securities were already quoted</i> ☐ +Restricted securities where the escrow period has expired or is about to expire ☐ +Securities previously issued under an +employee incentive scheme where the restrictions on transfer have ceased or are about to cease ☒ +Securities issued under an +employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer ☐ Other [please specify] <i>If you have selected 'other' please explain the circumstances of the issue here:</i>
2.1a	*Have the +securities to be quoted been issued yet?	Yes
2.1a.1	*What was their date of issue? <i>Answer this question if your response to Q2.1a is "Yes".</i>	8 September 2021
2.1a.2	*What is their proposed date of issue? <i>Answer this question if your response to Q2.1a is "No".</i>	N/A
2.2a.1	*Date of Appendix 3B notifying the market of the proposed issue of +securities for which quotation is now being sought <i>Answer this question if your response to Q2.1 is "Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B"</i>	28 November 2019

2.2a.2	*Are there any further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B? <i>Answer this question if your response to Q2.1 is "Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B".</i>	No
2.2a.2.1	*Please provide details of the further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B <i>Answer this question if your response to Q2.1 is "Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.2a.2 is "Yes".</i> <i>Please provide details of the proposed dates and number of securities for the further issues. This may be the case, for example, if the Appendix 3B related to an accelerated pro rata offer with an institutional component being quoted on one date and a retail component being quoted on a later date.</i>	N/A
2.2b.1	Date of Appendix 3A.1 lodged with ASX in relation to the underlying +dividend or distribution <i>Answer this question if your response to Q2.1 is "Securities issued under a dividend or distribution plan".</i>	N/A
2.2c.1	Please state the number and type of options that were exercised or other +convertible securities that were converted (including their ASX security code) <i>Answer this question if your response to Q2.1 is "Securities issued, transferred or re-classified as a result of options being exercised or other convertible securities being converted".</i>	N/A
2.2c.2	And the date the options were exercised or other +convertible securities were converted <i>Answer this question if your response to Q2.1 is "Securities issued, transferred or re-classified as a result of options being exercised or other convertible securities being converted".</i> <i>Note: If this occurred over a range of dates, enter the first date and last date of the period in which the options were exercised or convertible securities were converted.</i>	N/A
2.2c.3	Is this all of the options or other +convertible securities on issue of that type (ie have all of those options now been exercised or have all of those convertible securities now been converted)? <i>Answer this question if your response to Q2.1 is "Securities issued, transferred or re-classified as a result of options being exercised or other convertible securities being converted".</i>	N/A
2.2c.4	The right of the holder of the options or other +convertible securities to receive the +underlying securities is being satisfied by: <i>Answer this question if your response to Q2.1 is "Securities issued, transferred or re-classified as a result of options being exercised or other convertible securities being converted".</i>	N/A

2.2c.5	The underlying securities being received by the holder are: <i>Answer this question if your response to Q2.1 is "Securities issued, transferred or re-classified as a result of options being exercised or other convertible securities being converted".</i>	N/A						
2.2c.6	Were the options being exercised or other +convertible securities being converted issued under an +employee incentive scheme? <i>Answer this question if your response to Q2.1 is "Securities issued, transferred or re-classified as a result of options being exercised or other convertible securities being converted".</i>	N/A						
2.2c.7	*Are any of the options being exercised or other +convertible securities being converted held by +key management personnel (KMP) or an +associate? <i>Answer this question if your response to Q2.1 is "Securities issued, transferred or re-classified as a result of options being exercised or other convertible securities being converted" and your response to Q2.2c.6 is "Yes".</i>	N/A						
2.2c.7.a	*Provide details of the KMP or +associates who are exercising options or converting convertible securities. <i>Answer this question if your response to Q2.1 is "Securities issued, transferred or re-classified as a result of options being exercised or other convertible securities being converted", your response to Q2.2c.6 is "Yes" and your response to Q2.2c.7 is "Yes". Repeat the detail in the table below for each KMP involved. If the options or other convertible securities are held by the KMP, repeat the name of the KMP or insert "Same" in "Name of registered holder". If the options or other convertible securities are held by an associate of a KMP, insert the name of the associate in "Name of registered holder".</i> <table border="1"> <thead> <tr> <th>Name of KMP [200 characters]</th><th>Name of registered holder [200 characters]</th><th>Number of options being exercised or other +convertible securities being converted [16 characters]</th></tr> </thead> <tbody> <tr> <td>N/A</td><td>N/A</td><td>N/A</td></tr> </tbody> </table>		Name of KMP [200 characters]	Name of registered holder [200 characters]	Number of options being exercised or other +convertible securities being converted [16 characters]	N/A	N/A	N/A
Name of KMP [200 characters]	Name of registered holder [200 characters]	Number of options being exercised or other +convertible securities being converted [16 characters]						
N/A	N/A	N/A						
2.2d.1	Please state the number and type of unquoted partly paid +securities (including their ASX security code) that have been fully paid up and that are now to become quoted on ASX <i>Answer this question if your response to Q2.1 is "Partly paid securities that have been fully paid up and are now to become quoted fully paid securities".</i>	N/A						
2.2d.2	And the date the +securities were fully paid up <i>Answer this question if your response to Q2.1 is "Partly paid securities that have been fully paid up and are now to become quoted fully paid securities".</i> <i>Note: If this occurred over a range of dates, enter the date the last of the securities was fully paid up.</i>	N/A						
2.2d.3	Is this all of the partly paid +securities on issue of that type (ie have all of those partly paid securities now been fully paid up)? <i>Answer this question if your response to Q2.1 is "Unquoted partly paid securities that have been fully paid up and are now to become quoted fully paid securities".</i>	N/A						

2.2e.1	Please state the number and type of +restricted securities (including their ASX security code) where the escrow period has expired or is about to expire <i>Answer this question if your response to Q2.1 is "Restricted securities where the escrow period has expired or is about to expire".</i>	N/A
2.2e.2	And the date the escrow restrictions have ceased or will cease <i>Answer this question if your response to Q2.1 is "Restricted securities where the escrow period has expired or is about to expire".</i> <i>Note: If this occurred over a range of dates, enter the date the last of the escrow restrictions has ceased or will cease.</i>	N/A
2.2f.1	Please state the number and type of +securities (including their ASX security code) previously issued under the +employee incentive scheme where the restrictions on transfer have ceased or are about to cease <i>Answer this question if your response to Q2.1 is "Securities previously issued under an employee incentive scheme where the restrictions on transfer have ceased or are about to cease".</i>	N/A
2.2f.2	And the date the restrictions on transfer have ceased or will cease: <i>Answer this question if your response to Q2.1 is "Securities previously issued under an employee incentive scheme where the restrictions on transfer have ceased or are about to cease".</i> <i>Note: If this occurred over a range of dates, enter the date the last of the restrictions on transfer has ceased or will cease.</i>	N/A
2.2g.1	Please state the number and type of +securities (including their ASX security code) issued under the +employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer <i>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer".</i>	488,106

2.2g.2	*Please attach a document or provide details of a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms. <i>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer".</i>	Approval for Mr Dominic O'Hanlon's FY19 performance rights was obtained at the Company's 2019 Annual General Meeting. See the 2019 Notice of Annual General Meeting here: http://www.aspecthuntley.com.au/asxdata/20191021/pdf/02161460.pdf#search=%22%22 The Performance Rights Plan Rules were approved at the Company's 2017 Annual General Meeting. See the 2017 Notice of Annual General Meeting here: http://www.aspecthuntley.com.au/asxdata/20171002/pdf/01903349.pdf#search=%22%22															
2.2g.3	*Are any of these +securities being issued to +key management personnel (KMP) or an +associate <i>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer".</i>	Yes															
2.2g.3.a	*Provide details of the KMP or +associates being issued +securities. <i>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer" and your response to Q2.2g.3 is "Yes". Repeat the detail in the table below for each KMP involved in the issue. If the securities are being issued to the KMP, repeat the name of the KMP or insert "Same" in "Name of registered holder". If the securities are being issued to an associate of a KMP, insert the name of the associate in "Name of registered holder".</i> <table border="1" data-bbox="339 1229 1364 1503"> <thead> <tr> <th>Name of KMP [200 characters]</th><th>Name of registered holder [200 characters]</th><th>Number of +securities [16 characters]</th></tr> </thead> <tbody> <tr> <td>Dominic O'Hanlon</td><td>Dominic O'Hanlon</td><td>393,467</td></tr> <tr> <td>Mark McLellan</td><td>Mark McLellan</td><td>236,081</td></tr> <tr> <td>Warren Nolan</td><td>Warren Nolan</td><td>196,733</td></tr> <tr> <td>Chris Sharp</td><td>Chris Sharp</td><td>173,126</td></tr> </tbody> </table>		Name of KMP [200 characters]	Name of registered holder [200 characters]	Number of +securities [16 characters]	Dominic O'Hanlon	Dominic O'Hanlon	393,467	Mark McLellan	Mark McLellan	236,081	Warren Nolan	Warren Nolan	196,733	Chris Sharp	Chris Sharp	173,126
Name of KMP [200 characters]	Name of registered holder [200 characters]	Number of +securities [16 characters]															
Dominic O'Hanlon	Dominic O'Hanlon	393,467															
Mark McLellan	Mark McLellan	236,081															
Warren Nolan	Warren Nolan	196,733															
Chris Sharp	Chris Sharp	173,126															
2.2h.1	*Were the +securities issued for a cash consideration? <i>Answer this question if your response to Q2.1 is "Other".</i> <i>If the securities are being issued for nil cash consideration, answer this question "No".</i>	N/A															
2.2h.1.a	*In what currency was the cash consideration paid? <i>Answer this question if your response to Q2.1 is "Other" and your response to Q2.2h.1 is "Yes".</i> <i>For example, if the consideration is being paid in Australian Dollars, state AUD.</i>	N/A															

2.2h.1.b	*What was the issue price per +security <i>Answer this question if your response to Q2.1 is "Other" and your response to Q2.2h.1 is "Yes", and by reference to the issue currency provided in your response to Q2.2h.1.a.</i> <i>Note: you cannot enter a nil amount here. If the securities are being issued for nil cash consideration, answer Q2.2h.1 as "No" and complete Q2.2h.1.c.</i>	N/A
2.2h.1.c	Please describe the consideration provided for the +securities <i>Answer this question if your response to Q2.1 is "Other" and your response to Q2.2h.1 is "No".</i>	N/A
2.2h.1.d	Please provide an estimate (in AUD) of the value of the consideration provided per +security for the +securities to be quoted <i>Answer this question if your response to Q2.1 is "Other" and your response to Q2.2h.1 is "No".</i>	N/A
2.2h.2	*The purpose(s) for which the entity is issuing the +securities is: <i>Answer this question if your response to Q2.1 is "Other".</i> <i>You may select one or more of the items in the list.</i>	N/A
2.2h.3	*Please provide any further information needed to understand the circumstances in which you are applying to have these +securities quoted on ASX, including why the issue of the +securities has not been previously announced to the market in an Appendix 3B <i>You must answer this question if your response to Q2.1 is "Other". If there is no other information to provide, please answer "Not applicable" or "N/A".</i>	N/A
2.2i	*Have these +securities been offered under a +disclosure document or +PDS? <i>Answer this question if your response to Q2.1 is "Other".</i>	N/A
2.2i.1	*Date of +disclosure document or +PDS? <i>Answer this question if your response to Q2.1 is "Other" and your response to Q2.2i is "Yes".</i> <i>Under the Corporations Act, the entity must apply for quotation of the securities within 7 days of the date of the disclosure document or PDS.</i>	N/A
2.3	*Any on-sale of the +securities to be quoted within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of: <i>Answer this question if your response to Q2.1 is "Other" and your response to Q2.2i is "No".</i> <i>Note: Under Appendix 2A of the Listing Rules, when the entity applies for quotation of securities, it gives a warranty that an offer of the securities for sale within 12 months after their issue will not require disclosure under section 707(3) or 1012C(6) of the Corporations Act.</i> <i>If you are in any doubt as to the application of, or the entity's capacity to give, this warranty, please see ASIC Regulatory Guide 173 Disclosure for on-sale of securities and other financial products and consult your legal adviser.</i>	N/A.

2.4	*The +securities to be quoted are: <i>Tick whichever is applicable</i>	☒ Additional +securities in a class that is already quoted on ASX ("existing class") ☐ New +securities in a class that is not yet quoted on ASX ("new class")
-----	--	--

Part 3A – number and type of +securities to be quoted (existing class or new class) where issue has previously been notified to ASX in an Appendix 3B

Answer the questions in this Part if your response to Q2.1 is “Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B”.

Question No.	Question	Answer																		
3A.1	*ASX security code & description	RHP Fully Paid Ordinary Shares																		
3A.2	*Number of +securities to be quoted	488,106																		
3A.3	Any other information the entity wishes to provide about the +securities to be quoted	See attached ASX announcement.																		
3A.4	*Provide a distribution schedule for the new +securities according to the categories set out in the left hand column – including the number of recipients and the total percentage of the new +securities held by the recipients in each category. <table border="1"> <thead> <tr> <th>Number of +securities held</th><th>Number of holders</th><th>Total percentage of +securities held</th></tr> </thead> <tbody> <tr> <td>1 – 1,000</td><td>N/A</td><td>N/A</td></tr> <tr> <td>1,001 – 5,000</td><td>N/A</td><td>N/A</td></tr> <tr> <td>5,001 – 10,000</td><td>N/A</td><td>N/A</td></tr> <tr> <td>10,001 – 100,000</td><td>N/A</td><td>N/A</td></tr> <tr> <td>100,001 and over</td><td>N/A</td><td>N/A</td></tr> </tbody> </table> Answer this question only if you are an ASX Listing (ASX Foreign Exempt Listings and ASX Debt Listings do not have to answer this question), your response to Q2.4 is “new class” and the securities to be quoted have already been issued. Note: if the securities to be quoted have not yet been issued, under listing rule 3.10.5, you will need to provide to ASX a list of the 20 largest recipients of the new securities, and the number and percentage of the new securities received by each of those recipients, and a distribution schedule for the securities when they are issued.		Number of +securities held	Number of holders	Total percentage of +securities held	1 – 1,000	N/A	N/A	1,001 – 5,000	N/A	N/A	5,001 – 10,000	N/A	N/A	10,001 – 100,000	N/A	N/A	100,001 and over	N/A	N/A
Number of +securities held	Number of holders	Total percentage of +securities held																		
1 – 1,000	N/A	N/A																		
1,001 – 5,000	N/A	N/A																		
5,001 – 10,000	N/A	N/A																		
10,001 – 100,000	N/A	N/A																		
100,001 and over	N/A	N/A																		

Part 3B – number and type of +securities to be quoted (existing class) where issue has not previously been notified to ASX in an Appendix 3B

Answer the questions in this Part if your response to Q2.1 is anything other than “Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B” and your response to Q2.4 is “existing class”. If your response to Q2.1 is “Securities issued, transferred or re-classified as a result of options being exercised or other convertible securities being converted”, the questions in this part relate to the securities being issued, transferred or reclassified as a result of the exercise of the options or the conversion of the convertible securities. If your response to Q2.1 is “Unquoted partly paid securities that have been fully paid up and are now to become quoted fully paid securities”, the questions in this part relate to the fully paid securities arising from that payment up. Otherwise, the questions in this part relate to the securities issued by the entity which are to be quoted on ASX and which are described in the response to Q2.1.

Question No.	Question	Answer
3B.1	*ASX security code & description	N/A
3B.2	*Number of +securities to be quoted	N/A
3B.3a	*Will the +securities to be quoted rank equally in all respects from their issue date with the existing issued +securities in that class?	N/A
3B.3b	*Is the actual date from which the +securities will rank equally (non-ranking end date) known? <i>Answer this question if your response to Q3B.3a is “No”.</i>	N/A
3B.3c	*Provide the actual non-ranking end date <i>Answer this question if your response to Q3B.3a is “No” and your response to Q3B.3b is “Yes”.</i>	N/A
3B.3d	*Provide the estimated non-ranking end period <i>Answer this question if your response to Q3B.3a is “No” and your response to Q3B.3b is “No”.</i>	N/A
3B.3e	*Please state the extent to which the +securities do not rank equally: • in relation to the next dividend, distribution or interest payment; or • for any other reason <i>Answer this question if your response to Q3B.3a is “No”.</i> <i>For example, the securities may not rank at all, or may rank proportionately based on the percentage of the period in question they have been on issue, for the next dividend, distribution or interest payment; or they may not be entitled to participate in some other event, such as an entitlement issue.</i>	N/A
3B.4	Any other information the entity wishes to provide about the +securities to be quoted	N/A

Part 3C – number and type of +securities to be quoted (new class) where issue has not previously been notified to ASX in an Appendix 3B

Answer the questions in this Part if your response to Q2.1 is anything other than “Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B” and your response to Q2.4 is “new class”. If your response to Q2.1 is “Securities issued, transferred or re-classified as a result of options being exercised or other convertible securities being converted”, the questions in this part relate to the securities being issued, transferred or reclassified as a result of the exercise of the options or the conversion of the convertible securities. If your response to Q2.1 is “Unquoted partly paid securities that have been fully paid up and are now to become quoted fully paid securities”, the questions in this part relate to the fully paid securities arising from that payment up. Otherwise, the questions in this part relate to the securities issued by the entity which are to be quoted on ASX and which are described in the response to Q2.1.

Question No.	Question	Answer
3C.1	*Security description	N/A
3C.2	*Security type Select one item from the list that best describes the securities the subject of this form. This will determine more detailed questions to be asked about the security later in this section. Select “ordinary fully or partly paid shares/units” for stapled securities or CDIs. For interest rate securities, please select the appropriate choice from either “Convertible debt securities” or “Non-convertible debt securities”. Select “Other” for performance shares/units and performance options/rights or if the selections available in the list do not appropriately describe the security being issued.	N/A
3C.3	ISIN code Answer this question if you are an entity incorporated outside Australia and you are seeking quotation of a new class of securities other than CDIs. See also the note at the top of this form.	N/A
3C.4	*Number of +securities to be quoted	N/A
3C.5a	*Will all the +securities issued in this class rank equally in all respects from the issue date?	N/A
3C.5b	*Is the actual date from which the +securities will rank equally (non-ranking end date) known? Answer this question if your response to Q3C.5a is “No”.	N/A
3C.5c	*Provide the actual non-ranking end date Answer this question if your response to Q3C.5a is “No” and your response to Q3C.5b is “Yes”.	N/A
3C.5d	*Provide the estimated non-ranking end period Answer this question if your response to Q3C.5a is “No” and your response to Q3C.5b is “No”.	N/A

3C.5e	*Please state the extent to which the +securities do not rank equally: - in relation to the next dividend, distribution or interest payment; or - for any other reason <i>Answer this question if your response to Q3C.5a is "No".</i> <i>For example, the securities may not rank at all, or may rank proportionately based on the percentage of the period in question they have been on issue, for the next dividend, distribution or interest payment; or they may not be entitled to participate in some other event, such as an entitlement issue.</i>	N/A																		
3C.6	Please attach a document or provide a URL link for a document lodged with ASX setting out the material terms of the +securities to be quoted <i>You may cross-reference a disclosure document, PDS, information memorandum, investor presentation or other announcement with this information provided it has been released to the ASX Market Announcements Platform.</i>	N/A																		
3C.7	*Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1? <i>Answer this question only if you are an ASX Listing. (ASX Foreign Exempt Listings and ASX Debt Listings do not have to answer this question).</i> <i>If your response is "No" and the securities have any unusual terms, you should approach ASX as soon as possible for confirmation under listing rule 6.1 that the terms are appropriate and equitable.</i>	N/A																		
3C.8	*Provide a distribution schedule for the new +securities according to the categories set out in the left hand column – including the number of recipients and the total percentage of the new +securities held by the recipients in each category. <table border="1"> <thead> <tr> <th>Number of +securities held</th><th>Number of holders</th><th>Total percentage of +securities held</th></tr> </thead> <tbody> <tr> <td>1 – 1,000</td><td>N/A</td><td>N/A</td></tr> <tr> <td>1,001 – 5,000</td><td>N/A</td><td>N/A</td></tr> <tr> <td>5,001 – 10,000</td><td>N/A</td><td>N/A</td></tr> <tr> <td>10,001 – 100,000</td><td>N/A</td><td>N/A</td></tr> <tr> <td>100,001 and over</td><td>N/A</td><td>N/A</td></tr> </tbody> </table> <i>Answer this question only if you are an ASX Listing (ASX Foreign Exempt Listings and ASX Debt Listings do not have to answer this question) and the securities to be quoted have already been issued.</i> <i>Note: if the securities to be quoted have not yet been issued, under listing rule 3.10.5, you will need to provide to ASX a list of the 20 largest recipients of the new +securities, and the number and percentage of the new +securities received by each of those recipients, and a distribution schedule for the securities when they are issued.</i>		Number of +securities held	Number of holders	Total percentage of +securities held	1 – 1,000	N/A	N/A	1,001 – 5,000	N/A	N/A	5,001 – 10,000	N/A	N/A	10,001 – 100,000	N/A	N/A	100,001 and over	N/A	N/A
Number of +securities held	Number of holders	Total percentage of +securities held																		
1 – 1,000	N/A	N/A																		
1,001 – 5,000	N/A	N/A																		
5,001 – 10,000	N/A	N/A																		
10,001 – 100,000	N/A	N/A																		
100,001 and over	N/A	N/A																		
3C.9a	Ordinary fully or partly paid shares/units details <i>Answer the questions in this section if you selected this security type in your response to Question 3C.2.</i>																			
	*+Security currency <i>This is the currency in which the face amount of an issue is denominated. It will also typically be the currency in which distributions are declared.</i>	N/A																		
	*Will there be CDIs issued over the +securities?	N/A																		

	*CDI ratio <i>Answer this question if you answered "Yes" to the previous question. This is the ratio at which CDIs can be transmuted into the underlying security (e.g. 4:1 means 4 CDIs represent 1 underlying security whereas 1:4 means 1 CDI represents 4 underlying securities).</i>	X:Y
	*Is it a partly paid class of +security?	N/A
	*Paid up amount: unpaid amount <i>Answer this question if answered "Yes" to the previous question.</i> <i>The paid up amount represents the amount of application money and/or calls which have been paid on any security considered 'partly paid'</i> <i>The unpaid amount represents the unpaid or yet to be called amount on any security considered 'partly paid'.</i> <i>The amounts should be provided per the security currency (e.g. if the security currency is AUD, then the paid up and unpaid amount per security in AUD).</i>	N/A
	*Is it a stapled +security? <i>This is a security class that comprises a number of ordinary shares and/or ordinary units issued by separate entities that are stapled together for the purposes of trading.</i>	N/A
3C.9b	Option details <i>Answer the questions in this section if you selected this security type in your response to Question 3C.2.</i>	
	*+Security currency <i>This is the currency in which the exercise price is payable.</i>	N/A
	*Exercise price <i>The price at which each option can be exercised and convert into the underlying security.</i> <i>The exercise price should be provided per the security currency (i.e. if the security currency is AUD, the exercise price should be expressed in AUD).</i>	N/A
	*Expiry date <i>The date on which the options expire or terminate.</i>	N/A
	*Details of the number and type of +security (including its ASX security code if the +security is quoted on ASX) that will be issued if an option is exercised <i>For example, if the option can be exercised to receive one fully paid ordinary share with ASX security code ABC, please insert "One fully paid ordinary share (ASX:ABC)".</i>	N/A
3C.9c	Details of non-convertible +debt securities, +convertible debt securities, or redeemable preference shares/units <i>Answer the questions in this section if you selected one of these security types in your response to Question 3C.2.</i> <i>Refer to Guidance Note 34 and the "Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities" for further information on certain terms used in this section</i>	
	*Type of +security <i>Select one item from the list</i>	N/A
	*+Security currency <i>This is the currency in which the face value of the security is denominated. It will also typically be the currency in which interest or distributions are paid.</i>	N/A

	Face value <i>This is the principal amount of each security.</i> <i>The face value should be provided per the security currency (i.e. if security currency is AUD, then the face value per security in AUD).</i>	N/A
	*Interest rate type <i>Select one item from the list</i> <i>Select the appropriate interest or dividend rate type per the terms of the security. Definitions for each type are provided in the Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities</i>	N/A
	Frequency of coupon/interest/dividend payments per year <i>Select one item from the list.</i>	N/A
	First interest/dividend payment date <i>A response is not required if you have selected "No coupon/interest payments" in response to the question above on the frequency of coupon/interest payments</i>	N/A
	Interest/dividend rate per annum <i>Answer this question if the interest rate type is fixed.</i>	N/A
	*Is the interest/dividend rate per annum estimated at this time? <i>Answer this question if the interest rate type is fixed.</i>	N/A
	If the interest/dividend rate per annum is estimated, then what is the date for this information to be announced to the market (if known) <i>Answer this question if the interest rate type is fixed and your response to the previous question is "Yes".</i> <i>Answer "Unknown" if the date is not known at this time.</i>	N/A
	*Does the interest rate include a reference rate, base rate or market rate (e.g. BBSW or CPI)? <i>Answer this question if the interest rate type is floating or indexed.</i>	N/A
	*What is the reference rate, base rate or market rate? <i>Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".</i>	N/A
	*Does the interest/dividend rate include a margin above the reference rate, base rate or market rate? <i>Answer this question if the interest rate type is floating or indexed.</i>	N/A
	*What is the margin above the reference rate, base rate or market rate (expressed as a percent per annum) <i>Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".</i>	N/A

	*S128F of the Income Tax Assessment Act status applicable to the +security Select one item from the list For financial products which are likely to give rise to a payment to which s128F of the Income Tax Assessment Act applies, ASX requests issuers to confirm the s128F status of the security: • “s128F exempt” means interest payments are not taxable to non-residents; • “Not s128F exempt” means interest payments are taxable to non-residents; • “s128F exemption status unknown” means the issuer is unable to advise the status; • “Not applicable” means s128F is not applicable to this security	N/A
	*Is the +security perpetual (i.e. no maturity date)?	N/A
	*Maturity date Answer this question if the security is not perpetual	N/A
	*Select other features applicable to the +security Up to 4 features can be selected. Further information is available in the Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities.	N/A
	*Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?	N/A
	*If yes, what is the first trigger date Answer this question if your response to the previous question is “Yes”.	N/A
	Details of the number and type of +security (including its ASX security code if the +security is quoted on ASX) that will be issued if the +securities to be quoted are converted, transformed or exchanged (per 1 new +security) Answer this question if the security features include “converting”, “convertible”, “transformable” or “exchangeable”. For example, if the security can be converted into 1,000 fully paid ordinary shares with ASX security code ABC, please insert “1,000 fully paid ordinary shares (ASX:ABC)”.	N/A
3C.9d	Details of wholesale debt securities Answer the questions in this section if you selected this security type in your response to Question Q3C.2. Refer to Guidance Note 34 and the “Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities” for further information on certain terms used in this section	
	CFI	N/A
	FISN	N/A
	*+Security currency This is the currency in which the face value of the security is denominated. It will also typically be the currency in which interest or distributions are paid.	N/A
	Total principal amount of class	N/A

	Face value <i>This is the offer / issue price or value at which the security was offered on issue.</i>	N/A
	Number of +securities <i>This should be the total principal amount of class divided by the face value</i>	N/A
	*Interest rate type <i>Select the appropriate interest rate type per the terms of the security. Definitions for each type are provided in the Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities.</i>	N/A
	*Frequency of coupon/interest payments per year <i>Select one item from the list. The number of interest payments to be made per year for a wholesale debt security.</i>	N/A
	*First interest payment date <i>A response is not required if you have selected "No payments" in response to the question above on the frequency of coupon/interest payments.</i>	N/A
	*Interest rate per annum <i>A response is not required if you have selected "No payments" in response to the question above on the frequency of coupon/interest payments. The rate represents the total rate for the first payment period which may include a reference or base rate plus a margin rate and other adjustment factors where applicable, stated on a per annum basis. If the rate is only an estimate at this time please enter an indicative rate and provide the actual rate once it has become available.</i>	N/A
	*Maturity date <i>The date on which the security matures.</i>	N/A
	Class type description	N/A
	*S128F of the Income Tax Assessment Act status applicable to the +security <i>Select one item from the list</i> <i>For financial products which are likely to give rise to a payment to which s128F of the Income Tax Assessment Act applies, ASX requests issuers to confirm the s128F status of the security:</i> • "s128F exempt" means interest payments are not taxable to non-residents; • "Not s128F exempt" means interest payments are taxable to non-residents; • "s128F exemption status unknown" means the issuer is unable to advise the status; <i>"Not applicable" means s128F is not applicable to this security</i>	N/A
3C.10	Any other information the entity wishes to provide about the +securities to be quoted	N/A

Part 4 – Issued capital following quotation

Following the quotation of the +securities the subject of this application, the issued capital of the entity will comprise:

Note: the figures provided in the tables in sections 4.1 and 4.2 below are used to calculate the total market capitalisation of the entity published by ASX from time to time. Please make sure you include in the relevant table each class of securities issued by the entity.

If you have quoted CHES Depository Interests (CDIs) issued over your securities, include them in the table in section 4.1 and include in the table in section 4.2 any securities that do not have CDIs issued over them (and therefore are not quoted on ASX).

Restricted securities should only be included in the table in section 4.1 if you are applying to have them quoted because the escrow period for the securities has expired or is about to expire. Otherwise include them in the table in section 4.2.

4.1	*Quoted +securities (total number of each +class of +securities quoted on ASX following the +quotation of the +securities the subject of this application)	
	ASX security code and description	Total number of +securities on issue
	RHP Fully Paid Ordinary Shares	161,563,482
4.2	*Unquoted +securities (total number of each +class of +securities issued but not quoted on ASX):	
	ASX security code and description	Total number of +securities on issue
	RHP Performance Rights with various vesting dates	2,549,200
	RHP unlisted options, expiring on 12 September 2021	0
	RHP unlisted options, expiring on 12 September 2022	0

Part 5 – Other Listing Rule requirements

The questions in this Part should only be answered if you are an ASX Listing (ASX Foreign Exempt Listings and ASX Debt Listings do not need to complete this Part) and your response to Q2.1 is:

- "Securities issued under a dividend/distribution plan";
- "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer"; or
- "Other".

Note that if your response to Q2.1 is "Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B", it is assumed that you will have provided the information referred to in this Part in the Appendix 3B.

Question No.	Question	Answer
5.1	*Are the +securities being issued under an exception in Listing Rule 7.2 and therefore the issue does not need any security holder approval under Listing Rule 7.1?	N/A
5.1a	Enter the number of the applicable exception in Listing Rule 7.2 <i>Answer this question is your response to Q5.1 is "Yes"</i> <i>Note this should be a number between 1 and 17.</i>	N/A

5.1a.1	*Does the +dividend or distribution plan meet the requirement of listing rule 7.2 exception 4 that it does not impose a limit on participation? <i>Answer this question if your response to Q5.1 is "Yes" and your response to Q5.1a is "4".</i> <i>Note: Exception 4 only applies where security holders are able to elect to receive all of their dividend or distribution as securities. For example, Exception 4 would not apply in the following circumstances: 1) The entity has specified a dollar limit on the level of participation e.g. security holders can only participate to a maximum value of \$x in respect of their entitlement, or 2) The entity has specified a maximum number of securities that can participate in the plan e.g. security holders can only receive securities in lieu of dividend payable for x number of securities.</i>	N/A
5.2	*Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1? <i>Answer this question if the response to Q5.1 is "No".</i>	N/A
5.2a	*Date of meeting or proposed meeting to approve the issue under listing rule 7.1 <i>Answer this question if the response to Q5.1 is "No" and the response to Q5.2 is "Yes".</i>	N/A
5.2b	*Are any of the +securities being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1? <i>Answer this question if the response to Q5.1 is "No" and the response to Q5.2 is "No".</i>	N/A
5.2b.1	*How many +securities are being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1? <i>Answer this question if the response to Q5.1 is "No", the response to Q5.2 is "No" and the response to Q5.2b is "Yes".</i> <i>If the response to Q5.2b is "Yes", please complete and separately send by email to your ASX listings compliance adviser a work sheet in the form of Annexure B to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1 to issue that number of securities.</i>	N/A
5.2c	*Are any of the +securities being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)? <i>Answer this question if the response to Q5.1 is "No" and the response to Q5.2 is "No".</i>	N/A

5.2c.1	*How many +securities are being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A? <i>Answer this question if the response to Q5.1 is "No", the response to Q5.2 is "No" and the response to Q5.2c is "Yes".</i> <i>If the response to Q5.2c is "Yes", please complete and separately send by email to your ASX listings compliance adviser a work sheet in the form of Annexure C to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1A to issue that number of securities.</i>	N/A
--------	--	-----

Introduced 01/12/19; amended 31/01/20; 05/06/21