

Form 603

Corporations Act 2001 Section 671B

Notice of initial substantial holder

To: Company Name/Scheme Wellard Ltd (ASX:WLD)
ACN/ARSN ACN 607 708 190

1. Details of substantial holder (1)

Name Sandon Capital Pty Ltd
ACN/ARSN (if applicable) ACN 130 853 691

The holder became a substantial holder on 28 October 2020

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 | 28,459,632 | 28,459,632 | 5.4% |
| | | | |

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 |
|---|---|--------------------------------|
| Sandon Capital Pty Ltd | Power to exercise (or to control) voting power and dispose of securities as investment manager of Sandon Capital Activist Fund, Sandon Capital Investments Limited and Sandon Capital Master Fund | 28,459,632 |
| Fundhost Limited as trustee of Sandon Capital Activist Fund | National Nominees Limited as custodian for Sandon Capital Activist Fund | 7,400,640 |
| Sandon Capital Investments Limited | One Managed Investment Funds Limited as custodian for Sandon Capital Investments Limited | 20,318,628 |
| Sandon Capital Master Fund | National Nominees Limited as custodian for Sandon Capital Master Fund | 740,364 |
| | | |

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 |
|---|--------------------------------------|---|--------------------------------|
| Fundhost Limited as trustee of Sandon Capital Activist Fund | National Nominees Limited | Fundhost Limited as trustee of Sandon Capital Activist Fund | 7,400,640 |
| Sandon Capital Investments Limited | One Managed Investment Funds Limited | Sandon Capital Investments Limited | 20,318,628 |
| Sandon Capital Master Fund | National Nominees Limited | Sandon Capital Master Fund | 740,364 |

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 |
|---|-----------------------|-------------------|----------|--------------------------------|
| Fundhost Limited as trustee of Sandon Capital Activist Fund | 22-Jul-20 – 28-Oct-20 | Cash \$262,235 | Non-cash | 4,571,689 |
| Sandon Capital Investments Limited | 22-Jul-20 – 28-Oct-20 | \$506,710 | | 9,049,153 |
| Sandon Capital Master Fund | 22-Jul-20 – 28-Oct-20 | \$12,592 | | 225,963 |

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 |
|-----------------------------------|-----------------------|
| | |
| | |

7. Addresses


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

| Name | Address |
|--------------------------------------|---|
| Sandon Capital Pty Ltd | Level 5, 139 Macquarie Street, Sydney NSW, 2000 |
| Sandon Capital Investments Limited | Level 5, 139 Macquarie Street, Sydney NSW, 2000 |
| Sandon Capital Master Fund | PO Box 309, Ugland House, Grand Cayman, Cayman Islands KY1-1104 |
| One Managed Investment Funds Limited | Level 16, Governor Macquarie Tower, 1 Farrer Place, Sydney NSW 2000 |
| National Nominees Limited | Level 12, 500 Bourke St, Melbourne VIC 3000 |
| Fundhost Limited | Suite 5.01, Level 5, 28 O'Connell Street, Sydney NSW 2000 |

Signature

print name Gabriel Radzyninski capacity Director

sign here



date 29 October 2020

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, money 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.
-