

**Form 604**  
Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme Pearl Global Limited

ACN/ARSN 118 710 508

### 1. Details of substantial holder (1)

Name and ACN ROC Alternative Investment Pty Ltd (ACN 624 175 417), ROC Capital Pty Limited (ACN 167 858 764) as trustee for ROC ES Private Equity Trust, ROC Management Services Pty Limited (ABN 16 169 126 676), ROC Partners Pty Limited (ABN 50 169 312 681) and FSS Trustee Corporation (ABN 11 118 202 672) as trustee of the First State Superannuation Scheme (ABN 53 226 460 365).

There was a change in the interest of the substantial holder on 10 August 2021

The previous notice was given to the company on 8 February 2021

The previous notice was dated 5 February 2021

### 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         | 83,569,535      | 22.46 %<br>(on the basis of 371,999,198 ordinary shares) | 83,569,535     | 17.98%<br>(on the basis of 464,856,382 ordinary shares on issue) |

### 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        |
|----------------|---|--|---|---|--------------------------------|
| 10 August 2021 | All persons set out in section 4 below. | Decrease in relevant interest due to dilution caused by the placement of fully paid ordinary shares as announced by Pearl Global Limited to ASX on 2 August 2021 | N/A   | As set out in section 4 below.          | As set out in section 4 below. |

**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             |
|---|--|---|---|--------------------------------|----------------------------|
| ROC Alternative Investment Pty Ltd (ACN 624 175 417)  | Perpetual Corporate Trust Limited (ABN 99 000 341 533) | FSS Trustee Corporation (ABN 11 118 202 672) as trustee of the First State Superannuation Scheme (ABN 53 226 460 365) | In its capacity as trustee. Exercise of voting and disposal powers is subject to any client directions.                   | 66,407,233 ordinary shares     | 66,407,233 ordinary shares |
| ROC Alternative Investment Pty Ltd (ACN 624 175 417)  | Perpetual Corporate Trust Limited (ABN 99 000 341 533) | ROC Capital Pty Limited (ACN 167 858 764) as trustee for ROC ES Private Equity Trust                                  | In its capacity as trustee. Exercise of voting and disposal powers is subject to any client directions.                   | 16,847,341 ordinary shares     | 16,847,341 ordinary shares |
| FSS Trustee Corporation (ABN 11 118 202 672) as trustee of the First State Superannuation Scheme (ABN 53 226 460 365) | Perpetual Corporate Trust Limited (ABN 99 000 341 533) | FSS Trustee Corporation (ABN 11 118 202 672) as trustee of the First State Superannuation Scheme (ABN 53 226 460 365) | In its capacity as beneficiary. Exercise of voting and disposal powers pursuant to a direction to the investment manager. | 66,407,233 ordinary shares     | 66,407,233 ordinary shares |
| ROC Capital Pty Limited (ACN 167 858 764) as trustee for ROC ES Private Equity Trust                                  | Perpetual Corporate Trust Limited (ABN 99 000 341 533) | ROC Capital Pty Limited (ACN 167 858 764) as trustee for ROC ES Private Equity Trust                                  | Exercise of voting and disposal powers pursuant to a direction to the investment manager.                                 | 16,847,341 ordinary shares     | 16,847,341 ordinary shares |

|   |   |   |   |                            |                            |  |
|---|---|---|---|----------------------------|----------------------------|--|
| ROC Capital Pty Limited (ACN 167 858 764) as trustee for ROC ES Private Equity Trust  | Roc Management Services Pty Limited as trustee for the ROC Capital Coinvestment Trust | Roc Management Services Pty Limited as trustee for the ROC Capital Coinvestment Trust                                 | Relevant interest under section 608(3)(b) of the Corporations Act as Roc Capital Pty Limited controls Roc Management Services Pty Limited                   | 314,961 ordinary shares    | 314,961 ordinary shares    |  |
| Roc Management Services Pty Limited as trustee for the ROC Capital Coinvestment Trust | Roc Management Services Pty Limited as trustee for the ROC Capital Coinvestment Trust | Roc Management Services Pty Limited as trustee for the ROC Capital Coinvestment Trust                                 | Registered holder of Pearl Global Group ordinary shares as trustee  | 314,961 ordinary shares    | 314,961 ordinary shares    |  |
| ROC Partners Pty Limited (ABN 50 169 312 681)   | Perpetual Corporate Trust Limited (ABN 99 000 341 533)                                | FSS Trustee Corporation (ABN 11 118 202 672) as trustee of the First State Superannuation Scheme (ABN 53 226 460 365) | Relevant interest under section 608(3)(b) of the Corporations Act as Roc Partners Pty Limited controls ROC Alternative Investment Pty Ltd (ACN 624 175 417) | 66,407,233 ordinary shares | 66,407,233 ordinary shares |  |
| ROC Partners Pty Limited (ABN 50 169 312 681)   | Perpetual Corporate Trust Limited (ABN 99 000 341 533)                                | ROC Capital Pty Limited (ACN 167 858 764) as trustee for ROC ES Private Equity Trust                                  | Relevant interest under section 608(3)(b) of the Corporations Act as Roc Partners Pty Limited controls ROC Alternative Investment Pty Ltd (ACN 624 175 417) | 16,847,341 ordinary shares | 16,847,341 ordinary shares |  |
| ROC Partners Pty Limited (ABN 50 169 312 681)   | Perpetual Corporate Trust Limited (ABN 99 000 341 533)                                | ROC Capital Pty Limited (ACN 167 858 764) as trustee for ROC ES Private Equity Trust                                  | Relevant interest under section 608(3)(b) of the Corporations Act as Roc Partners Pty Limited controls ROC Capital Pty Limited (ACN 167 858 764)            | 16,847,341 ordinary shares | 16,847,341 ordinary shares |  |
| ROC Partners Pty Limited (ABN 50 169 312 681)   | Roc Management Services Pty Limited as trustee for the ROC Capital Coinvestment Trust | Roc Management Services Pty Limited as trustee for the ROC Capital Coinvestment Trust                                 | Relevant interest under section 608(3)(b) of the Corporations Act as Roc Partners Pty Limited controls ROC Capital Pty Limited (ACN 167 858 764)            | 314,961 ordinary shares    | 314,961 ordinary shares    |  |
| ROC Partners Pty Limited (ABN 50 169 312 681)   | Roc Management Services Pty Limited as trustee for the ROC Capital Coinvestment Trust | Roc Management Services Pty Limited as trustee for the ROC Capital Coinvestment Trust                                 | Relevant interest under section 608(3)(b) of the Corporations Act as Roc Partners Pty Limited controls Roc Management Services Pty Limited                  | 314,961 ordinary shares    | 314,961 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:

| Name and ACN/ARSN (if applicable)         | Nature of association  |
|---|--|
| Each of the entities listed in Annexure A | Each of the entities listed in Annexure A are associates of ROC Alternative Investment Pty Ltd (ACN 624 175 417), ROC Capital Pty Limited (ACN 167 858 764) as trustee for ROC ES Private Equity Trust, ROC Management Services Pty Limited (ABN 16 169 126 676) and ROC Partners Pty Limited (ABN 50 169 312 681) pursuant to section 12(2)(a) of the Corporations Act 2001 (Cth) as they are either controlled by or under the common control of some or all of those substantial holders. |
| Each of the entities listed in Annexure B | Each of the entities listed in Annexure B are associates of FSS Trustee Corporation (ABN 11 118 202 672) as trustee of the First State Superannuation Scheme (ABN 53 226 460 365) pursuant to section 12(2)(a) of the Corporations Act 2001 (Cth) as they are controlled by that substantial holder.   |

**6. Addresses**

The addresses of persons named in this form are listed in the Annexures.

**Signature**

print name Lance Zarb

capacity Director


sign here



date 12 August 2021

**ANNEXURE A**

This is Annexure A of 2 pages referred to in Form 604 – Notice of change of interests of substantial holder


|                   |   |                 |                 |
|-------------------|---|-----------------|-----------------|
| <b>Print name</b> | <b>Lance Zarb</b>   | <b>Capacity</b> | <b>Director</b> |
| <b>Sign here</b>  |  | <b>Date</b>     | 12 August 2021  |

| <b>Name and ACN/ABN (as applicable)</b>               | <b>Address</b>                            |
|---|---|
| Roc Partners Pty Limited (ACN 169 312 681)            | Level 4, 11 Young Street, Sydney NSW 2000 |
| ROC Capital Pty Ltd (ACN 167 858 764)                 | Level 4, 11 Young Street, Sydney NSW 2000 |
| Roc Asset Management Pty Limited (ACN 608 881 072)    | Level 4, 11 Young Street, Sydney NSW 2000 |
| Roc Investment Services Pty Limited (ACN 614 161 250) | Level 4, 11 Young Street, Sydney NSW 2000 |
| ROC Alternative Investment Pty Ltd (ACN 624 175 417)  | Level 4, 11 Young Street, Sydney NSW 2000 |
| Roc Management Services Trust                         | Level 4, 11 Young Street, Sydney NSW 2000 |
| Roc Management Services Pty Limited (ACN 169 126 676) | Level 4, 11 Young Street, Sydney NSW 2000 |
| Roc Partners Equity Incentive Plan Trust              | Level 4, 11 Young Street, Sydney NSW 2000 |
| Roc Partners EIP Pty Limited (ACN 621 678 037)        | Level 4, 11 Young Street, Sydney NSW 2000 |
| Q Private Equity Trust                                | Level 4, 11 Young Street, Sydney NSW 2000 |
| ROC Cbus Private Equity Trust                         | Level 4, 11 Young Street, Sydney NSW 2000 |
| ACT Private Equity No.3 Fund                          | Level 4, 11 Young Street, Sydney NSW 2000 |
| ROC Private Opportunities Fund                        | Level 4, 11 Young Street, Sydney NSW 2000 |
| ROC Private Equity (VicSuper) Fund                    | Level 4, 11 Young Street, Sydney NSW 2000 |
| ROC Private Capital Trust                             | Level 4, 11 Young Street, Sydney NSW 2000 |
| ROC Alternative Investment Trust III                  | Level 4, 11 Young Street, Sydney NSW 2000 |
| ROC Alternative Investment Trust IV                   | Level 4, 11 Young Street, Sydney NSW 2000 |
| ROC Alternative Investment Trust V                    | Level 4, 11 Young Street, Sydney NSW 2000 |
| ROC Alternative Investment Trust VI                   | Level 4, 11 Young Street, Sydney NSW 2000 |
| ROC Asia Pacific Co-Investment Fund II                | Level 4, 11 Young Street, Sydney NSW 2000 |
| ROC Asia Pacific Private Equity Fund                  | Level 4, 11 Young Street, Sydney NSW 2000 |
| ROC Secondary Investment Trust No. 2                  | Level 4, 11 Young Street, Sydney NSW 2000 |
| ROC Secondary Investment Trust No. 1                  | Level 4, 11 Young Street, Sydney NSW 2000 |
| ROC Secondary Trust                                   | Level 4, 11 Young Street, Sydney NSW 2000 |
| MU Capital Trust                                      | Level 4, 11 Young Street, Sydney NSW 2000 |
| ROC Asia Pacific Co-Investment Fund III               | Level 4, 11 Young Street, Sydney NSW 2000 |
| Hostplus ROC Private Equity Trust                     | Level 4, 11 Young Street, Sydney NSW 2000 |
| ACT Private Equity No.4 Fund                          | Level 4, 11 Young Street, Sydney NSW 2000 |
| Q Agriculture Trust                                   | Level 4, 11 Young Street, Sydney NSW 2000 |
| ROC China VC Fund                                     | Level 4, 11 Young Street, Sydney NSW 2000 |
| FSS Go Australia Impact Investing Trust               | Level 4, 11 Young Street, Sydney NSW 2000 |
| ROC Private Investment Fund                           | Level 4, 11 Young Street, Sydney NSW 2000 |
| First State Super Scheme                              | Level 4, 11 Young Street, Sydney NSW 2000 |
| ROC Field Services Co-Investment Trust                | Level 4, 11 Young Street, Sydney NSW 2000 |
| ROC CVW Co-Investment Trust                           | Level 4, 11 Young Street, Sydney NSW 2000 |
| ROC Co-Investment Holding Trust                       | Level 4, 11 Young Street, Sydney NSW 2000 |
| Stone Axe Investment Trust                            | Level 4, 11 Young Street, Sydney NSW 2000 |
| AOC Investment Trust No. 1                            | Level 4, 11 Young Street, Sydney NSW 2000 |
| ROC India Co-Investment Trust                         | Level 4, 11 Young Street, Sydney NSW 2000 |
| ROC B&Y Investment Trust                              | Level 4, 11 Young Street, Sydney NSW 2000 |
| Stone Axe Investment Trust II                         | Level 4, 11 Young Street, Sydney NSW 2000 |
| AOC Investment Trust No. 2                            | Level 4, 11 Young Street, Sydney NSW 2000 |
| Stone Axe Investment Trust III                        | Level 4, 11 Young Street, Sydney NSW 2000 |
| Go Fund NSW LP  | Level 4, 11 Young Street, Sydney NSW 2000 |
| ROC Partners Impact GP LP                             | Level 4, 11 Young Street, Sydney NSW 2000 |
| ROC Private Equity VCLP                               | Level 4, 11 Young Street, Sydney NSW 2000 |
| ROC Capital GP, LP                                    | Level 4, 11 Young Street, Sydney NSW 2000 |
| ROC Private Equity VCLP II, LP                        | Level 4, 11 Young Street, Sydney NSW 2000 |

|                           |   |
|---------------------------|---|
| ROC Capital GP II, LP     | Level 4, 11 Young Street, Sydney NSW 2000 |
| ROC Premium Food Fund, LP | Level 4, 11 Young Street, Sydney NSW 2000 |
| ROC Premium Food GP, LP   | Level 4, 11 Young Street, Sydney NSW 2000 |

ANNEXURE B

This is Annexure B of 1 page referred to in Form 604 – Notice of change of interests of substantial holder

|            |   |          |                |
|------------|---|----------|----------------|
| Print name | Lance Zarb  | Capacity | Director       |
| Sign here  |  | Date     | 12 August 2021 |

| Name and ACN/ABN (as applicable)                               | Address                                       |
|--|---|
| FSS Trustee Corporation (ABN 11 118 202 672)                   | Level 21, 83 Clarence Street, Sydney NSW 2000 |
| State Super Financial Services Australia Ltd (ACN 003 742 756) | Level 21, 83 Clarence Street, Sydney NSW 2000 |