

**Form 604**

Corporations Act 2001

Section 671B

**Notice of change of interests of substantial holder**To Company Name/Scheme Zimi LimitedACN/ARSN 113 326 524**1. Details of substantial holder (1)**Name Gerard Private Holdings (Finance) Pty Ltd and entities in Annexure AACN/ARSN (if applicable) As set out in Annexure A

There was a change in the interests of the substantial holder on

Refer Annexure B/ /The previous notice was given to the company on 19/10/22The previous notice was dated 19/10/22**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)
<b>Fully Paid Ordinary</b>	<b>30,237,543</b>	<b>34.67%</b>	<b>38,147,543</b>	<b>36.81%</b>

**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
<b>Refer</b>	<b>Annexure B</b>				

**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
<b>Refer</b>	<b>Annexure A</b>				

## 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
	N/A

## 6. Addresses

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

Name	Address
Gerard Private Holdings (Finance) Pty Ltd	142-144 Fullarton Rd, Rose Park, SA, 5067

## Signature

print name **Simon Charles Gerard** capacity **Director**

sign here  date **13/6/2023**

## 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 6 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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.
- (7) 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.
- (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

## ANNEXURE A—INTERESTS OF PARTIES

Entity	Shares held	Voting power	Corporations Act provision under which relevant interest arises	Address
Gerard Private Holdings (Finance) Pty Ltd (ACN 603 283 085)	34,013,889	36.81%	s608(1)(a)	Level 2, 142 Fullarton Road, Rose Park, South Australia 5067
Simon Charles Gerard	0	36.81%	s608(3)	8 Madurta Ave, Aldgate, SA, 5154
Matthew Geoffrey Gerard	0	36.81%	s608(3)	40 Walbundry Ave, Balwyn North, VIC, 3104
Gerard Corporation Pty Ltd (ACN 103 888 491)	0	36.81%	s608(3)	Level 2, 142 Fullarton Road, Rose Park, South Australia 5067
Gerard Products Pty Ltd (ACN 105 201 303)	0	36.81%	s608(3)	Level 2, 142 Fullarton Road, Rose Park, South Australia 5067
Gerard Private Holdings Pty Ltd (ACN 603 217 250)	0	36.81%	s608(3)	Level 2, 142 Fullarton Road, Rose Park, South Australia 5067
MGG Nominees No1 Pty Ltd (ACN 630 401 286)	0	36.81%	s608(3)	Level 2, 142 Fullarton Road, Rose Park, South Australia 5067
MGG Nominees No2 Pty Ltd (ACN 630 401 508)	0	36.81%	s608(3)	Level 2, 142 Fullarton Road, Rose Park, South Australia 5067
Madurta Nominees No1 Pty Ltd (ACN 630 399 245)	0	36.81%	s608(3)	Level 2, 142 Fullarton Road, Rose Park, South Australia 5067
Madurta Nominees No2 Pty Ltd (ACN 630 401 508)	0	36.81%	s608(3)	Level 2, 142 Fullarton Road, Rose Park, South Australia 5067
Madurta Nominees No3 Pty Ltd (ACN 630 399 870)	0	36.81%	s608(3)	Level 2, 142 Fullarton Road, Rose Park, South Australia 5067
Madurta Nominees No4 Pty Ltd (ACN 630 400 083)	0	36.81%	s608(3)	Level 2, 142 Fullarton Road, Rose Park, South Australia 5067
Madurta Nominees No5 Pty Ltd (ACN 630 400 556)	0	36.81%	s608(3)	Level 2, 142 Fullarton Road, Rose Park, South Australia 5067
Madurta Pty Ltd (ACN 133 299 037) atf SC Gerard Superannuation Fund	3,508,654	36.81%	S608(1)(a)	Level 2, 142 Fullarton Road, Rose Park, South Australia 5067
Madurta Investments Pty Ltd (ACN 160 583 942) atf Madurta Investment Trus	625,000	36.81%	S608(1)(a)	Level 2, 142 Fullarton Road, Rose Park, South Australia 5067

### Notes:

- Gerard Private Holdings (Finance) Pty Ltd (ACN 603 283 085), acquired its initial relevant interest as the holder of the 240,000,000 shares in Zimi Limited (the **Company**) on 11 December 2020.
- Gerard Private Holdings Pty Ltd (ACN 603 217 250) (**GPH PL**) and Gerard Private Holdings (No 2) Pty Ltd (formerly Gerard Corporation Pty Ltd - ACN 103 888 491) (**GPNo2 PL**), each acquired its relevant interest as GPH PL controls the Gerard Private Holdings (Finance) Pty Ltd (as its 100% owner), and GPNo2 PL controls GPH PL (as its 100% owner).
- MGG Nominees No1 Pty Ltd (ACN 630 461 286) (**MGG1**) and Gerard Products Pty Ltd (ACN 105 201 303) (**GP PL**) each acquired its relevant interest, as each owns more than 20% of the shares in GC PL.
- MGG Nominees No2 Pty Ltd (ACN 630 401 508) (**MGG2**), Madurta Nominees No4 Pty Ltd (ACN 630 400 083) (**MN4**), and Madurta Nominees No5 Pty Ltd (ACN 630 400 556) (**MN5**) each acquired its relevant interest as they are deemed to be associates of MGG1 and GP PL (due to the fact that each of the parties mentioned in this paragraph are acting in concert in relation to the affairs of the Company), and therefore their voting shares are aggregated for the purposes of determining each party's relevant interest in the Company's shares.
- Madurta Nominees No1 Pty Ltd (ACN 630 399 245) (**MN1**) and Madurta Nominees No2 Pty Ltd (ACN 630 401 508) (**MN2**) each acquired its relevant interest, as each owns more than 20% of the shares in GP PL.
- Madurta Nominees No3 Pty Ltd (ACN 630 399 870) (**MN3**) each acquired its relevant interest, as it is deemed to be an associate of MN1 and MN2 (due to the fact that each of the parties mentioned in this paragraph are acting in concert in relation to the affairs of the Company), and therefore their voting shares are aggregated for the purposes of determining each party's relevant interest in the Company's shares.
- Madurta Pty Ltd acquired its relevant interest when it acquired 888,889 shares in Zimi Ltd on 8 October 2021 (13,333,334 before the 1 for 15 share consolidation) and because it is controlled by Simon Charles Gerard

- Madurta Investments Pty Ltd acquired its relevant interest when it acquired 625,000 shares in Zimi Ltd on 18 October 2022 (in lieu of Directors Fees) and because it is controlled by Simon Charles Gerard
- Matthew Geoffrey Gerard acquired his relevant interest as he controls MGG1 and MGG2 (as their 100% owner).
- Simon Charles Gerard acquired his relevant interest as he controls MN4, MN5, GP PL, Madurta Pty Ltd and Madurta Investments Pty Ltd (as their 100% owner).
- Ultimate control of GPNo2 PL lies with Simon Charles Gerard (at 60%) and Matthew Geoffrey Gerard (at 40%).

**ANNEXURE B**  
**GERARD PRIVATE HOLDINGS (FINANCE) PTY LTD and OTHER ASSOCIATED ENTITIES**

**PREVIOUSLY  
REPORTED (FORM  
604):**

Date of last notice: 19/10/2022  
Previous holding 30,237,543  
Total shares on issue 87,219,570  
Voting power 34.67%

**MOVEMENTS SINCE LAST REPORTED (FORM 604 INPUTS):**

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected	ZMM Shares on issue - Closing	Substantial Holder Interest - Closing	Substantial Holder % interest
13/12/2022		Issue of 116,667 shares by ZMM diluting substantial holder's interest	N/A	-	-	87,336,237	30,237,543	34.62%
19/12/2022		Issue of 966,667 shares by ZMM diluting substantial holder's interest	N/A	-	-	88,302,904	30,237,543	34.24%
20/12/2022		Issue of 166,667 shares by ZMM diluting substantial holder's interest	N/A	-	-	88,469,571	30,237,543	34.18%
19/1/2023		Issue of 592,958 shares by ZMM diluting substantial holder's interest	N/A	-	-	89,062,529	30,237,543	33.95%
31/1/2023		Issue of 20,000 shares by ZMM diluting substantial holder's interest	N/A	-	-	89,082,529	30,237,543	33.94%
31/1/2023		Acquisition by Madurta Investments Pty Ltd of 60,000 shares off market	\$4,998.00	60,000	60,000	89,082,529	30,297,543	34.01%
2/2/2023		Acquisition by Madurta Investments Pty Ltd of 350,000 shares on market	\$20,363.00	350,000	350,000	89,082,529	30,647,543	34.40%
16/2/2023		Issue of 20,000 shares by ZMM (options exercised) diluting substantial holder's interest	N/A	-	-	89,102,529	30,647,543	34.40%
9/6/2023		Rights Issue of 14,517,361 shares by ZMM and substantial holder's partial participation of 7,500,000 shares in that issue	\$300,000.00	7,500,000	7,500,000	103,619,890	38,147,543	36.81%