

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Fluence Corporation Limited

ACN/ARSN ACN 127 734 196

1. Details of substantial holder (1)

Name Watermark Services, LLC (Watermark) as the investment manager of each of 2040 Foundation, Inc. (the Foundation) and Spark Investment Partners, LLC (SIP).

ACN/ARSN (if applicable) N/A

The holder became a substantial holder on 14/03/2019

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) |
|-------------------------------------|----------------------|--------------------|------------------|
| Fully paid ordinary shares (Shares) | 47,832,656 | 47,832,656 | 8.90% (2 dp) |

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 |
|-----------------------------|---|--------------------------------|
| Watermark | Power to control exercise of voting rights or disposal of ordinary shares by reason of having control of investment decisions as investment manager of the Foundation and SIP | 47,832,656 Shares |
| The Foundation | Became the beneficial owner of Shares by reason of entry into a private placement and on-market acquisitions | 19,010,924 Shares |
| SIP | Became the beneficial owner of Shares by reason of entry into a private placement and on-market acquisitions | 28,821,732 Shares |
| Jay W Faison | Taken under section 608(3)(a) of the Corporations Act to have a relevant interest by reason of having voting power above 20% in SIP | 28,821,732 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 |
|-----------------------------|---------------------------------|--|--------------------------------|
| Watermark | The Goldman Sachs Group, Inc. | The Foundation, SIP | 47,832,656 Shares |
| The Foundation | The Goldman Sachs Group, Inc. | The Foundation | 19,010,924 Shares |
| SIP | The Goldman Sachs Group, Inc. | SIP | 28,821,732 Shares |
| Jay W Faison | The Goldman Sachs Group, Inc. | SIP | 28,821,732 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 |
|-----------------------------|---------------------|-------------------|--------------------------------|
| See Annexure A. | | | |

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 |
|-----------------------------------|---|
| The Foundation | Watermark is the investment manager with discretionary authority over the security portfolio of each of the Foundation and SIP. |
| SIP | Watermark is the investment manager with discretionary authority over the security portfolio of each of the Foundation and SIP. |

7. Addresses

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

| Name | Address |
|--------------------------------|--|
| Watermark Services, LLC | 1355 Greenwood Cliff Road, Suite 301, Charlotte NC 28204 USA |
| 2040 Foundation, Inc. | 1355 Greenwood Cliff Road, Suite 301, Charlotte NC 28204 USA |
| Spark Investment Partners, LLC | 1355 Greenwood Cliff Road, Suite 301, Charlotte NC 28204 USA |
| Jay W Faison | 1355 Greenwood Cliff Road, Suite 301, Charlotte NC 28204 USA |

Signature

print name

MARK BRUNDOGE

capacity

MANAGER

sign here



date

18 /03/2019

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 of 1 page referred to in form 603 Notice of initial substantial holder

Signed by  and dated 18 March 2019

| Holder of relevant interest | Date of acquisition | Consideration (9) | Class and number of securities |
|------------------------------|---------------------|-------------------|--------------------------------|
| Watermark, the Foundation | 21/12/2018 | AU\$187,970.82 | 559,847 Shares |
| Watermark, the Foundation | 24/12/2018 | AU\$111,861.25 | 340,153 Shares |
| Watermark, the Foundation | 09/01/2019 | AU\$43,409.88 | 124,176 Shares |
| Watermark, the Foundation | 14/01/2019 | AU\$2,730.40 | 7,800 Shares |
| Watermark, the Foundation | 15/01/2019 | AU\$2,608.94 | 7,418 Shares |
| Watermark, the Foundation | 24/01/2019 | AU\$2,379.19 | 6,669 Shares |
| Watermark, the Foundation | 05/02/2019 | AU\$305,224.30 | 853,938 Shares |
| Watermark, the Foundation | 13/02/2019 | AU\$6,647.15 | 20,000 Shares |
| Watermark, the Foundation | 13/02/2019 | AU\$29,564.84 | 89,107 Shares |
| Watermark, the Foundation | 14/02/2019 | AU\$84,817.37 | 256,090 Shares |
| Watermark, the Foundation | 15/02/2019 | AU\$14,941.10 | 45,516 Shares |
| Watermark, the Foundation | 15/02/2019 | AU\$8,413.64 | 25,631 Shares |
| Watermark, the Foundation | 18/02/2019 | AU\$17,552.55 | 52,957 Shares |
| Watermark, the Foundation | 14/03/2019 | AU\$3,170,872.34 | 9,000,000 Shares |
| Watermark, SIP, Jay W Faison | 21/12/2018 | AU\$187,971 | 559,847 Shares |
| Watermark, SIP, Jay W Faison | 24/12/2018 | AU\$111,861 | 340,153 Shares |
| Watermark, SIP, Jay W Faison | 09/01/2019 | AU\$43,410 | 124,175 Shares |
| Watermark, SIP, Jay W Faison | 14/01/2019 | AU\$2,730 | 7,800 Shares |
| Watermark, SIP, Jay W Faison | 15/01/2019 | AU\$2,609 | 7,417 Shares |
| Watermark, SIP, Jay W Faison | 24/01/2019 | AU\$2,380 | 6,670 Shares |
| Watermark, SIP, Jay W Faison | 05/02/2019 | AU\$305,224 | 853,937 Shares |
| Watermark, SIP, Jay W Faison | 13/02/2019 | AU\$6,647 | 20,000 Shares |
| Watermark, SIP, Jay W Faison | 13/02/2019 | AU\$29,565 | 89,108 Shares |
| Watermark, SIP, Jay W Faison | 14/02/2019 | AU\$84,817 | 256,089 Shares |
| Watermark, SIP, Jay W Faison | 15/02/2019 | AU\$8,414 | 25,631 Shares |
| Watermark, SIP, Jay W Faison | 15/02/2019 | AU\$14,941 | 45,516 Shares |
| Watermark, SIP, Jay W Faison | 18/02/2019 | AU\$17,553 | 52,957 Shares |
| Watermark, SIP, Jay W Faison | 14/03/2019 | AU\$5,284,787 | 15,000,000 Shares |