

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme SHAPE Australia Corporation Limited

ACN/ARSN 654 729 352

1. Details of substantial holder (1)

Name SHAPE Australia Corporation Limited

ACN/ARSN (if applicable) 654 729 352

The holder became a substantial holder on 17/12/2021

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	51,982,650	51,982,650	62.45%

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
SHAPE Australia Corporation Limited	Power to control the exercise of a power to dispose of the securities (section 608(1)(c) of the Corporations Act) – the registered holders have entered into voluntary restriction deeds with the Company in the form attached to this form as Annexure A.	51,982,650 fully-paid ordinary 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
See Annexure B.			

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
		Cash	Non-cash	
SHAPE Australia Corporation Limited	17/12/2021	N/A		51,982,650 fully-paid ordinary shares

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
N/A	

7. Addresses

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

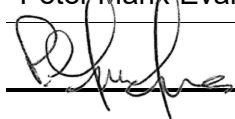
Name	Address
SHAPE Australia Corporation Limited	Level 11, 155 Clarence Street, Sydney NSW 2000

Signature

print name **Peter Marix Evans**

capacity **Director**

sign here



date **13/01/2022**

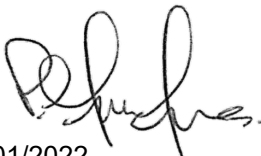
DIRECTIONS

- (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.

Annexure A

This is Annexure A of 5 pages referred to in ASIC Form 603 – Notice of initial substantial shareholder in relation to SHAPE Australia Corporation Limited ACN 654 729 352.

Signature 
Date: 13/01/2022

Voluntary Restriction Deed

We, the persons in:

- Item 1 of the schedule (“entity”); and
- Item 2 of the schedule (“holder”),

agree as follows.

Introduction

- A. The entity intends to issue, or has issued, restricted securities to the holder. The holder has agreed to hold the restricted securities as set out in this deed.

Agreement

Escrow restrictions

1. During the escrow period, the holder must not:
 - (a) dispose of, or agree or offer to dispose of, the restricted securities;
 - (b) create, or agree or offer to create, any security interest in the restricted securities; or
 - (c) do, or omit to do, any act if the act or omission would have the effect of transferring effective ownership or control of the restricted securities,except as permitted by the entity in writing and anything done in contravention of this clause is not binding on, and will not be recognised as legally effective by, the entity.
2. Not used.
3. The holder agrees that the restricted securities are to be kept on the entity’s issuer sponsored subregister and are to have a holding lock applied unless otherwise agreed by the entity in writing. At the end of the escrow period, the entity must procure the removal of the holding lock.

Warranties

4. Not used.
5. Not used.
6. Not used.
7. Not used.
8. Not used.
9. Not used.

10. Not used.

Consequences of breaching this deed

11. If the holder breaches this deed:

- (a) the holder must take the steps necessary to rectify the breach;
- (b) the entity must take the steps necessary to enforce the agreement;
- (c) the entity must refuse to acknowledge any disposal (including, without limitation, to register any transfer) of any of the restricted securities in breach of this deed; and
- (d) the holder of the restricted securities will cease to be entitled to any dividends or distributions, or to exercise any voting rights, in respect of the restricted securities for so long as the breach continues.

Amendment

12. This deed must not be terminated, changed or waived without the entity's written consent.

Counterparts

13. This deed may be executed in any number of counterparts, and this has the same effect as if the signatures on the counterparts were on a single copy of this deed. Without limiting the foregoing, if the signatures on behalf of one party are on different counterparts, this shall be taken to be, and have the same effect as, signatures on the same counterpart and on a single copy of this deed.

Jurisdiction

14. The laws of the State of New South Wales apply to this deed. We submit to the exclusive jurisdiction of the courts of that State.

Definitions and interpretation

In this deed:

ASX means ASX Limited.

ASX Settlement Operating Rules means the ASX settlement operating rules, as in force from time to time.

CHESS has the meaning given in Section 2 of the ASX Settlement Operating Rules.

dispose means to dispose of, directly or indirectly through another person, by any means, including:

- (a) granting, being granted or exercising an option;
- (b) declaring a trust over an asset;
- (c) using an asset as collateral;
- (d) decreasing an economic interest; or
- (e) disposing of part of an asset.

escrow period means the period starting on the date set out in item 4 of the schedule and ending on the date set out in item 5 of the schedule.

holding lock has the same meaning as in Section 2 of the ASX Settlement Operating Rules.

issuer sponsored subregister means that part of an entity's register for a class of CHESS approved securities that is administered by the entity and records uncertificated holdings of securities.

listing rules mean the listing rules of ASX, as in force from time to time.

restricted securities means the securities set out in item 6 of the schedule and any securities attaching to or arising out of those securities that are restricted securities under the listing rules.

The singular includes the plural and vice versa.

A reference to a party includes its successors, personal representatives and transferees.

Other words and expressions defined in the listing rules, and not in this deed, have the meanings given to them in the listing rules.

Every warranty or agreement (expressed or implied) in which more than one person joins, binds them individually and any combination of them as a group.

Schedule

1. Entity's name and address: SHAPE Australia Corporation Limited ACN 654 729 352
2. Holder's name and address:
3. Not used
4. Escrow period start date: the date on which the entity is admitted to the official list of ASX
5. Escrow period end date:
 - (a) In respect of Tranche 1, the date on which the entity's preliminary final report for the financial year ending 30 June 2022 is released on ASX
 - (b) In respect of Tranche 2, the date on which the entity's half yearly report for the half-year ending 31 December 2022 is released on ASX
 - (c) In respect of Tranche 3, the date on which the entity's preliminary final report for the financial year ending 30 June 2023 is released on ASX
 - (d) In respect of Tranche 4, the date on which the entity's half yearly report for the half-year ending 31 December 2023 is released on ASX
6. Particulars of restricted securities:
 - (a) ☒ fully-paid ordinary shares in the entity (**Tranche 1**)
 - (b) ☒ fully-paid ordinary shares in the entity (**Tranche 2**)
 - (c) ☒ fully-paid ordinary shares in the entity (**Tranche 3**)
 - (d) ☒ fully-paid ordinary shares in the entity (**Tranche 4**)
7. Not used
8. Not used
9. Not used

Dated: 2021

Executed as a deed.

Executed by **SHAPE Australia Corporation**)
Limited ACN 654 729 352 in accordance with)
Section 127 of the *Corporations Act 2001* (Cth):)

Signature of director

Signature of director/company secretary*

Name of director
(BLOCK LETTERS)

Name of director/company secretary*
(BLOCK LETTERS)
Delete whichever does not apply

Executed by **[#]** **ACN [#]** as trustee for the **[#]**)
by its duly appointed attorney in the presence)
of:)

Signature of Witness

[insert]

Name of Witness
(BLOCK LETTERS)

Signed, Sealed and Delivered by **[insert]** by)
[his/her] duly appointed attorney in the)
presence of:)

Signature of Witness

[insert]

Name of Witness
(BLOCK LETTERS)

Annexure B

This is Annexure B of 2 pages referred to in ASIC Form 603 – Notice of initial substantial shareholder in relation to SHAPE Australia Corporation Limited ACN 654 729 352.

Signature

Date: 13/01/2022

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Class and number of securities
SHAPE Australia Corporation Limited	Set Australia Pty Limited	Set Australia Pty Limited	2,901,990 fully paid ordinary shares
SHAPE Australia Corporation Limited	Henton Pty Limited ATF Henry Superannuation Fund	Henton Pty Limited ATF Henry Superannuation Fund	1,114,268 fully paid ordinary shares
SHAPE Australia Corporation Limited	Hynes Super Pty Ltd ATF Josie Hynes Retirement Fund	Hynes Super Pty Ltd ATF Josie Hynes Retirement Fund	1,835,978 fully paid ordinary shares
SHAPE Australia Corporation Limited	Babington Pty Ltd ATF Kiopia Super Fund	Babington Pty Ltd ATF Kiopia Super Fund	700,000 fully paid ordinary shares
SHAPE Australia Corporation Limited	Mr Glen David Thompson ATF Thompson Family Trust	Mr Glen David Thompson ATF Thompson Family Trust	992,806 fully paid ordinary shares
SHAPE Australia Corporation Limited	Hunone Pty Ltd ATF Barnes Family Super Fund	Hunone Pty Ltd ATF Barnes Family Super Fund	1,050,000 fully paid ordinary shares
SHAPE Australia Corporation Limited	Michael Barnes Nominees Pty Ltd ATF Barnes Family Trust	Michael Barnes Nominees Pty Ltd ATF Barnes Family Trust	910,000 fully paid ordinary shares
SHAPE Australia Corporation Limited	Drayton Holding Company Pty Ltd ATF Drayton Retirement Fund	Drayton Holding Company Pty Ltd ATF Drayton Retirement Fund	4,397,792 fully paid ordinary shares
SHAPE Australia Corporation Limited	Drayton No 1 Pty Ltd ATF Drayton Retirement Fund	Drayton No 1 Pty Ltd ATF Drayton Retirement Fund	1,314,062 fully paid ordinary shares
SHAPE Australia Corporation Limited	Drayton No 2 Pty Ltd ATF J D Drayton Family Trust	Drayton No 2 Pty Ltd ATF J D Drayton Family Trust	2,207,898 fully paid ordinary shares
SHAPE Australia Corporation Limited	Karen Jamieson	Karen Jamieson	1,061,400 fully paid ordinary shares
SHAPE Australia Corporation Limited	Scott Jamieson	Scott Jamieson	81,252 fully paid ordinary shares
SHAPE Australia Corporation Limited	Jodie Marix-Evans	Jodie Marix-Evans	748,674 fully paid ordinary shares
SHAPE Australia Corporation Limited	Peter Marix-Evans	Peter Marix-Evans	181,500 fully paid ordinary shares
SHAPE Australia Corporation Limited	Spit Island Pty Ltd ATF Spit Island Trust	Spit Island Pty Ltd ATF Spit Island Trust	432,764 fully paid ordinary shares
SHAPE Australia Corporation Limited	Famarn Pty Ltd ATF Phillip Arnall Super Fund	Famarn Pty Ltd ATF Phillip Arnall Super Fund	540,960 fully paid ordinary shares
SHAPE Australia Corporation Limited	Veroxo Pty Limited ATF McDonald Family Trust	Veroxo Pty Limited ATF McDonald Family Trust	1,016,520 fully paid ordinary shares
SHAPE Australia Corporation Limited	Veroxo Pty Limited ATF S R McDonald Super Fund	Veroxo Pty Limited ATF S R McDonald Super Fund	3,056,286 fully paid ordinary shares
SHAPE Australia Corporation Limited	Josephine Theresa Mary Hynes	Josephine Theresa Mary Hynes	1,373,954 fully paid ordinary shares
SHAPE Australia Corporation Limited	Dakov Pty Ltd ATF Campbell Super Fund	Dakov Pty Ltd ATF Campbell Super Fund	2,739,122 fully paid ordinary shares
SHAPE Australia Corporation Limited	Dakov Pty Ltd ATF Tim Campbell Family Trust	Dakov Pty Ltd ATF Tim Campbell Family Trust	673,954 fully paid ordinary shares

SHAPE Australia Corporation Limited	Ben Creek Pty Limited ATF Patterson Family Trust	Ben Creek Pty Limited ATF Patterson Family Trust	1,254,228 fully paid ordinary shares
SHAPE Australia Corporation Limited	Grant Patterson	Grant Patterson	85,276 fully paid ordinary shares
SHAPE Australia Corporation Limited	Rydyll Investments Pty Ltd ATF Panacheril Family Trust	Rydyll Investments Pty Ltd ATF Panacheril Family Trust	736,718 fully paid ordinary shares
SHAPE Australia Corporation Limited	George Panacheril	George Panacheril	57,430 fully paid ordinary shares
SHAPE Australia Corporation Limited	Paul James Lappin And Siobhan Catherine Lyons ATF Lappin Superannuation Fund	Paul James Lappin And Siobhan Catherine Lyons ATF Lappin Superannuation Fund	1,107,570 fully paid ordinary shares
SHAPE Australia Corporation Limited	Gerard McMahon	Gerard McMahon	31,202 fully paid ordinary shares
SHAPE Australia Corporation Limited	Kerry Ann McMahon	Kerry Ann McMahon	245,000 fully paid ordinary shares
SHAPE Australia Corporation Limited	Supercomp No 25 Pty Ltd ATF McMahon Super Benefits Fund	Supercomp No 25 Pty Ltd ATF McMahon Super Benefits Fund	3,299,122 fully paid ordinary shares
SHAPE Australia Corporation Limited	Supercomp No 25 Pty Ltd ATF McMahon Family Trust	Supercomp No 25 Pty Ltd ATF McMahon Family Trust	3,240,706 fully paid ordinary shares
SHAPE Australia Corporation Limited	Timothy John Buckman	Timothy John Buckman	37,892 fully paid ordinary shares
SHAPE Australia Corporation Limited	Buckman Nominees Pty Ltd ATF Buckman Fenwick Family Trust	Buckman Nominees Pty Ltd ATF Buckman Fenwick Family Trust	1,680,594 fully paid ordinary shares
SHAPE Australia Corporation Limited	Robyn Fenwick	Robyn Fenwick	118,652 fully paid ordinary shares
SHAPE Australia Corporation Limited	Kayfay Pty Limited ATF Big Picture Super Fund	Kayfay Pty Limited ATF Big Picture Super Fund	409,026 fully paid ordinary shares
SHAPE Australia Corporation Limited	Biramont Pty Ltd ATF Atlantic Superfund	Biramont Pty Ltd ATF Atlantic Superfund	464,846 fully paid ordinary shares
SHAPE Australia Corporation Limited	Biramont Pty Ltd ATF Pacific Superfund	Biramont Pty Ltd ATF Pacific Superfund	9,883,208 fully paid ordinary shares