



Melbourne, New York, 29 March 2021

Change of Director's Interest Notice

Fluence Corporation Limited (ASX: FLC) attaches an Appendix 3Y for Mr Ross Haghighat in relation to an on-market acquisition dated 24 August 2020.

For the purposes of Listing Rule 18.7, Fluence Corporation Limited provides the following information:

1. The Appendix 3Y was not lodged in a timely manner as Mr Haghighat only very recently became aware of the underlying transaction which resulted from a passive investment structure whereby an investment manager purchased shares under delegated authority.

Mr Haghighat is based in the United States and a local Australian manager has been engaged to manage local AU investments on behalf of Mr Haghighat. In particular, the local manager has been delegated the authority to buy and sell stocks within pre-approved thematic focus of interest to Mr Haghighat.

As a consequence of the delegated authority to and oversight by Mr Haghighat's investment manager, of Mr Haghighat's investments in Australia, the local manager acquired 100,000 shares in Fluence Corporation Limited for approximately A\$0.20 per share on/or about 20 August 2020. This was without the prior knowledge of Mr Haghighat and without any reference to "inside information". These shares were settled on 24 August 2020.

2. Fluence Corporation Limited has the following arrangements in place under listing rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A:
 - a) the Company and its directors are aware of their obligations under the listing rules including listing rules 3.19A and 3.19B; and
 - b) in accordance with listing rule 3.19B and Guidance Note 22, Fluence Corporation Limited has entered into Disclosure of Director's Interests Agreements with each of its directors when they are appointed to the Fluence Board, which are regularly reviewed and formally updated at each meeting of the Board.
3. Fluence Corporation Limited confirms that following this event, the Company has conducted a review of its processes and believes that its disclosure arrangements are adequate and are being enforced and that this was an isolated incident which does not involve any substantive breach of the ASX Listing Rules.

The non-lodgement of the Appendix 3Y was identified when finalising the Company's 2020 Annual Report and the Company has immediately investigated the basis for the trade and prepared an Appendix 3Y to be promptly lodged with the ASX.

The Company further notes that the shares were traded during a Closed Period under its Securities Trading Policy, without the knowledge of Mr Haghighat.

Fluence Corporation Limited's Continuous Disclosure Policy, available on the Company's website, requires Directors to notify the Company Secretary if they consider there is material information which requires disclosure and are

encouraged to approach the Company Secretary if they have any queries about what information should be disclosed to the market.

Further, Fluence's Securities Trading Policy requires that a Director must request prior written clearance to trade in the Company's securities in all circumstances and notify the Company Secretary of any trading conducted in accordance with the Policy within two (2) business days of such trades occurring.

Fluence also provides a informational package to all new directors at the commencement of their tenure containing, amongst other documents, the Continuous Disclosure Policy and Securities Trading Policy. These arrangements are being reinforced and clarified with all Directors out of an abundance of caution.

The Company takes any issues related to the Fluence Securities Trading Policy very seriously. The Company has discussed this with Mr Haghighat and notes that he is aware of the Closed Periods and processes required to be complied with under the Company's Securities Trading Policy. Mr Haghighat also has reconfirmed with his Australian investment manager the share trading policy of Fluence and the requirement to seek prior written authorisation before any trade in the Company's shares. The Company is confident that the arrangements and training/education measures it currently has in place to ensure Directors are aware of, and comply with, the requirements under the Company's Securities Trading Policy are adequate.

This announcement is authorised by Melanie Leydin, Company Secretary, on behalf of the Board.

-ENDS-

For further information please contact:

Melanie Leydin

Company Secretary

Fluence Corporation Limited

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About Fluence Corporation Limited (ASX: FLC)

Fluence is a leader in the decentralized water, wastewater and reuse treatment markets, with its Smart Products Solutions, including Aspiral™, NIROBOX™ and SUBRE. In addition to rapid delivery and commissioning of decentralized solutions to meet a broad range of needs, Fluence offers ongoing operation and maintenance support, as well as Build Own Operate Transfer (BOOT) and other recurring revenue solutions. Fluence has a broad international footprint and focuses on high growth markets including China, the Middle East, Southeast Asia, and North America.

Further information can be found at <https://www.fluencecorp.com/>

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Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	Fluence Corporation Limited
ABN	52 127 734 196

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Ross Haghighat
Date of last notice	19 February 2020

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Not applicable
Date of change	24 August 2020
No. of securities held prior to change	<u>Direct</u> a) 500,000 Fully paid ordinary shares; b) 700,000 Unlisted Director Options exercisable at A\$1.20 each, expiring 13 July 2021; c) 700,000 Unlisted Director Options exercisable at A\$1.50 each, expiring 13 July 2021.
Class	Fully paid ordinary shares

+ See chapter 19 for defined terms.

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Change of Director's Interest Notice

Number acquired	100,000 Fully paid ordinary shares
Number disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	A\$18,000.00 (\$0.18 per Share)
No. of securities held after change	<u>Direct under Mr Ross Haghighat</u> a) 600,000 Fully paid ordinary shares; b) 700,000 Unlisted Director Options exercisable at A\$1.20 each, expiring 13 July 2021; c) 700,000 Unlisted Director Options exercisable at A\$1.50 each, expiring 13 July 2021.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On-market acquisition pursuant to a passive investment structure whereby an investment manager purchased the shares under delegated authority.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A

+ See chapter 19 for defined terms.

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Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	Yes, however, the standing instructions with delegated authority were granted prior to the Closed Period.
If so, was prior written clearance provided to allow the trade to proceed during this period?	See above
If prior written clearance was provided, on what date was this provided?	See above

⁺ See chapter 19 for defined terms.