

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Rent.com.au Limited (RNT)

ACN/ARSN ACN 062 063 692

1. Details of substantial holder (1)

Name Capital B Asset Management Pty Ltd (ACN 643 649 263) as trustee for Capital [b] Trust, Bevan Andrew Slattery and Jodie Ann Slattery

ACN/ARSN (if applicable) As above

There was a change in the interests of the
substantial holder on 15 / 12 / 2023
The previous notice was given to the company on 16 / 12 / 2022
The previous notice was dated 16 / 12 / 2022

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
Fully paid ordinary shares in RNT	66,405,418	12.93%	104,640,712	16.62%

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
15 / 12 / 2023	Capital B Asset Management Pty Ltd (ACN 643 649 263)	Acquisition of fully paid ordinary shares in RNT by Capital B Asset Management Pty Ltd (ACN 643 649 263) as trustee for Capital [b] Trust pursuant to a rights issue and the sub-underwriting agreement accompanying this notice as Annexure A	\$650,000 (being \$0.017 per fully paid ordinary share in RNT)	38,235,294 fully paid ordinary shares in RNT	38,235,294

15 / 12 / 2023	Bevan Andrew Slattery	Acquisition of fully paid ordinary shares in RNT by Capital B Asset Management Pty Ltd (ACN 643 649 263) as trustee for Capital [b] Trust pursuant to a rights issue and the sub-underwriting agreement accompanying this notice as Annexure A	\$650,000 (being \$0.017 per fully paid ordinary share in RNT)	38,235,294 fully paid ordinary shares in RNT	38,235,294
15 / 12 / 2023	Jodie Ann Slattery	Acquisition of fully paid ordinary shares in RNT by Capital B Asset Management Pty Ltd (ACN 643 649 263) as trustee for Capital [b] Trust pursuant to a rights issue and the sub-underwriting agreement accompanying this notice as Annexure A	\$650,000 (being \$0.017 per fully paid ordinary share in RNT)	38,235,294 fully paid ordinary shares in RNT	38,235,294

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
Capital B Asset Management Pty Ltd (ACN 643 649 263)	Capital B Asset Management Pty Ltd (ACN 643 649 263) as trustee for Capital [b] Trust	Capital B Asset Management Pty Ltd (ACN 643 649 263) as trustee for Capital [b] Trust	Registered holder of securities as trustee for Capital [b] Trust - Section 608(1)(a) of the <i>Corporations Act 2001</i> (Cth)	104,640,712 fully paid ordinary shares in RNT	104,640,712
Bevan Andrew Slattery	Capital B Asset Management Pty Ltd (ACN 643 649 263) as trustee for Capital [b] Trust	Capital B Asset Management Pty Ltd (ACN 643 649 263) as trustee for Capital [b] Trust	Relevant interest in securities held by a body corporate in which the person's voting power is above 20% (Bevan Andrew Slattery has voting power above 20% in Capital B Asset Management Pty Ltd (ACN 643 649 263) and is a beneficiary of Capital [b] Trust) - Section 608(3)(a) of the <i>Corporations Act 2001</i> (Cth)	104,640,712 fully paid ordinary shares in RNT	104,640,712

Jodie Ann Slattery	Capital B Asset Management Pty Ltd (ACN 643 649 263) as trustee for Capital [b] Trust	Capital B Asset Management Pty Ltd (ACN 643 649 263) as trustee for Capital [b] Trust	Relevant interest in securities held by a body corporate in which the person's voting power is above 20% (Jodie Ann Slattery has voting power above 20% in Capital B Asset Management Pty Ltd (ACN 643 649 263) and is a beneficiary of, and the appointor for, Capital [b] Trust - Section 608(3)(a) of the <i>Corporations Act 2001</i> (Cth)	104,640,712 fully paid ordinary shares in RNT	104,640,712
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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 – no changes in association since the previous notice	N/A – no changes in association since the previous notice

6. Addresses

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

Name	Address
Capital B Asset Management Pty Ltd (ACN 643 649 263) as trustee for Capital [b] Trust	14-16 Church Street, Fortitude Valley, Queensland, 4006, Australia
Bevan Andrew Slattery	14-16 Church Street, Fortitude Valley, Queensland, 4006, Australia
Jodie Ann Slattery	14-16 Church Street, Fortitude Valley, Queensland, 4006, Australia

Signature

print name Bevan Andrew Slattery

capacity Sole Director of Registered Holder

sign here

date 18 / 12 / 2023

DIRECTIONS

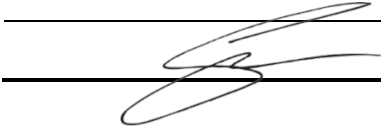
- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially 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:
- (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
- (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 on 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

Rent.com.au Limited (ACN 062 063 692)

This is Annexure A of 8 pages referred to in the Form 604 ('Notice of change of interests of substantial holder').

print name	Bevan Andrew Slattery	capacity	Sole Director of Registered Holder
sign here		date	18 / 12 / 2023

1 November 2023

[REDACTED]

EMAIL ACCEPTANCE REQUIRED BY 2:00PM (WST) Wednesday 1 November 2023

Capital B Asset Management Pty Ltd as trustee for Capital [b] Trust

EMAIL: [REDACTED]

Dear Client

Rent.com.au Limited (ASX:RNT)
ENTITLEMENT ISSUE PRIORITY SUB-UNDERWRITING CONFIRMATION ADVICE

1. OFFER BY THE COMPANY

We refer to our recent discussions in relation to Rent.com.au Limited (**Rent** or the **Company**). Rent is undertaking a capital raising to raise approximately \$1.95 million via a non-renounceable entitlement issue at an issue price of \$0.017 per New Share (**Issue Price**) on the basis of one (1) new Share for every four and a half (4.5) Shares held on the Record Date (**Entitlement Issue, Offer**).

Participants in the Offer will be issued with one (1) free attaching option for every two (2) shares subscribed and issued in the Offer with an exercise price of \$0.04 and an expiry date two years from the date of issue (**Options**).

RM Corporate Finance Pty Ltd (**RM Corporate Finance** or the **Underwriter**) has been appointed as Lead Manager and proposed Underwriter to the Entitlement Issue.

RM Corporate Finance has entered into or intends to enter into an underwriting agreement with Rent pursuant to which RM Corporate Finance has agreed or intends to agree to fully underwrite the Entitlement Issue to A\$1.95 million (**Underwritten Amount**), subject to execution of an underwriting agreement (**Offer**).

Gross proceeds from the Offer will be applied towards RentPay Sales & Marketing, RentPay Additional Services, costs of the Offer and general working capital.

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If the value of the Shares applied for by the Company's shareholders in the Entitlement Issue is less than the Underwritten Amount, this will result in the Company issuing to the Underwriter a number of shortfall shares (**Shortfall Shares**).

Other parties have agreed to priority sub-underwrite the Offer. Priority sub-underwriters will receive shortfall from the Offer in priority to general sub-underwriters.

2. PURPOSE OF THIS LETTER

The purposes of this confirmation letter (**Priority Sub-Underwriting Confirmation Letter**) are to:

- (a) re-confirm your participation as a priority sub-underwriter in relation to the Entitlement Issue up to the maximum number of Shortfall Shares set out in section 3 below; and
- (b) re-confirm your irrevocable agreement to subscribe and pay for up to that number of Shortfall Shares in accordance with and subject to the terms of this Priority Sub-Underwriting Confirmation Letter (such irrevocable agreement to subscribe and pay being your **Sub-Underwriting Firm Commitment**).

3. SUB-UNDERWRITING FIRM COMMITMENT

RM Corporate Finance is pleased to re-confirm your Sub-Underwriting Firm Commitment and your Maximum Total Subscription Amount in relation to your Sub-Underwriting Firm Commitment as follows:

Your Sub-Underwriting Firm Commitment	Maximum Total Subscription Amount divided by the Issue Price (being \$0.017) and rounded down to the nearest whole share
Maximum Total Subscription Amount	\$650,000.00, less any amount attributable to acceptance of entitlements, and applications for shortfall, under the Offer by you or any related entities

Your Sub-Underwriting Firm Commitment represents the maximum number of Shortfall Shares you may be required to subscribe for pursuant to this Priority Sub-Underwriting Confirmation Letter.

Shares subscribed for by existing shareholders in the Entitlement Issue (via acceptance of entitlements and applications for shortfall) will go in relief of the Underwriter's obligation to subscribe for Shortfall Shares. If there is a Shortfall and RM Corporate Finance is obliged to subscribe or procure subscribers for any Shortfall Shares pursuant to the Underwriting Agreement, you agree to subscribe for that number of Sub-Underwriting Firm Commitment Shortfall Shares listed above. Acceptance of entitlements and applications for shortfall under the Offer by you or any related entities will reduce your Sub-Underwriting Firm Commitment.

If the number of Shortfall Shares allocated to the Underwriter is less than Your Sub-Underwriting Firm Commitment, you will be allocated a pro-rata portion of the Shortfall Shares based on the proportion your Maximum Total Subscription Amount represents of the total priority sub-underwriting pool. [REDACTED]

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If there is a Shortfall, RM Corporate Finance shall attempt to notify you by 5:00pm (WST) on the Entitlement Issue Shortfall Notification Date (expected to be at the beginning of December 2023) of the number of Shortfall Shares for which you must subscribe, as set out above, and your Subscription Amount that is due. **Shortfall settlement instructions will be provided on the Entitlement Issue Shortfall Notification Date.**

4. SUB-UNDERWRITING FEES



The Sub-Underwriting Commission will be paid as soon as practical after receipt of the underwriting fees due under the Underwriting Agreement. The Sub-Underwriting Commission is inclusive of GST, if applicable. The Sub-Underwriting Commission will not be payable if the obligations of the Underwriter under the Underwriting Agreement cease or are terminated or if you fail to fulfil your obligations under this Priority Sub-Underwriting Confirmation Letter.

5. INDICATIVE TIMETABLE

Confirmation letters to be returned to RM Corporate Finance	2:00PM (WST) Wednesday 1 November 2023
Trading halt period	Monday, 30 October 2023 to Wednesday, 1 November 2023
ASX announcement of Offer	Thursday, 2 November 2023
Despatch of Entitlement Issue Offer Document and Offer opens	Thursday, 9 November 2023
Entitlement Issue closes	Monday, 4 December 2023
Notification of shortfall	Thursday, 7 December 2023
Settlement of Entitlement Issue and Shortfall Shares	Thursday, 14 December 2023

Please note that the above times may change without consultation with you and, subject to the terms of this Priority Sub-Underwriting Confirmation Letter, you are bound by the agreement arising from your previous agreement to participate as a priority sub-underwriter of the Entitlement Issue notwithstanding any such changes to the timetable.

6. CESSATION OF YOUR OBLIGATIONS IN RESPECT OF SUB-UNDERWRITING

Your obligations in respect of your Sub-Underwriting Firm Commitment under this Priority Sub-Underwriting Confirmation Letter will terminate only if RM Corporate Finance's obligations under the Underwriting Agreement cease or are terminated (and RM Corporate Finance subsequently advises you that your obligations have terminated).

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The Underwriter will have absolute discretion as to whether or not to rely upon its right to elect that its obligations shall cease or to terminate its obligations in the circumstances contemplated by the Underwriting Agreement. The Underwriter's discretion as to whether or not to terminate the Underwriting Agreement will be absolute and you will not have any claim of any kind against RM Corporate Finance as a result of the exercise of that discretion. The exercise of right of termination, waiver of any condition precedent or any other right, approval or consent under the Underwriting Agreement will be at the sole discretion of the Underwriter. If the Underwriter chooses to waive a condition precedent or not to terminate the Underwriting Agreement (where the Underwriter is entitled to do so) you will be bound by that decision and you must fulfil your obligations under this Priority Sub-Underwriting Confirmation Letter, including your Sub- Underwriting Firm Commitment.

7. RETURN OF CONFIRMATION ADVICE

Please sign and return a copy of the attached Confirmation Advice to RM Corporate Finance, by email to [REDACTED].

The attached Confirmation Advice incorporates by reference the representations, warranties and agreements in this Priority Sub-Underwriting Confirmation Letter.

8. REPRESENTATIONS, WARRANTIES AND AGREEMENTS BY INVESTORS

You represent, warrant and agree for the benefit of the Company, RM Corporate Finance and their respective affiliates and "Related Bodies Corporate" (within the meaning of the Corporations Act 2001 (Cth) as amended (**Corporations Act**), and respective officers, employees and advisers, and any person acting on behalf of them (together the **Beneficiaries**), that as at the date of this Priority Sub-Underwriting Confirmation Letter, and as at the date of settlement of any Shortfall Shares, that:

- (i) You have made and relied upon your own assessment of the Company and have conducted your own investigations with respect to the Company.
- (ii) You and your related entities are either sophisticated investors pursuant to Section 708(8) or professional investors pursuant to Section 708(11) or otherwise qualify pursuant to Section 708 of the Corporations Act. Only sub-underwriters who qualify in this regard can accept the Sub-Underwriting Firm Commitment.
- (i) You must provide, as requested, documentation satisfactory to RM Corporate Finance that they fully qualify as an investor of a type that complies with all relevant provisions of the Corporations Act and in particular Section 708 by accepting this Sub-Underwriting Firm Commitment.
- (iii) If you are outside of Australia, you are a person whom the Shortfall Shares may be lawfully issued without the need to lodge or register any circular or disclosure document in any jurisdiction in connection with the Entitlement Issue.
- (iv) Nothing in this Priority Sub-Underwriting Confirmation Letter constitutes a securities recommendation.
- (v) An investment in Shortfall Shares in the Company involves a degree of risk and that the Shortfall Shares are, therefore, a speculative investment.
- (vi) Except for any liability which cannot by law be excluded, you acknowledge that none of the Beneficiaries accept any responsibility in relation to your Sub-Underwriting Firm Commitment and your subscription for Shortfall Shares.

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- (vii) You are duly and lawfully empowered to enter into this Priority Sub-Underwriting Confirmation Letter and perform each and every obligation on your part contained in this Priority Sub-Underwriting Confirmation Letter in accordance with all applicable laws of Australia.


9. INTERNATIONAL OFFER RESTRICTIONS

The Shares or the Shortfall Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (**the Securities Act**), or under the securities laws of any state or other jurisdiction of the United States. Accordingly, the Shortfall Shares may not be offered or sold, directly or indirectly, within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act) (**U.S. Persons**), except that RM Corporate Finance may offer and sell Shortfall Shares to persons outside the United States, to persons that are not U.S. Persons or acting for the account or benefit of U.S. Persons, in “offshore transactions” (as defined in Rule 902(h) under the Securities Act), pursuant to Regulation S under the Securities Act.

10. INDEMNITY

You agree to indemnify and hold harmless the Beneficiaries against all claims, demands, damages, costs, losses, expenses and liabilities (including reasonable legal costs and expenses) which may be imposed on, incurred by or assessed against any Beneficiary in any way relating to or arising out, directly or indirectly, of any breach by you of your acknowledgements, representations, warranties and agreements under this Priority Sub-Underwriting Confirmation Letter. RM Corporate Finance holds the benefit of your indemnity for each other Indemnified Party. This indemnity extends to the maximum extent permitted by law and remains in full force and effect notwithstanding termination (for whatever cause) of this Priority Sub-Underwriting Confirmation Letter and your Sub-Underwriting Firm Commitment.

11. RM CORPORATE FINANCE DISCLOSURES

 RM Corporate Finance acting as principal, its Directors and representatives may participate in the Offer. The Directors and representatives of RM Corporate Finance advise that they and persons associated with them may have an interest in the securities, the subject of the Offer and that they may earn brokerage, commissions, fees and other benefits and advantages, whether pecuniary or not and whether direct or indirect, in connection with the making of a recommendation or a dealing by a client in these Securities, and which may reasonably be expected to be capable of having an influence in the making of any recommendation, and that some or all of our staff and representatives may be remunerated wholly or partly by way of commission or bonuses.

12. GENERAL MATTERS

This Priority Sub-Underwriting Confirmation Letter is governed by the laws of Western Australia and you agree to submit to the non-exclusive jurisdiction of the Courts of Western Australia.

You acknowledge and agree that you are liable for your own costs and fees (including, without limitation, legal costs) in relation to this Priority Sub-Underwriting Confirmation Letter.

This Priority Sub-Underwriting Confirmation Letter constitutes the full and complete understanding between RM Corporate Finance and you in relation to the subject matter of this Priority Sub-Underwriting

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Confirmation Letter and supersedes all prior negotiations, understandings and agreements in relation to the subject matter of this Priority Sub-Underwriting Confirmation Letter.

Except for any liability which by law cannot be excluded, RM Corporate Finance accepts no responsibility for the contents of any materials or documentation in relation to the Entitlement Issue (**Disclosure Material**). RM Corporate Finance has not caused or authorised the issue of the Disclosure Material.

You acknowledge that in certain circumstances the Company may be required to issue supplementary or replacement Disclosure Materials. You confirm that if supplementary or replacement Disclosure Materials are issued, you will still be bound by your Sub-Underwriting Firm Commitment (subject to your liability ceasing in accordance with the provisions of this Priority Sub-Underwriting Confirmation Letter).

13. SETTLEMENT

You will be required, unless you are otherwise advised, to lodge with RM Corporate Finance, on a date to be advised, a valid application for the number of Shortfall Shares to be determined in accordance with this Priority Sub-Underwriting Confirmation Letter to settle your Shortfall Shares. **Shortfall settlement instructions will be provided on the date of notification of the Shortfall Shares.**

Yours faithfully

RM Corporate Finance Pty Ltd



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ENTITLEMENT ISSUE SUB-UNDERWRITING CONFIRMATION ADVICE

Rent.com.au Limited (ASX:RNT)

To: RM Corporate Finance Pty Ltd

Attention: [REDACTED]

Email: 2:00PM (WST) Wednesday 1 November 2023

I/We acknowledge receipt of your letter dated Wednesday 1 November 2023 (**Priority Sub-Underwriting Confirmation Letter**) confirming my/our Sub-Underwriting Firm Commitment regarding the Entitlement Issue offered by Rent.com.au Limited (ASX:RNT) (**Entitlement Issue**).

I/We are pleased to re-confirm my/our Sub-Underwriting Firm Commitment set out in the Priority Sub-Underwriting Confirmation Letter and confirm my/our irrevocable agreement to subscribe for Shortfall Shares up to the maximum number and dollar value set out in, and in accordance with the terms and conditions of the Priority Sub-Underwriting Confirmation Letter.

In connection with our subscription for Shortfall Shares (if required), the undersigned hereby represents, warrants and agrees, for the benefit of the Company, RM Corporate Finance and their respective affiliates, the various representations, warranties and agreements set out in the Priority Sub-Underwriting Confirmation Letter. I/We confirm our agreement set out above and understand my/our sub-underwriting and settlement obligations.

Applicant	Capital B Asset Management Pty Ltd as trustee for Capital [b] Trust		
Name			
Signature		Date	

The Authorised Signatory represents and warrants that he/she is duly authorised to give the above acknowledgement.

PLEASE SIGN AND RETURN THE CONFIRMATION ADVICE

TO [REDACTED]

BY 2:00PM (WST) Wednesday 1 November 2023

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