

# Form 604

## Corporations Law

### Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme Helloworld Travel Limited (Company)

ACN/ARSN 091 214 998

### 1. Details of substantial holder (1)

Name The Burnes Group Pty Ltd ACN 103 126 441 (TBG), Longbush Nominees Pty Ltd ACN 093 336 737 (LN), Andrew James Burnes (AB), Cinzia Burnes (CB)

ACN (if applicable) See above

There was a change in the interests of the substantial holder on 27/07/2020

The previous notice was given to the company on 3/10/2018

The previous notice was dated 3/10/2018

### 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)
Fully paid ordinary shares (Shares)	18,480,105 in respect of TBG	14.84% in respect of TBG	21,560,408 in respect of TBG	14.38% in respect of TBG
Shares	10,000 in respect of LN	0.01% in respect of LN	10,000 in respect of LN	0.01% in respect of LN
Shares	39,030,000 in respect of AB and CB and the interests they control	31.35% in respect of AB and CB and the interests they control	42,203,953 in respect of AB and CB and the interests they control	28.15% in respect of each of AB and CB

### 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
22 to 27 February 2019 21 and 22 March 2019 5 April 2019 2 and 3 October 2019 11 October 2019 3 March 2020	AB	Purchase of 42,650 ordinary shares (Shares) by AB Purchase of 6,000 Shares by AB Purchase of 10,000 Shares by AB Purchase of 10,000 Shares by AB Purchase of 15,000 Shares by AB Purchase of 10,000 Shares by AB	\$4.98 per Share \$4.39 per Share \$4.08 per Share \$4.66 per Share \$4.60 per Share \$3.08 per Share	93,650 ordinary shares	0.07%
15 March 2019	TBG, LN, AB & CB	Purchase of 50,000 Shares by TBG	\$4.59 per Share	50,000 ordinary shares	0.04%

27 July 2020	TBG, LN, AB and CB	Acquisition of 3,030,303 Shares by TBG under the institutional component of the entitlement offer announced by the Company on 16 July 2020 ( <b>Entitlement Offer</b> ) plus dilution of interest after an issue of shares by the Company	\$4,999,999.95 (at \$1.65 per Share)	3,030,303 ordinary shares	Following issue of Shares under the institutional placement and the institutional component of the Entitlement Offer (details of which were announced by the Company on 16 July 2020), TBG, LN, AB and CB's aggregate voting power in the Company decreased by 3.20%
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#### 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
TBG	TBG	TBG	TBG is the registered holder of the Shares	21,560,408 ordinary shares	14.38% (or 21,560,408 Shares)
LN	LN	Beneficiaries of the Burnes Superannuation Fund	The registered holder as trustee for the Burnes Superannuation Fund	10,000 ordinary shares	0.01% (or 10,000 Shares)
AB	AB	AB and CB	AB has a relevant interest in 42,203,953 Shares as he is the registered holder of 10,495,531 Shares and has a relevant interest in the Shares held by TBG (through having voting power of more than 20% in TBG and being a beneficiary of The Burnes Group Service Trust), the Shares held by CB through having power to jointly control voting and disposal rights in respect of Shares held by CB, and the Shares held by LN as a beneficiary of the Burnes Superannuation Fund which holds Shares in the name of Longbush Nominees Pty Ltd which is trustee for the Burnes Superannuation Fund.	42,203,953 ordinary shares	28.15% (or 42,203,953 Shares)

CB	CB	CB and AB	CB has a relevant interest in 42,203,953 Shares as she is the registered holder of 10,138,014 Shares and has a relevant interest in the Shares held by TBG (through having voting power of more than 20% in TBG and being a beneficiary of The Burnes Group Service Trust), the Shares held by AB through having power to jointly control voting and disposal rights in respect of Shares held by AB, and the Shares held by LN as a beneficiary of the Burnes Superannuation Fund which hold shares in the name of Longbush Nominees Pty Ltd which is trustee for the Burnes Superannuation Fund.	42,203,953 Shares	28.15% (or 42,203,953 Shares)
TBG, LN, AB & CB	TBG, LN, AB & CB	N/A	Sum total of interests of TBG, LN, AB and CB as Registered holders	42,203,953 Shares	28.15% (or 42,203,953 Shares)

## 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 (if applicable)	Nature of association
N/A	N/A

## 6. Addresses

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

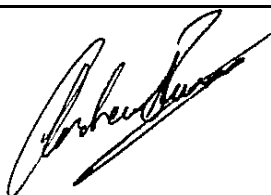
Name	Address
TBG, LN, AB and CB	179 Normanby Road, South Melbourne VIC 3205

## Signature

print name ANDREW BURNES

capacity For and on behalf of the substantial holders

sign here



date 28 / 7 / 2020