

**Form 603**  
Corporations Act 2001  
Section 671B

**Notice of initial substantial holder**

To Company Name/Scheme VGI Partners Limited (**Company**)

ACN/ARSN 129 188 450

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

Name Douglas Hugh Tynan, WD41 Pty Limited ACN 620 010 246 and D&C Tynan Investments Pty Ltd ACN 141 257 267 as trustee for the D&C Tynan Family Trust (together, the **Tynan Parties**)

ACN/ARSN (if applicable) As above

The holder became a substantial holder on 21/06/2019

**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	10,716,086	10,716,086	15.98%

**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
The Tynan Parties	Relevant interest under paragraph 608(1)(a) and 608(2) of the <i>Corporations Act 2001</i> (Cth), being a relevant interest arising as a result of having the power to control the exercise of the right to vote attached to securities and/or to control the exercise of the power to dispose of securities in a proprietary capacity	10,716,086 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
The Tynan Parties	Mr Douglas Hugh Tynan	Mr Douglas Hugh Tynan	4,974 fully paid ordinary shares
The Tynan Parties	WD41 Pty Limited ACN 620 010 246	WD41 Pty Limited ACN 620 010 246	24,421 fully paid ordinary shares
The Tynan Parties	D&C Tynan Investments Pty Ltd ACN 141 257 267 as trustee for the D&C Tynan Family Trust	D&C Tynan Investments Pty Ltd ACN 141 257 267 as trustee for the D&C Tynan Family Trust	10,686,691 fully paid ordinary 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
		Cash	Non-cash	

Mr Douglas Hugh Tynan and WD41 Pty Limited ACN 620 010 246	21/06/2019	Cash. Fully paid ordinary shares in VGI Partners Limited acquired by certain of the Tynan Parties under the initial public offering of VGI Partners Limited for an aggregate consideration of \$161,672.50.	29,395 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	N/A

**7. Addresses**

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

Name	Address
The Tynan Parties	39 Phillip Street, Sydney NSW 2000

**Signature**

print name Mr Douglas Hugh Tynan

capacity **Individual**

sign here



date 21/06/19

print name Douglas Hugh Tynan

capacity **Director**  
WD41 Pty Limited ACN 620 010 246 and D&C Tynan Investments Pty Ltd ACN 141 257 267 as trustee for the D&C Tynan Family Trust

sign here



date 21/06/19

**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.