

**Form 604**  
Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme VGI Partners Limited (Company)

ACN/ARSN 129 188 450

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

Name Robert M P Luciano, Samantha Luciano, Luciano Family Group Investments Pty Limited ACN 628 130 656, RMPL Investments Pty Limited ACN 150 735 498 as trustee for the RMPL Family Trust, A Luciano and C Luciano (together, the Luciano Parties)

ACN/ARSN (if applicable) As above

There was a change in the interests of the substantial holder on 12/11/2019

The previous notice was given to the company on 25/06/2019

The previous notice was dated 21/06/2019

### 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	41,027,949	61.17%	41,028,115	58.85%

### 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
12/11/2019	The Luciano Parties	Dilution due to issue of ordinary shares in the Company pursuant to an offer of ordinary shares made by the Company under a prospectus dated 23 September 2019 ('Offer'), a copy of which was released to the market on 23 September 2019, which saw the Company issue 2,652,012 ordinary shares	N/A	41,028,115 fully paid ordinary shares	Following the issue of the ordinary shares under the Offer, the Luciano Parties will have a voting power of 58.85% which reflects a decrease in voting power of 2.32%

### 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
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The Luciano Parties	Mr Robert M P Luciano	Mr Robert M P Luciano	Relevant interest under paragraph 608(1)(a) and 608(2) of the Corporations Act 2001 (Cth), being a relevant interest arising as a result of having the power to control the exercise of the right to vote 41,028,115 fully paid ordinary shares attached to securities and/or to control the exercise of the power to dispose of securities in a proprietary capacity	5,526 fully paid ordinary shares	5,526
The Luciano Parties	Mr Robert M P Luciano & Mrs Samantha R A Luciano	Mr Robert M P Luciano & Mrs Samantha R A Luciano	As above	16,516 fully paid ordinary shares	16,516
The Luciano Parties	Mr Robert Michael Paul Luciano	Mr Robert Michael Paul Luciano	As above	10,627 fully paid ordinary shares	10,627
The Luciano Parties	Luciano Family Group Investments Pty Limited ACN 628 130 656	Luciano Family Group Investments Pty Limited ACN 628 130 656	As above	80,276 fully paid ordinary shares	80,276
The Luciano Parties	RMPL Investments Pty Ltd ACN 150 735 498 as trustee for the RMPL Family Trust	RMPL Investments Pty Ltd ACN 150 735 498 as trustee for the RMPL Family Trust	As above	40,905,913 fully paid ordinary shares	40,905,913
The Luciano Parties	A Luciano	A Luciano	As above	5,538 fully paid ordinary shares	5,538
The Luciano Parties	C Luciano	C Luciano	As above	3,719 fully paid ordinary shares	3,719

#### 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	N/A

#### 6. Addresses

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

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

#### Signature

print name Mr Robert Michael Paul Luciano capacity Individual

sign here  date 18/11/2019

print name Mr Robert M P Luciano and Mrs Samantha R A Luciano capacity Individuals

sign here  date 18/11/2019

sign here  date 18/11/2019

print name Robert Michael Paul Luciano

capacity

Director of each of Luciano Family Group Investments Pty Limited ACN 628 130 656 and RMPL Investments Pty Ltd ACN 150 735 498 as trustee for the RMPL Family Trust

sign here



date

18/11/2019

#### 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:
    - (a) 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
    - (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.
- (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.