

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

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

ACN/ARSN ACN 129 188 450

1. Details of substantial holder (1)

Name Regal Partners Limited (formerly VGI Partners Limited)

ACN/ARSN (if applicable) ACN 129 188 450

There was a change in the interests of the

substantial holder on 03/06/2022

The previous notice was given to the company on 18/11/2019

The previous notice was dated 18/11/2019

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	N/A	51.24%	N/A	70.08%

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
03/06/2022	Company	Increase in the Company's interest in its ordinary shares arising under the voluntary escrow arrangements entered into between it and shareholders of the Company pursuant to the merger implementation agreement entered into between, among others the Company and Regal Funds Management Pty Ltd dated 30 March 2022 ('MID'), a copy of which was released to the market on 30 March 2022. Pursuant to the MID and following shareholder and board approval, the Company has entered into the Escrow Deeds (as that term is defined in the MID).	N/A	148,237,541 fully paid ordinary shares	Following the issue of the ordinary shares under the MID and the Company's entry into each Escrow Deed (as that term is defined in the MID), the Company has an interest in 70.08% of its ordinary shares which reflects an increase of 19.53% when compared to its 50.55% interest noted below.

Refer to Annexure A.	Company	Decrease in the Company's interest in its ordinary shares on issue due to the dilution of the number of ordinary shares being subject to escrow resulting from the issue of additional ordinary shares to shareholders in the numbers and on the dates set out in Annexure A.	N/A	Refer to Annexure A.	Following all of the issues of the ordinary shares set out in Annexure A, the Company's interest in its ordinary shares was reduced from 51.24% to 50.55%, a reduction of 0.69%.
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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
Company	Those persons listed in section 5.3 of the Explanatory Memorandum forming the Company's Notice of Annual General Meeting dated 27 April 2022.	Those persons listed in section 5.3 of the Explanatory Memorandum forming the Company's Notice of Annual General Meeting dated 27 April 2022.	Restrictions on disposal of shares under voluntary escrow arrangements as more fully described in each Escrow Deed annexed to the MID filed by the Company with the ASX on 30 March 2022.	148,237,541 fully paid ordinary shares N/A	N/A

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
N/A	N/A

Signature

Signed on behalf of the Substantial Holder

print name Ian Cameron

capacity

Joint Company Secretary

sign here



date

07/06/2022

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.

This is Annexure A referred to in Form 604 'Notice of change of interests of substantial holder' for Regal Partners Limited.

Date of issue	Number of new ordinary shares issues by the Company	Subject to voluntary escrow deeds
22 April 2020	60,438	No
21 June 2021	26,009	Yes
22 April 2022	698,061	No
Total	784,508	