

Form 604

**Corporations Act 2001
Section 671B**

Notice of change of interests of substantial holder

To Company Name/Scheme **Best & Less Group Holdings Limited (BST)**

ACN/ARSN **ACN 642 843 221**

1. Details of substantial holder (1)

Name **BST and each subsidiary of BST (BST Subsidiaries) as named in Annexure A**

ACN/ARSN (if applicable) **ACN 642 843 221**

There was a change in the interests of the substantial holder on

22/02/2022

The previous notice was given to the company on

23/07/2021

The previous notice was dated

23/07/2021

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)
Ordinary Shares	76,761,817	61.23%	51,174,542	40.82%

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
22/02/2022	BST and each subsidiary of BST (BST Subsidiaries)	Release of Shares from voluntary escrow	Nil	Fully paid ordinary shares	25,587,275

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
BST	Those persons described in Annexure B	Those persons described in Annexure B	Escrowed shares	51,174,542 Fully paid ordinary shares	40.82%

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	

6. Addresses

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

Name	Address
BST and each BST Subsidiary	657-673 Parramatta Road Leichhardt NSW 2040

Signature

print name **Anna Sandham** capacity **Company Secretary**

sign here  date **24/02/2022**

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 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.
- (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

BST SUBSIDIARIES

This is Annexure A of 1 page referred to on form 604 (Notice of change of interests of substantial holder) given by Best & Less Group Holdings Ltd.

Signature

Print name: Anna Sandham

Capacity: Company Secretary

Sign here



Date 24 February 2022

Company name	Place of Incorporation
Best & Less Group Pty Ltd	Australia
Best & Less Pty Limited	Australia
B&L IP Pty Ltd	Australia
Postie Plus Group Limited	New Zealand

ANNEXURE B

REGISTERED HOLDER OF ESCROW SECURITY

This is Annexure B of 1 page referred to on form 604 (Notice of change of interests of substantial holder) given by Best & Less Group Holdings Ltd.

Signature

Print name: Anna Sandham

Capacity: Company Secretary

Sign here



Date 24 February 2022

Escrowed Shareholder	Total number of escrowed shares
ALLEGRO FUND III, LP	33,747,696
ALLEGRO SERVICES III D PTY LTD	2,652,624
ANDREA KENWORTHY	322,186
ANDREW DAVID MARJORIBANKS	109,338
ANNIK PTY LTD	413,058
ANTELOPE CORPORATE SOLUTIONS PTY LTD	1,652,236
BIGNOR FAMILY PTY LTD	6,912,014
CHRISTOPHER KERRY SCOTNEY	255,124
JANINE VAN DEVENTER	309,794
JOSEPH VAN DYK	383,318
LILY AFORO-ADDO	496,496
PACARD RETAIL GROUP PTY LTD	87,470
ROMEO ECHO OSCAR INVESTMENTS PTY LTD	3,172,294
TERESA GALLO	198,268
VANESSA NOY ENTERPRISES PTY LTD	462,626
TOTAL	51,174,542