

ReadyTech Holdings Limited  
ABN 25 632 137 216

21 February 2020

## Substantial Holder Notice

ReadyTech Holdings Limited (ASX:RDY) (**ReadyTech** or the **Company**) advises that as per the attached substantial holder notice, ReadyTech has a relevant interest in 19,919,230 ordinary shares subject to voluntary escrow as a result of the escrow arrangements ReadyTech entered into (under section 608(1)(c) of the Corporations Act 2001 (Cth)). However, ReadyTech has no right to acquire these shares, or control the voting rights attaching to these shares.

### Authorised for Lodgement by:

Tony Faure  
Chairman

### For more information:

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**About ReadyTech:** ReadyTech (ASX:RDY) is a leading Australian provider of SaaS technology for educators and employers managing the complex human journey through study, work and career transitions. ReadyTech provides people management software to over 4,200 educators, employers and facilitators of work transitions. Bringing together the best in student management, apprenticeship management, payroll and HR admin, employment services and behavioural science technology, ReadyTech supports the development and success of tomorrow's workforce.

**Form 604**

Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To Company Name/Scheme      ReadyTech Holdings Limited (Company)

ACN/ARSN                              632 137 216

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

Name                                      ReadyTech Holdings Limited

ACN/ARSN (if applicable)        632 137 216

There was a change in the interests of the substantial holder on                      20/02/2020

The previous notice was given to the company on      18/04/2019

The previous notice was dated                              17/04/2019

**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 share	45,087,673	56.4%	19,919,230	24.90%

**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
20/02/2020	Company	Release of fully paid ordinary shares from escrow	No consideration was paid by the Company. The Company has no right to acquire the shares that are subject to the voluntary escrow arrangements	Fully paid ordinary Shares (25,168,443)	(25,168,443)

**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 Annexure A	Those persons listed in Annexure A	Restrictions on disposal of shares under voluntary escrow arrangements disclosed in the Company's prospectus dated 29	Fully paid ordinary Shares 19,919,230	19,919,230

			March 2019 gives the Company a 'relevant interest' in its own shares under section 608(1)(c) of the Corporations Act 2001 (Cth). However, the Company has no right to acquire these shares or to control the voting rights attaching to these shares		
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## 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
ReadyTech Holdings Limited	Level 1, 35 Saunders Street, Pyrmont NSW 2009

## Signature

print name      Marc Washbourne      capacity      Director, ReadyTech Holdings Limited

sign here



date      21/02/2020

## 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.
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This is Annexure A referred to in the Form 604 ' *Notice of initial substantial holder*' for ReadyTech Holdings Limited ACN 632 137 216. The following parties entered into voluntary escrow deeds in respect of the restricted securities noted below

#	Name	Restricted Securities	Release date
1	Pemba Capital Partners Fund I GP Pty Ltd ACN 612 285 382 as general partner of Pemba Capital Partners Fund I Management Partnership, LP as general partner of Pemba Capital Partners Fund I Partnership, LP	16,647,106	<p>The Second Tranche Restricted Securities will be released on the date on which ReadyTech Holdings Limited announces its results for the half year ending 31 December 2020 to the market.</p> <p>During the escrow period, the holder may deal in any of its Restricted Securities if the dealing constitutes a dealing involving the disposal (in one or more transactions) of the Second Tranche Restricted Securities if:</p> <p>(i) ReadyTech Holdings Limited's results for the financial year ending 30 June 2020 have been released to the market; and</p> <p>(ii) thereafter, the price of ReadyTech Holdings Limited's Shares as traded on ASX has traded at 30% or more of the Offer Price for 20 consecutive trading days.</p>
2	Pemba Capital Partners Pty Ltd ACN 121 906 045 atf The Pemba Capital Co-Investment Trust	201,834	As for Item 1
3	Pemba Capital Partners Pty Ltd ACN 121 906 045 atf The Lirac Trust	420,866	As for Item 1
4	Marc Raymond Washbourne	1,430,682	As for Item 1
5	Washbourne Group Pty Limited ACN 627 033 363 atf the Washbourne Family trust	573,526	As for Item 1
6	Anksh Pty Ltd ACN 602 605 505	430,144	As for Item 1
7	Nimesh Shah	215,072	As for Item 1
	<b>Total</b>	<b>19,919,230</b>	