



24 November 2020

ASX Market Announcements Office
Australian Securities Exchange
20 Bridge Street
Sydney NSW 2000

Form 604 - Change of interest of substantial holder

Please see attached Form 604 Notice of Change of interests of substantial holder in respect of Home Consortium (ASX: HMC) authorised for release to the market.

There has been no change to the number of Home Consortium securities over which Woolworths Group holds a relevant interest.

This notice replaces the Form 603 dated 11 August 2020, which set out the interim arrangements that gave rise to Woolworths Group's relevant interest in Home Consortium securities. Those interim arrangements have been replaced following Home Consortium securityholder approval of the grant to Woolworths Group of a security interest over these same securities at its 2020 AGM.

Marcin Firek
Company Secretary
Woolworths Group Limited

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Home Consortium Limited (HCL) and Home Consortium Developments Limited (HCDL)

ACN/ARSN HCL: ACN 138 990 593; HCDL: ACN 635 859 700

1. Details of substantial holder (1)

Name Woolworths Group Limited (Woolworths Group)

ACN/ARSN (if applicable) ACN 000 014 675

There was a change in the interests of the substantial holder on 23 November 2020

The previous notice was given to the company on 12 August 2020

The previous notice was dated 11 August 2020

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)
Stapled securities, comprising one fully paid ordinary share in HCL stapled to one fully paid ordinary share in HCDL (Stapled Securities)	80,000,000	31.97% (based on 250,282,102 Stapled Securities on issue)	80,000,000	31.10% (based on 257,226,546 Stapled Securities on issue)

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
2 September 2020	Woolworths Group	Dilution in voting power as a result of the issue of additional Stapled Securities	Not applicable	80,000,000 Stapled Securities	80,000,000
23 November 2020	Woolworths Group	As set out in the previous notice: <ul style="list-style-type: none">Woolworths Group, HCL and others have entered into a Consent and Amendment Deed dated 11 August 2020, a copy of which is set out at Annexure A to the previous notice, under which other parties to the document had undertaken not to dispose of securities in the stapled group. That document was a conditional agreement for the purposes of section 609(7) of the Corporations Act; andthe undertaking would remain in place until securityholders in the stapled group approve the	Not applicable	80,000,000 Stapled Securities	80,000,000

		granting of a security interest in the securities in favour of Woolworths Group.			
		Securityholder approval was obtained on 18 November 2020 and the security interest has now been granted on the terms of the specific security deed which is annexed to the document. That specific security deed gives Woolworths Group the technical power to control the disposal of the securities within the meaning of the Corporations Act. However, Woolworths Group will not have an actual power over disposal unless there were an event of default or similar occurrence under the specific security deed.			

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
Woolworths Group	HICC as trustee for the Home Investment Consortium Trust	HICC 2 as bare trustee for the Home Acquisition Trust	As described in section 3 above	53,333,333 Stapled Securities	53,333,333
Woolworths Group	HICC 2 as bare trustee for the Home Acquisition Trust	HICC 2 as bare trustee for the Home Acquisition Trust	As described in section 3 above	26,666,667 Stapled Securities	26,666,667

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
Not applicable	

6. Addresses

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

Name	Address
Woolworths Group	1 Woolworths Way, Bella Vista NSW 2153, Australia

Signature

print name Marcin Firek capacity Company Secretary

sign here Marcin Firek date 24 November 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