

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 Pemba Capital Partners Fund I Partnership LP, Pemba Capital Partners Pty Ltd ACN 121 906 045 as trustee of The Pemba Capital Co-Investment Trust and Pemba Capital Partners Pty Ltd ACN 121 906 045 as trustee of The Lirac Trust (together, the **Pemba Entities**)

ACN (if applicable) As above

There was a change in the interests of the substantial holder on 12/11/2020

The previous notice was given to the company on 17/04/2019

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 interest 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	34,539,611	43.2%	34,539,611	37%

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:

Dates 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
12/11/2020	The Pemba Entities	Dilution from issuance of shares pursuant to the Placement announced to ASX on 6 November 2020	N/A	Fully paid ordinary Shares 34,539,611	34,539,611

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
The Pemba Entities	Pemba Capital Partners Fund I Partnership LP	Pemba Capital Partners Fund I Partnership LP	As registered holder of the securities under section 608(1) of the Act	Fully paid ordinary Shares 33,294,212	33,294,212
The Pemba Entities	Pemba Capital Partners Pty Ltd ACN 121 906 045 as trustee of The Pemba Capital Co-Investment Trust	Pemba Capital Partners Pty Ltd ACN 121 906 045 as trustee of The Pemba Capital Co-Investment Trust	As registered holder of the securities under section 608(1) of the Act	Fully paid ordinary Shares 403,668	403,668
The Pemba Entities	Pemba Capital Partners Pty Ltd ACN 121 906 045 as trustee of The Lirac Trust	Pemba Capital Partners Pty Ltd ACN 121 906 045 as trustee of The Lirac Trust	As registered holder of the securities under section 608(1) of the Act	Fully paid ordinary Shares 841,731	841,731

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 (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 Pemba Entities	Level 32, Governor Phillip Tower, 1 Farrer Place Sydney NSW 2000

Signature

print name Mark Richard David Summerhayes

sign here



Capacity: Director

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

Date

26/11/2020

print name Mark Richard David Summerhayes

sign here



Capacity: Director

Pemba Capital Partners Pty Ltd ACN 121 906 045 as trustee of The Pemba Capital Co-Investment Trust

Date

26/11/2020

print name Mark Richard David Summerhayes

sign here



Capacity: Director

Pemba Capital Partners Pty Ltd ACN 121 906 045 as trustee of The Lirac Trust

Date

26/11/2020