

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**To Company Name/Scheme Booktopia Group Limited

ACN/ARSN 612 421 388

1. Details of substantial holder (1)

Name M & S Skylease Pty Limited

ACN/ARSN (if applicable) 614 009 077

The holder became a substantial holder on 03/12/2020**2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
ORDINARY	7,160,572	7,160,572	5.66%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
M & S Skylease Pty Ltd ATF M. Skylease Trust	Relevant interest pursuant to section 608(1)(a) of the Corporations Act 2001	ORD 2,375,051
M & S Skylease Pty Ltd ATF S. Skylease Trust	Relevant interest pursuant to section 608(1)(a) of the Corporations Act 2001	ORD 2,375,051
Libertopia Management Pty Ltd	Relevant interest pursuant to section 608(3)(a) of the Corporations Act 2001	ORD 2,370,430

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of Securities	Person entitled to be registered as holder (8)	Class and number of securities
Each person described above in Paragraph 3	M & S Skylease Pty Ltd ATF M. Skylease Trust	M & S Skylease Pty Ltd ATF S. Skylease Trust	ORD 2,375,051
Each person described above in Paragraph 3	M & S Skylease Pty Ltd ATF S. Skylease Trust	M & S Skylease Pty Ltd ATF S. Skylease Trust	ORD 2,375,051
Each person described above in Paragraph 3	Libertopia Management Pty Ltd	Libertopia Management Pty Ltd	ORD 2,370,430

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
M & S Skylease Pty Ltd ATF M. Skylease Trust	03/08/2020	\$1,000,000		2,000,000 Ordinary Shares
M & S Skylease Pty Ltd ATF S. Skylease Trust	03/08/2020	\$1,000,000		2,000,000 Ordinary Shares

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
M & S Skylease Pty Ltd ACN 614 009 077	As unit holder with voting power greater than 20% in Libertopia Management Pty Ltd

7. Addresses

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

Name	Address
M & S Skylease Pty Ltd	Level 5, 92 Pitt Street, Sydney NSW 2000

Signature

print name

David Newling

capacity

Company Secretary

sign here

date

03/12/2020