

# Form 603

Corporations Act 2001  
Section 671B

## Notice of initial substantial holder

To Company Name/Scheme JOHNS LYNG GROUP LIMITED (ASX:JLG)

ACN/ARSN ACN 620 466 248

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

Name WASHINGTON H. SOUL PATTINSON AND COMPANY LIMITED (WHSP)

ACN/ARSN (if applicable) ACN 000 002 728

The holder became a substantial holder on 17/11/2021

### 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 Fully Paid     | 13,857,520           | 13,857,520         | 6.18%            |
|                         |                      |                    |                  |

### 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       |
|-------------------------------------|--|--------------------------------------|
| WHSP                                | Ordinary Fully Paid shares purchased on market by Milton Corporation Limited. Milton Corporation Limited became a wholly owned subsidiary of WHSP pursuant to the implementation of the scheme of arrangement between Milton Corporation Limited and its shareholders (other than WHSP) on 5 October 2021. | 9,110,796 Ordinary Fully Paid Shares |
| Pengana Capital Group Limited (PCG) | Relevant interest due to holding voting power of more than 20% in Pengana Capital Group Limited (PCG)  | 4,746,724 Ordinary Fully Paid Shares |

### 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       |
|-----------------------------|----------------------------------|--|--------------------------------------|
| WHSP                        | Milton Corporation Limited       | Milton Corporation Limited                     | 9,110,796 Ordinary Fully Paid Shares |
| PCG                         | BNP Paribas Nominees Pty Limited | Pengana Capital Limited (PCL)                  | 4,746,724 Ordinary Fully Paid Shares |

### 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 |                                |
|                             | See Annexure A      |                   |          |                                |

**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   |
|-----------------------------------|---|
| Milton Corporation Limited        | Milton Corporation Limited became a wholly owned subsidiary of WHSP pursuant to the implementation of the scheme of arrangement between Milton Corporation Limited and its shareholders (other than WHSP) |
| PCG                               | WHSP holds voting power of more than 20% in PCG   |

**7. Addresses**

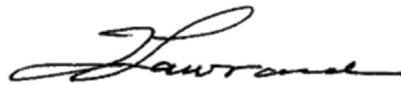
The addresses of persons named in this form are as follows:

| Name                                | Address   |
|-------------------------------------|---|
| WHSP and Milton Corporation Limited | Level 14, 151 Clarence Street, Sydney NSW 2000  |
| PCG and PCL                         | Level 12, 167 Macquarie Street, Sydney NSW 2000 |

**Signature**

print name Ida Lawrance capacity Company Secretary

sign here



date 19/11/2021

**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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (8) If the substantial holder is unable to determine the identify of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) 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.

## Annexure A

### Milton Transactions

| Date Purchased or sold | Transaction Details | Number       | Price | Total Cost |
|------------------------|---------------------|--------------|-------|------------|
| 11-Jun-20              | On Mkt Purchase     | 1,750,000.00 | -     | -          |
| 11-Jun-20              | On Mkt Purchase     | 200,000.00   | -     | -          |
| 12-Jun-20              | On Mkt Purchase     | 150,000.00   | -     | -          |
| 13-Jun-20              | On Mkt Purchase     | 50,000.00    | -     | -          |
| 14-Jun-20              | On Mkt Purchase     | 300,000.00   | -     | -          |
| 15-Jun-20              | On Mkt Purchase     | 628,760.00   | -     | -          |
| 16-Jun-20              | On Mkt Purchase     | 608,664.00   | -     | -          |
| 17-Jun-20              | On Mkt Purchase     | 117,436.00   | -     | -          |
| 18-Jun-20              | On Mkt Purchase     | 317,413.00   | -     | -          |
| 19-Jun-20              | On Mkt Purchase     | 75,000.00    | -     | -          |
| 20-Jun-20              | On Mkt Purchase     | 1,000,000.00 | -     | -          |
| 21-Jun-20              | On Mkt Purchase     | 108,902.00   | -     | -          |
| 22-Jun-20              | On Mkt Purchase     | 3,804,621.00 | -     | -          |
|                        | Total               | 9,110,796    |       | 56,486,935 |

| Holder of relevant interest  | Class and number of securities       | Voting Power (%) |
|--|--------------------------------------|------------------|
| WHSP (Acquisition of JLG Ordinary Shares following the acquisition by WHSP of all the shares in Milton Corporation Limited). | 9,110,796 Ordinary Fully Paid Shares | 4.06%            |
| PCG  | 4,746,724 Ordinary Fully Paid Shares | 2.12%            |
| <b>Total</b>   | <b>13,857,520</b>                    | <b>6.18%</b>     |