

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Temple & Webster Group Ltd

ACN/ARSN 608 595 660

1. Details of substantial holder (1)

Name Timothy M. Riley and the parties listed in section 1 of Annexure A (Riley Shareholders)
ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on

06/04/2023

The previous notice was given to the company on

15/02/2023

The previous notice was dated

15/02/2023

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 shares	8,000,000	6.51%	9,250,000	7.52%

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
22/03/2023	Riley Shareholders	On-market acquisition by Angela A Riley as trustee for Riley 2020 Irrevocable Trust	AUD677,440	200,000 fully paid ordinary shares	200,000
23/03/2023	Riley Shareholders	On-market acquisition by Angela A Riley as trustee for Riley 2020 Irrevocable Trust	AUD678,480	200,000 fully paid ordinary shares	200,000
24/03/2023	Riley Shareholders	On-market acquisition by Angela A Riley as trustee for Riley 2020 Irrevocable Trust	AUD1,430,040	400,000 fully paid ordinary shares	400,000
29/03/2023	Riley Shareholders	On-market acquisition by Angela A Riley as trustee for Riley 2020 Irrevocable Trust	AUD688,060	200,000 fully paid ordinary shares	200,000
06/04/2023	Riley Shareholders	On-market acquisition by Timothy M. Riley	AUD995,950	250,000 fully paid ordinary shares	250,000

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
See section 2 of Annexure A					

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	

6. Addresses

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

Name	Address
Riley Shareholders	PO Box 2113, Darien CT 06820, USA

Signature

print name Timothy M. Riley

capacity

sign here

DocuSigned by:
TIM RILEY
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date 11/04/2023

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 on 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.

Temple & Webster Group Ltd
ACN 608 595 660

Form 604 (Notice of change of interests of substantial holder)

Annexure A

This is Annexure A of 1 page referred to in Form 604 (Notice of change of interests of substantial holder), signed by me and dated 11 April 2023.

DocuSigned by:

TIM RILEY

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Signed: **Timothy M. Riley**

1. Details of substantial holder:

- Riley Family Foundation
- Angela A Riley as trustee for Riley 2021 Irrevocable Trust
- Angela A Riley as trustee for Riley 2020 Irrevocable Trust
- Timothy M Riley as trustee for Angela A. Riley Irrevocable Trust
- Angela A Riley IRA
- Timothy M Riley IRA
- Angela A Riley
- Timothy M Riley

2. Present relevant interests

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's votes
Riley Shareholders	Riley Family Foundation	Riley Family Foundation	Registered holder	168,000 fully paid ordinary shares	168,000
	Angela A Riley as trustee for Riley 2021 Irrevocable Trust	Angela A Riley as trustee for Riley 2021 Irrevocable Trust	Registered holder	565,500 fully paid ordinary shares	565,500
	Angela A Riley as trustee for Riley 2020 Irrevocable Trust	Angela A Riley as trustee for Riley 2020 Irrevocable Trust	Registered holder	2,000,000 fully paid ordinary shares	2,000,000
	Timothy M Riley as trustee for Angela A. Riley Irrevocable Trust	Timothy M Riley as trustee for Angela A. Riley Irrevocable Trust	Registered holder	1,300,000 fully paid ordinary shares	1,300,000
	Angela A Riley	Angela A Riley	Registered holder	3,700,000 fully paid ordinary shares	3,700,000
	Timothy M Riley IRA	Timothy M Riley IRA	Registered holder	740,000 fully paid ordinary shares	740,000
	Angela A Riley IRA	Angela A Riley IRA	Registered holder	51,500 fully paid ordinary shares	51,500
	Timothy M Riley	Timothy M Riley	Registered holder	725,000 fully paid ordinary shares	725,000