

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Latitude Group Holdings Limited (Latitude)

ACN/ARSN 604 747 391

1. Details of substantial holder (1)

Name KKR Clarendon Holdings L.P. (File number. 5823415), an entity wholly owned by funds and investment vehicles managed and/or advised by Kohlberg Kravis Roberts & Co. L.P. or its affiliates (KKR) and its wholly owned subsidiary, Clarendon Singapore Pte. Ltd. (Clarendon Singapore)

ACN/ARSN (if applicable) N/A

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

21 August 2023

The previous notice was given to the company on

21 January 2022

The previous notice was dated

21 January 2022

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)
Ordinary shares	719,097,933	69.25% (based on 1,038,461,538 ordinary shares on issue)	272,903,548	26.25% (based on 1,039,676,643 ordinary shares 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	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
21 August 2023	KKR, Clarendon Singapore	<p>Ceasing to have relevant interests in 389,630,725 ordinary shares in Latitude that were registered in the name of KVD Singapore Pte. Ltd. (KVDS) as a result of KVDS disposing of 217,796,336 ordinary shares to Vatpo Investments Pte. Ltd. (Vatpo) and 171,834,389 ordinary shares to Deutsche Bank AG (Deutsche Bank) for consideration equating to a price per Latitude ordinary share of \$1.165 (Transfer Price).</p> <p>KVDS also disposed of 272,903,548 ordinary shares to KKR in consideration for consideration equating to a price per Latitude ordinary share equal to the Transfer Price. However KKR already had a relevant interest and voting power in those 272,903,548 ordinary shares prior to that disposal by KVDS so it did not result in any change in relevant interests and voting power held by KKR in those 272,903,548 ordinary shares.</p> <p>On 21 August 2023 KKR transferred 272,903,548 ordinary shares to its wholly owned subsidiary, Clarendon Singapore, for consideration equating to a price per Latitude ordinary share equal to the Transfer Price. This did not result in any change in voting power held by Clarendon Singapore because Clarendon Singapore already had voting power in those shares prior to the transfer.</p>	See previous column	389,630,725 ordinary shares	389,630,725

Date of change	Person whose relevant interest	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities	Person's votes affected
On a date prior to 21 August 2023	KKR, Clarendon Singapore	Ceasing to have a relevant interest in 11,804,525 ordinary shares in Latitude registered in the name of an investor which was subject to a put option deed entered between KVDS and that investor, as described in ASIC Form 604 dated 22 April 2021 given by KVDS, as a result of the disposal by that investor of their Latitude ordinary shares.	Not applicable	11,804,525 ordinary shares	11,804,525
21 August 2023	KKR, Clarendon Singapore	Ceasing to have relevant interests in 44,759,135 ordinary shares registered in the name of certain investors which were subject to put option deeds entered into between KVDS and those investors (Put Option Deeds), as described in ASIC Form 604 dated 22 April 2021 given by KKR, as a result of the disposal by KVDS of Latitude ordinary shares as described above.	Not applicable	44,759,135 ordinary shares	44,759,135

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
Clarendon Singapore	Clarendon Singapore	Clarendon Singapore	Relevant interest in 272,903,548 ordinary shares under section 608(1)(a) of the Corporations Act as the registered holder of those ordinary shares (Clarendon Singapore Registered Holding).	272,903,548 ordinary shares	272,903,548
KKR	Clarendon Singapore	Clarendon Singapore	Relevant interest in the Clarendon Singapore Registered Holding under section 608(3)(b) of the Corporations Act by virtue of having control over Clarendon Singapore.	272,903,548 ordinary shares	272,903,548

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	Not applicable

6. Addresses

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

Name	Address
KKR	1209 Orange Street, Wilmington, DE 19801, United States

Signature

print name Steven Codispoti capacity Managing Director

sign here  date 21/ 08/ 2023

print name capacity

sign here date

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.