

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**To Company Name/Scheme Booktopia Group LimitedACN/ARSN 612 421 388**1. Details of substantial holder (1)**Name Astor Superannuation Pty Limited (as trustee)ACN/ARSN (if applicable) 663 654 957The holder became a substantial holder on 11/04/2023**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	13,395,459	13,395,459	9.75%

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
Refer Annexure A		

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
Refer Annexure B			

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	

Refer Annexure C				

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
Refer Annexure D	

7. Addresses

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

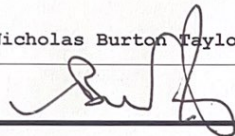
Name	Address
Refer Annexure E	

Signature

print name **Nicholas Burton Taylor**

capacity **Director**

sign here



date **5 / 9 / 2003**

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 identity 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.

- (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.

Booktopia Group Limited					
ACN 612 421 388					
Form 603 - Notice of initial substantial shareholder					
1. Details of Substantial Holder					
Name	Astor Superannuation Pty Limited (as trustee)				
ACN	663 654 957				
The holder became a substantial shareholder on			4/11/23		

Booktopia Group Limited			
ACN 612 421 388			
Form 603 - Notice of initial substantial shareholder			
2. Details of voting power			
Class of security	Number of shares	Person's votes	Voting power
Ordinary	13,395,459	13,395,459	9.75%
Notes			
Shares on issue	137,359,299		

This is an Annexure A of one page referred to in Form 603 - Notice of initial substantial shareholder			
Booktopia Group Limited			
ACN 612 421 388			
Form 603 - Notice of initial substantial shareholder			
3. Details of relevant interest			
Holder of relevant interest	Nature of relevant interest	Class and number of securities	
Astor Superannuation Pty Limited atf Astor Superannuation Fund	Is the beneficial owner of shares held in the name HSBC Custody Nominees (Australia) Limited	Ordinary	10,895,459
N B T Pty Ltd atf The NBT Trust	Is the beneficial owner of shares held in the name HSBC Custody Nominees (Australia) Limited	Ordinary	1,500,000
Burton Taylor Foundation Pty Ltd atf The Burton Taylor PPF Foundation	Is the beneficial owner of shares held in the name HSBC Custody Nominees (Australia) Limited	Ordinary	1,000,000
Nicholas Burton Taylor	Is a director of Astor Superannuation Pty Limited and is thus able to control the voting of shares held on behalf of the The Astor Superannuation Fund. Is a director of N B T Pty Ltd and is thus able to control the voting of shares held on behalf of The NBT Trust. Is a director of Burton Taylor Foundation Pty Ltd and is thus able to control the voting of shares held on behalf of the The Burton Taylor PPF Foundation.	Ordinary	13,395,459
Julia Helen Burton Taylor	Is a director of Astor Superannuation Pty Limited and is thus able to control the voting of shares held on behalf of the The Astor Superannuation Fund. Is a director of N B T Pty Ltd and is thus able to control the voting of shares held on behalf of The NBT Trust. Is a director of Burton Taylor Foundation Pty Ltd and is thus able to control the voting of shares held on behalf of the The Burton Taylor PPF Foundation.	Ordinary	13,395,459
Signed by			
Nicholas Burton Taylor - Director			
Dated:			

This is an Annexure B of one page referred to in Form 603 - Notice of initial substantial shareholder				
Booktopia Group Limited				
ACN 612 421 388				
Form 603 - Notice of initial substantial shareholder				
4. Details of present registered holders				
Holder of relevant interest	Registered holder of securities	Person entitled to be registered holder	Class and number of securities	
Astor Superannuation Pty Limited atf Astor Superannuation Fund	HSBC Custody Nominees (Australia) Limited	Astor Superannuation Pty Limited atf Astor Superannuation Fund	Ordinary	10,895,459
N B T Pty Ltd atf The NBT Trust	HSBC Custody Nominees (Australia) Limited	N B T Pty Ltd atf The NBT Trust	Ordinary	1,500,000
Burton Taylor Foundation Pty Ltd atf The Burton Taylor PPF Foundation	HSBC Custody Nominees (Australia) Limited	Burton Taylor Foundation Pty Ltd atf The Burton Taylor PPF Foundation	Ordinary	1,000,000
Signed by				
Nicholas Burton Taylor - Director				
Dated:				

This is an Annexure C of one page referred to in Form 603 - Notice of initial substantial shareholder									
Booktopia Group Limited									
ACN 612 421 388									
Form 603 - Notice of initial substantial shareholder									
5. Consideration									
Notes									
Holder of relevant interest	Date of acquisition	Consideration		Class and number of securities		Astor	NBT Trust	BT PPF	Total
		Cash	Non cash						
Astor Superannuation Pty Limited atf Astor Superannuation Fund	11/04/2023	0.00	\$0.00 - Transfer from Retiring Trustee to Replacement Trustee	Ordinary	10,895,459	10,895,459	1,500,000	1,000,000	13,395,459
Signed by						10,895,459	1,500,000	1,000,000	0 13,395,459
Nicholas Burton Taylor - Director									
Dated:									
Notes									
Assumed consideration excludes broker costs									

<i>This is an Annexure D of one page referred to in Form 603 - Notice of initial substantial shareholder</i>				
Booktopia Group Limited				
ACN 612 421 388				
Form 603 - Notice of initial substantial shareholder				
6. Associates				
Name	Nature of association			
Astor Superannuation Pty Limited atf Astor Superannuation Fund ABN 93 296 308 314	Nicholas Burton Taylor & Julia Helen Burton Taylor are directors of Astor Superannuation Pty Limited, N B T Pty Ltd and Burton Taylor Foundation Pty Ltd			
N B T Pty Ltd atf The NBT Trust ABN 48 092 678 728	Nicholas Burton Taylor & Julia Helen Burton Taylor are directors of Astor Superannuation Pty Limited, N B T Pty Ltd and Burton Taylor Foundation Pty Ltd			
Burton Taylor Foundation Pty Ltd atf The Burton Taylor PPF Foundation ABN 99 689 043 008	Nicholas Burton Taylor & Julia Helen Burton Taylor are directors of Astor Superannuation Pty Limited, N B T Pty Ltd and Burton Taylor Foundation Pty Ltd			
Signed by				
Nicholas Burton Taylor - Director				
Dated:				