

Level 2, 5 Martin Place Sydney NSW 2000 Australia GPO Box 3698 Sydney NSW 2001

challenger.com.au

Telephone 02 9994 7000

6 November 2024

The Manager Company Announcements Office ASX Limited 20 Bridge Street SYDNEY NSW 2000

By electronic lodgement

Dear Sir/Madam

Re: Notice of change of interests of substantial holder – Lynas Rare Earths Ltd (LYC)

We attach a notice of change of interests of substantial holder in Lynas Rare Earths Ltd. This notice is given by Challenger Limited and each of its associated entities named in Annexure 2 to this notice.

Yours faithfully

**Linda Matthews** 

Company Secretary

Sydney Level 2, 5 Martin Place, Sydney NSW 2000 Australia, GPO Box 3698 Sydney NSW 2001, Telephone 02 9994 7000

Melbourne Level 19, 31 Queen Street PO Box 297, Flinders Lane, Melbourne VIC 3000 Telephone 02 9994 7000

Brisbane Level 6, 215 Adelaide Street GPO Box 3234, Brisbane QLD 4000 Telephone 07 3136 5400

Perth Level 26, 140 St Georges Terrace, Perth WA 6000 Telephone 08 6466 9613

Adelaide Level 7, Suite 714, 147 Pirie Street, Adelaide SA 5000 Telephone 08 8427 9511

Matthews

Challenger Limited ABN 85 106 842 371 | Challenger Group Services Pty Limited ABN 91 085 657 307

Challenger Life Company Limited ABN 44 072 486 938 AFSL 234670 | Challenger Investment Partners Limited ABN 29 092 382 842 AFSL 234 678

 $Challenger\ Retirement\ and\ Investment\ Services\ Limited\ ABN\ 80\ 115\ 534\ 453\ AFSL295642\ RSE\ Licence\ No.\ L0001304$ 

Challenger Mortgage Management Pty Ltd ABN 72 087 271 109 | Challenger Securitisation Management Pty Ltd ABN 56 100 346 898 AFSL 244593

Challenger Investment Solutions Management Pty Ltd ABN 63 130 035 353 AFSL 487354

### Form 604

Corporations Act 2001 Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme	Lynas Rare Earths Ltd
ACN/ARSN	009 066 648
1. Details of substantial holder(1)	
.,	
Name	Challenger Limited (and its entities listed in Annexure 2)
ACN/ARSN (if applicable)	106 842 371 (Challenger Limited)
There was a change in the interests of the substantial holder on	04/11/2024
The previous notice was given to the company on	09/08/2024
The previous notice was dated	09/08/2024

#### 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)	Previo	us notice	Present notice		
	Person's votes Voting power (5)		Person's votes	Voting power (5)	
Ordinary Fully Paid	67,242,613	7.19%	57,206,920	6.12%	

#### 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	•	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
Refer	Challenger Limited (and its	Refer	Refer	Refer	Refer
Annexure 1	entities listed in Annexure 2)	Annexure 1	Annexure 1	Annexure 1	Annexure 1

### 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
Challenger Limited (and its entities listed in Annexure 2)	Citicorp Nominees Pty Limited	Citicorp Nominees Pty Limited	Ordinary Fully Paid securities purchased and sold on market and sold via off market transfer by Challenger Limited (and its entities listed in Annexure 2) and obtains a relevant interest by virtue of section 608(3) of the Corporations Act 2001 (Cth).	23,790,462 (Ordinary Fully Paid)	23,790,462
As above	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	As above	21,329,197 (Ordinary Fully Paid)	21,329,197
As above	J. P. Morgan Nominees Australia Pty Limited	J. P. Morgan Nominees Australia Pty Limited	As above	11,728,195 (Ordinary Fully Paid)	11,728,195
As above	BNP Paribas Nominees Pty Limited	BNP Paribas Nominees Pty Limited	As above	182,765 (Ordinary Fully Paid)	182,765

UBS Nominees Pty Limited	UBS Nominees	As above	176,301 (Ordinary	176,301
	Pty Limited		Fully Paid)	
	UBS Nominees Pty Limited	UBS Nominees Pty Limited UBS Nominees Pty Limited	, , , , , , , , , , , , , , , , , , ,	

#### 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	N/A

#### 6. Addresses

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

Name	Address
Challenger Limited (and its entities listed in Annexure	Level 2, 5 Martin Place, Sydney NSW 2000
2)	

### Signature

print name Linda Matthews Capacity Company Secretary of Challenger Limited

Capacity Company Secretary of Challenger Limited

Adate 06/11/2024

#### 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 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.
- (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.



Linda Matthews
Company Secretary of Challenger Limited

Transactions: Company

Name/Scheme: Lynas Rare Earths Ltd (LYC)

As at: 04/11/2024

Class of security: Ordinary Fully Paid

Date of Change	Holder of relevant interest	Noture of Change	Consideration	Number of Securities	Person's Votes Affected
Date of Change	Holder of relevant interest	Nature of Change	Consideration	Securities	Affected
	Challenger Limited (and its entities listed				
12/08/2024	in Annexure 2)	Buy	622,445	102,100	102,100
12/08/2024	As above	Buy	769,978	126,300	126,300
19/08/2024	As above	Buy	394,174	62,600	62,600
19/08/2024	As above	Buy	318,614	50,600	50,600
26/08/2024	As above	Buy	40,248	5,895	5,895
30/08/2024	As above	Sell - Transfer	455,596	-64,532	64,532
02/09/2024	As above	Buy	675,069	97,650	97,650
05/09/2024	As above	Sell	87,937	-13,100	13,100
05/09/2024	As above	Sell	88,609	-13,200	13,200
05/09/2024	As above	Sell	30,208	-4,500	4,500
05/09/2024	As above	Sell	859,908	-128,100	128,100
05/09/2024	As above	Buy	1,165,878	172,332	172,332
05/09/2024		Buy	128,311	18,966	18,966
05/09/2024		Buy	113,887	16,834	16,834
09/09/2024		Buy	1,216,181	174,514	174,514
10/09/2024		Buy	2,648,920	376,267	376,267
10/09/2024		Buy	6,077,794	863,323	863,323
10/09/2024		Buy	3,772,391	535,851	535,851
10/09/2024		Buy	3,412,175	484,684	484,684
10/09/2024	As above	Buy	5,529,589	785,453	785,453
10/09/2024		Buy	3,888,326	552,319	552,319
10/09/2024		Buy	2,383,864	338,617	338,617
10/09/2024		Buy	8,726,756	1,239,596	1,239,596
10/09/2024	As above	Buy	2,946,902	418,594	418,594
10/09/2024		Buy	1,564,182	222,185	222,185
10/09/2024		Buy	1,258,872	178,817	178,817
10/09/2024		Buy	2,264,106	321,606	321,606
10/09/2024		Buy	1,309,426	185,998	185,998
10/09/2024		Sell	48,991,740	-6,959,054	6,959,054
10/09/2024		Buy	89,565	12,572	12,572
10/09/2024		Buy	165,409	23,218	23,218
10/09/2024		Buy	935,971	131,380	131,380
10/09/2024		Buy	3,208,438	455,744	455,744
11/09/2024		Sell	107,999	-14,917	14,917
11/09/2024		Sell	46,922	-6,481	6,481
11/09/2024		Sell	22,306	-3,081	3,081
11/09/2024		Sell	66,999	-9,254	9,254
11/09/2024		Sell	42,238	-5,834	5,834
11/09/2024		Sell	57,029	-7,877	7,877
11/09/2024		Sell	27,635	-3,817	3,817
11/09/2024		Sell	69,041	-9,536	9,536
11/09/2024		Sell	23,182	-3,202	3,202
11/09/2024		Sell	40,153	-5,546	5,546
11/09/2024		Sell	97,979	-13,533	13,533
11/09/2024		Sell	154,646	-21,360	21,360
11/09/2024		Sell	52,208	-7,211	7,211
11/09/2024		Sell	60,461	-8,351	8,351
20/09/2024		Sell	1,040,151	-149,200	149,200
20/09/2024		Sell	360,428	-51,700	51,700
20/09/2024		Sell	619,768	-88,900	88,900
20/09/2024		Sell	1,669,680	-239,500	239,500
20/09/2024		Sell	936,973	-134,400	134,400
20/09/2024		Sell	890,263	-127,700	127,700
20/09/2024		Sell	727,827	-104,400	104,400
20/09/2024	As above	Sell	426,657	-61,200	61,200

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
20/09/2024		Sell	1,519,095	-217,900	217,900
20/09/2024	As above	Sell	345,788	-49,600	49,600
20/09/2024	As above	Sell	1,072,220	-153,800	153,800
20/09/2024		Sell	2,400,295	-344,300	344,300
26/09/2024		Sell	1,697,080	-223,300	223,300
26/09/2024		Sell	430,160	-56,600	56,600
26/09/2024		Sell	364,040	-47,900	47,900
26/09/2024	As above	Sell	627,760	-82,600	82,600
26/09/2024	As above	Sell	904,400	-119,000	119,000
26/09/2024	As above	Sell	1,088,320	-143,200	143,200
26/09/2024	As above	Sell	2,427,440	-319,400	319,400
26/09/2024	As above	Sell	1,533,680	-201,800	201,800
26/09/2024	As above	Sell	946,960	-124,600	124,600
26/09/2024		Sell	735,680	-96,800	96,800
26/09/2024		Sell	348,840	-45,900	45,900
26/09/2024	As above	Sell	1,055,640	-138,900	138,900
01/10/2024	As above	Sell	109,812	-13,901	13,901
01/10/2024	As above	Sell	65,337	-8,271	8,271
01/10/2024	As above	Sell	37,886	-4,796	4,796
01/10/2024	As above	Sell	175,631	-22,233	22,233
01/10/2024		Sell	93,594	-11,848	11,848
01/10/2024		Sell	113,185	-14,328	14,328
01/10/2024		Sell	98,413	-12,458	12,458
01/10/2024	As above	Sell	44,632	-5,650	5,650
01/10/2024	As above	Sell	252,209	-31,927	31,927
01/10/2024	As above	Sell	159,421	-20,181	20,181
01/10/2024	As above	Sell	68,552	-8,678	8,678
01/10/2024	As above	Sell	76,420	-9,674	9,674
01/10/2024		Sell	84,762	-10,730	10,730
01/10/2024	As above	Sell	36,283	-4,593	4,593
02/10/2024	As above	Sell	107,745	-13,636	13,636
02/10/2024	As above	Sell	96,565	-12,221	12,221
02/10/2024	As above	Sell	43,790	-5,542	5,542
02/10/2024	As above	Sell	247,460	-31,318	31,318
02/10/2024	As above	Sell	156,419	-19,796	19,796
02/10/2024	As above	Sell	64,113	-8,114	8,114
02/10/2024		Sell	67,258	-8,512	8,512
02/10/2024	As above	Sell	74,978	-9,489	9,489
02/10/2024	As above	Sell	37,177	-4,705	4,705
02/10/2024	As above	Sell	172,333	-21,810	21,810
02/10/2024	As above	Sell	83,172	-10,526	10,526
02/10/2024	As above	Sell	91,840	-11,623	11,623
02/10/2024	As above	Sell	35,596	-4,505	4,505
02/10/2024	As above	Sell	111,056	-14,055	14,055
02/10/2024	As above	Buy	77,660	9,914	9,914
08/10/2024	As above	Sell	1,210,145	-153,377	153,377
08/10/2024	As above	Sell	753,061	-95,445	95,445
08/10/2024	As above	Sell	1,041,014	-131,941	131,941
08/10/2024		Sell	492,802	-62,459	62,459
08/10/2024	As above	Sell	1,248,048	-158,181	158,181
08/10/2024		Sell	417,720	-52,943	52,943
08/10/2024	As above	Sell	719,529	-91,195	91,195
08/10/2024	As above	Sell	1,757,624	-222,766	222,766
08/10/2024	As above	Sell	2,781,138	-352,489	352,489
08/10/2024	As above	Sell	932,393	-118,174	118,174
08/10/2024		Sell	1,086,216	-137,670	137,670
08/10/2024		Sell	832	- 105	105
08/10/2024		Sell	269	- 34	34
08/10/2024 08/10/2024		Sell Sell	689 618	- 87 - 78	87 78
08/10/2024		Sell	1,284	- 162	162
08/10/2024		Sell	277	- 35	35
08/10/2024		Sell	563	- 71	71
08/10/2024		Sell	499	- 63	63
08/10/2024 08/10/2024		Sell Sell	476 1,165	- 60 - 147	60 147
08/10/2024		Sell	1,165	- 147	233
08/10/2024		Sell	325	- 41	41
08/10/2024	As above	Sell	721	- 91	91
08/10/2024		Sell	808	- 102	102
08/10/2024		Sell	31,531	- 3,996	3,996
08/10/2024 08/10/2024		Sell Sell	10,108 26,078	- 1,281 - 3,305	1,281 3,305
08/10/2024		Sell	23,617	- 2,993	2,993
08/10/2024		Sell	48,930	- 6,201	6,201

				Number of	Person's Votes
Date of Change	Holder of relevant interest	Nature of Change	Consideration	Securities	Affected
08/10/2024	As above	Sell	10,558 -	1,338	1,338
08/10/2024	As above	Sell	1,934,044	245,126	245,126
08/10/2024	As above	Sell	843,457 -	106,902	106,902
08/10/2024	As above	Sell	400,220 -	50,725	50,725
08/10/2024		Sell	21,289 -	2,698	2,698
08/10/2024	As above	Sell	19,095 -	2,420	2,420
08/10/2024	As above	Sell	18,204 -	2.307	2,307
08/10/2024	As above	Sell	44.416	5.629	5,629
08/10/2024		Sell	70.258 -	8,904	8,904
08/10/2024		Sell	12.436	1,576	1,576
08/10/2024		Sell	27.420 -	3.475	3,475
08/10/2024		Sell	30.592 -	3.877	3.877
16/10/2024		Buy	146.043	18.988	18,988
16/10/2024		Buy	458.618	59.700	59.700
21/10/2024		Sell	904,529 -	116,855	116,855
21/10/2024		Sell	264,450 -	34,164	34,164
21/10/2024		Sell	102,989	13.305	13,305
23/10/2024		Sell	305,417	40,584	40.584
23/10/2024		Sell	2.680,749	356,220	356,220
24/10/2024		Sell	2,640,011	352,515	352,515
24/10/2024		Sell	2,450,957	327,271	327.271
24/10/2024		Sell	305,307	40,767	40,767
25/10/2024		Sell	4,843,948	653,985	653,985
28/10/2024		Buy	22.093	2,947	2.947
31/10/2024		Buv	3,267,240	429.900	429,900
31/10/2024		Sell	3,267,240	429,900	429,900
01/11/2024		Sell	1,214,016	158,444	158,444
04/11/2024		Sell	1,538,457	193,598	193.598
04/11/2024		Sell	4,064,349	511,454	511,454
04/11/2024		Sell	1,765,119	222.121	222.121
04/11/2024		Sell	1,026,509	129,175	129,175
04/11/2024		Sell	609.652	76.718	76.718
04/11/2024			718,425	90,406	
		Sell		171.632	90,406 171.632
04/11/2024		Sell	1,363,900 -	322,281	171,632 322,281
04/11/2024		Sell	2,561,056 -	138.682	
04/11/2024		Sell	1,102,058 -	,	138,682
04/11/2024		Sell	582,943 -	73,357	73,357
04/11/2024		Sell	1,049,952 -	132,125	132,125
04/11/2024		Sell	839,244 -	105,710	105,710
04/11/2024		Sell	1,798,988 -	226,383	226,383
04/11/2024		Sell	1,817,877 -	228,760	228,760
04/11/2024	As above	Sell	2,811,821 -	353,837	353,837
			Total Number of Securities	-10,035,693	

### Annexure 2

This is page 1 of 2 of Annexure 2 referred to in ASIC Form 604 - change of interest holder



# **Linda Matthews - Company Secretary of Challenger Limited** 06/11/2024

Company Name Company Number Company Number Company Number Company Number Incorporation Challenger Limited C55 Finance Group Pty Ltd C55 Finance Group Pty Ltd C55 Finance Pty Ltd C55 Finance Pty Ltd C55 Finance Services Pty Ltd C57 Finance Services Services Service Services Service Services Ser			
Challenger Limited         106842371         Australia           255 Finance Group Pty Ltd         628853056         Australia           255 Finance Pry Ltd         168112507         Australia           255 Finance Pty Ltd         168112507         Australia           255 Finance Services Pty Ltd         1681127355         Australia           Aphinity Investment Management Pty Ltd         140833709         Australia           Ardea Investment Management Pty Ltd         132902722         Australia           Ardea Investment Management Pty Lind         13043903         United Kingdom           Artega Investment Management Pty Limited         661042093         Australia           Bentham Asset Management Pty Ltd         140833674         Australia           CDPG Australia Pty Limited         124498095         Australia           CDPG Australia Pty Limited         124498095         Australia           Challenger Financial Services Pty Limited         087464131         Australia           Challenger Financial Services Pty Limited         087464131         Australia           Challenger Funds Management Holdings Pty Limited         002993302         Australia           Challenger Funds Management Pty Ltd         085657307         Australia           Challenger Funds Management Pty Ltd         68	Company Name	ACN /	
255 Finance Group Pty Ltd 255 Finance Privestments Pty Ltd 255 Finance Pty Ltd 255 Finance Pty Ltd 255 Finance Services Pty Ltd 256 Finance Services Pty Ltd 257 Finance Services Pty Ltd 257 Finance Services Pty Ltd 258 Finance Services Pty Ltd 257 Finance Services Pty Ltd 258 Finance Services Pty Ltd 257 Finance Services Pty Ltd 258 Finance Services Pty Ltd 258 Finance Services Pty Ltd 259 Finance Services Pty Ltd 259 Finance Services Pty Ltd 250 Finance Services Pty Ltd 250 Finance Services Pty Ltd 251 Finance Services Pty Ltd 252 Finance Services Pty Ltd 253 Finance Services Pty Ltd 254 Finance Services Pty Ltd 255 Finance Services Pty Ltd 255 Finance Services Pty Ltd 256 Finance Services Pty Ltd 257 Finance Services Pty Services Pty Services S		<b>Company Number</b>	Incorporation
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	Cultiv8 Carry Services Pty Ltd	661978356	Australia

### Annexure 2

This is page 2 of 2 of Annexure 2 referred to in ASIC Form 604 - change of interest holder



# **Linda Matthews - Company Secretary of Challenger Limited** 06/11/2024

Company Name	ACN /	Country of
	Company Number	Incorporation
Cultiv8 Funds Management Pty Ltd	659433593	Australia
Cultiv8 GPCo Pty Ltd	655 779 105	Australia
Eiger Capital Pty Limited	631838607	Australia
Fidante Partners (Guernsey) Limited	40288	Guernsey
Fidante Partners AAM Holdings Pty Limited	636490189	Australia
Fidante Partners AB	559327-5497	Sweden
Fidante Partners Alphinity Holdings Pty Ltd	140716016	Australia
Fidante Partners Ardea Holdings Pty Ltd	133865853	Australia
Fidante Partners Bentham Holdings Pty Ltd	140715573	Australia
Fidante Partners Cultiv8 Holdings Pty Ltd	659373109	Australia
Fidante Partners Eiger Holdings Pty Limited	631837360	Australia
Fidante Partners Europe Limited	4040660	United Kingdom
Fidante Partners FME Holdings Limited	11410594	United Kingdom
Fidante Partners Holdco1 Pty Limited	666942196	Australia
Fidante Partners Holdings (Guernsey) Limited	43315	Guernsey
Fidante Partners Holdings Europe Limited	6172534	United Kingdom
Fidante Partners Holdings Pty Limited	123318650	Australia
Fidante Partners Lennox Holdings Pty Limited	616975565	Australia
Fidante Partners Limited	002835592	Australia
Fidante Partners Liquid Strategies ICAV	C139635	Ireland
Fidante Partners Merlon Holdings Pty Ltd	140715662	Australia
Fidante Partners Novaport Holdings Pty Ltd	140715797	Australia
Fidante Partners Ox Holdings Pty Ltd	649174087	Australia
Fidante Partners Services Limited	119605373	Australia
Fidante Partners System Holdings Pty Ltd	678592928	Australia
Fidante Partners Wavestone Holdings Pty Limited	133626276	Australia
Fidante Partners Whitehelm Holdings Pty Ltd	169043903	Australia
FME Asset Management Limited	11064883	United Kingdom
Greencape Capital Pty Ltd	120328529	Australia
Kabushiki Kaisha C & K	0104-01-067168	Japan
Kudu Investment Partners I, Lp	47-2497501	Unknown
Lease Collateral No.2 Pty Ltd	168112481	Australia
Lease Collateral Pty Ltd	168112472	Australia
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Lease Funding Management Pty Ltd	661671683	Australia
Lending JV Holdco Pty Ltd		
Lennox Capital Partners Pty Limited	617001966	Australia Australia
Novaport Capital Pty Ltd	140833656	
Oaklands Hill Pty Ltd	149814559	Australia
Oaklands Hill Wind Farm Pty Ltd	126595935	Australia
Offshore Reinsurer (Bermuda) Company Limited	51746	Bermuda
Ox Capital Management Pty Ltd	648887914	Australia
Ox Capital Manegement HK Pty. Limited	76656681	Hong Kong
Resonance Asset Management Limited	9028327	United Kingdom
TLGH Pty Limited	092927467	Australia
US LLC Holdings Pty Ltd	130888292	Australia
US LLC Investments LLC	36-4811214	United States
Water Ventures Limited	9592184	United Kingdom
Wavestone Capital Pty Limited	120179419	Australia