

SIMONDS
CONSOLIDATED

Level 5 / 570 St Kilda Road,
Melbourne VIC 3004

Mailing Address

PO Box 6326,
Melbourne VIC 3004

T 03 9624 2212

F 03 9624 2200

21 August 2023

Dear Sir / Madam

Simonds Group Limited

Vallence Gary Simonds & Associates – Notice of change of interests of a substantial holder

I refer to the Form 604 Notice of change of interests in substantial holder dated 13 April 2021 pursuant to which Vallence Gary Simonds provided notification of a recent movement of greater than 1% in voting rights in Simonds Group Limited (ASX:SIO).

An updated Form 604 is now attached to correct the number of votes attached to the voting shares of Mr Simonds and associates as noted in item 2 of the previous Form 604.

Item 2 of the Form 604 dated 13 April 2021 should have reflected that:

- **Previous Notice:** Mr Simonds' (and associates) votes were 64,996,540 and voting power was 45.19% as opposed to what was noted in the notice dated 13 April 2021 as 64,715,641 votes and 44.99% voting power.
- **Present Notice:** Mr Simonds' (and associates) votes are 66,471,318 and voting power is 46.21% as opposed to what was noted in the notice dated 13 April 2021 as 66,190,419 votes and 46.02% voting power.

Item 3 of the attached notice (Changes in relevant interests) also reflects changes in Mr Simonds' (and associates) votes between the Notice lodged on 13 April 2021 and the attached Notice, arising as a result of his participation and underwriting of the capital raising undertaken by SIO as announced to ASX on 25 November 2022 (Capital Raising). Mr Simonds' intention to fully subscribe for entitlements under the Capital Raising as well as to underwrite the Capital Raising has been extensively disclosed to market in the launch announcement for the Capital Raising as well as in the Capital Raising offer booklet announced on 25 November 2022 and the subsequent announcement dated 21 December 2022.

If you have any questions, please do not hesitate to contact me on 0438 014 976.

Yours faithfully

Piers O'Brien
Chief Operating Officer
Simonds Consolidated

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme Simonds Group Limited
ACN/ARSN ACN 143 841 801

1. Details of substantial holder (1)

Name Vallence Gary Simonds and the entities named in Annexure 1
ACN/ARSN (if applicable) _____

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

21	/	12	/	22
13	/	04	/	21
13	/	04	/	21

The previous notice was given to the company on

The previous notice was dated

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 of 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	66,471,318*	46.21%**	263,948,973	73.34%**

*this number has been corrected for an error in previous notices by Vallence Gary Simonds since 8 July 2020, which incorrectly stated that Vallence Gary Simonds directly held 280 shares. Vallence Gary Simonds directly holds 281,179 shares.

**calculated on the basis of Simonds Group Limited having total issued voting shares of 143,841,655.

***calculated on the basis of Simonds Group Limited having total issued voting shares of 359,906,450.

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 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
21/12/2022	Simonds Asset Management Pty Ltd ACN 664 470 777	Acquisition of securities under an entitlement offer made by the Company where Simonds Asset Management Pty Ltd acted as underwriter of the offer.	\$23,557,318.56	197,477,655	Simonds Asset Management Pty Ltd ACN 664 470 777 votes increased by 197,477,655

4. Present relevant interest

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 Annexure 1					

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:

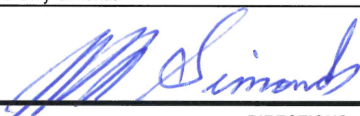
Name	Address
See Annexure 2	

Signature

print name Vallence Gary Simonds

Capacity Substantial holder

sign here



date 14 / 8 / 23

DIRECTIONS

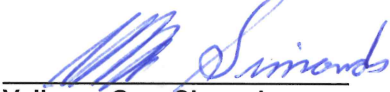
- (1) If there are a number of substantial holders with similar or related relevant issues (eg. A corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially 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 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, 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.

Annexure 1

This is Annexure 1 of 3 pages referred to in Form 604 Notice of change of interests of substantial holder:

Signed by:


Vallence Gary Simonds
Shareholder

Dated:

14 / 5 / 23

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
Simonds Custodians Pty Ltd ACN 050 199 365 as trustee for the Gary Simonds No 1 Family Trust	Same as holder of the relevant interest	Same as holder of the relevant interest	Holder of fully paid ordinary shares	6,560,004	6,560,004
Simonds Custodians Pty Ltd ACN 050 199 365 as trustee for the Gary Simonds No 2 Family Trust	Same as holder of the relevant interest	Same as holder of the relevant interest	Holder of fully paid ordinary shares	9,840,006	9,840,006
Simonds Custodians Pty Ltd ACN 050 199 365 as trustee for the Gary Simonds No 3 Family Trust	Same as holder of the relevant interest	Same as holder of the relevant interest	Holder of fully paid ordinary shares	16,400,010	16,400,010
Simonds Constructions Pty Ltd ACN 137 871 982 as trustee for the Simonds Homes Discretionary Trust	Same as holder of the relevant interest	Same as holder of the relevant interest	Holder of fully paid ordinary shares	25,747,701	25,747,701
Madison Constructions Pty Ltd ACN 141 838 726 as trustee for the Madison Homes Trust	Same as holder of the relevant interest	Same as holder of the relevant interest	Holder of fully paid ordinary shares	1,572,678	1,572,678
Simonds Corporation Pty Ltd ACN 082 436 495 as trustee for the Simonds Investment Trust	Same as holder of the relevant interest	Same as holder of the relevant interest	Holder of fully paid ordinary shares	5,961,524	5,961,524

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
SFO Enterprises Pty Ltd ACN 603 266 333 as trustee for the SFO Enterprise Trust	Same as holder of the relevant interest	Same as holder of the relevant interest	Holder of fully paid ordinary shares	108,216	108,216
Vallence Gary Simonds	Same as holder of the relevant interest	Same as holder of the relevant interest	Holder of fully paid ordinary shares	281,179	281,179
Simonds Asset Management Pty Ltd ACN 664 470 777	Same as holder of the relevant interest	Same as holder of the relevant interest	Holder of fully paid ordinary shares	197,477,655	197,477,655
Vallence Gary Simonds (indirect and direct)	Simonds Custodians Pty Ltd, Simonds Constructions Pty Ltd, Madison Constructions Pty Ltd, Simonds Corporation Pty Ltd, SFO Enterprises Pty Ltd, Simonds Asset Management Pty Ltd and Vallence Gary Simonds	Simonds Custodians Pty Ltd, Simonds Constructions Pty Ltd, Madison Constructions Pty Ltd, Simonds Corporation Pty Ltd, SFO Enterprises Pty Ltd, Simonds Asset Management Pty Ltd and Vallence Gary Simonds	Shareholder and sole director of Simonds Custodians Pty Ltd, Simonds Constructions Pty Ltd, Madison Constructions Pty Ltd, Simonds Corporation Pty Ltd, SFO Enterprises Pty Ltd and Simonds Asset Management Pty Ltd and beneficiary under each trust.	263,948,973	263,948,973

Annexure 2

This is Annexure 2 of 1 page referred to in Form 604 Notice of change of interests of substantial holder:

Signed by:


Vallence Gary Simonds
Shareholder

Dated:

14/8/23

Addresses

Name	Address
Simonds Custodians Pty Ltd ACN 050 199 365 as trustee for the Gary Simonds No 1 Family Trust	Level 5, 570 St Kilda Road, Melbourne, Victoria 3004
Simonds Custodians Pty Ltd ACN 050 199 365 as trustee for the Gary Simonds No 2 Family Trust	Level 5, 570 St Kilda Road, Melbourne, Victoria 3004
Simonds Custodians Pty Ltd ACN 050 199 365 as trustee for the Gary Simonds No 3 Family Trust	Level 5, 570 St Kilda Road, Melbourne, Victoria 3004
Simonds Constructions Pty Ltd ACN 137 871 982 as trustee for the Simonds Homes Discretionary Trust	Level 5, 570 St Kilda Road, Melbourne, Victoria 3004
Madison Constructions Pty Ltd ACN 141 838 726 as trustee for the Madisson Homes Trust	Level 5, 570 St Kilda Road, Melbourne, Victoria 3004
Simonds Corporation Pty Ltd ACN 082 436 495 as trustee for the Simonds Investment Trust	Level 5, 570 St Kilda Road, Melbourne, Victoria 3004
SFO Enterprises Pty Ltd ACN 603 266 333 as trustee for the SFO Enterprise Trust	Level 5, 570 St Kilda Road, Melbourne, Victoria 3004
Simonds Asset Management Pty Ltd ACN 664 470 777	Level 5, 570 St Kilda Road, Melbourne, Victoria 3004
Vallence Gary Simonds	Level 5, 570 St Kilda Road, Melbourne, Victoria 3004