



11 August 2021

The Companies Office
Australian Securities Exchange
20 Bridge St
Sydney NSW 2000

To Whom it May Concern,

Form 604 – Notice of Change of Interests of Substantial Holder in Temple & Webster Group Limited (ABN 69 608 595 660)

Kinderhook 2, LP wishes to advise that due to an administrative error a complete history of the transactions comprising the change in relevant interests between 29th of July 2021 and the previous Major Shareholding lodgment was not included. The attached amended form 604 more completely outlines our recent trading in Temple & Webster Ordinary Shares.

Yours Sincerely,


Daniel Fernandez
Principal

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme **Temple & Webster Group LTD**ACN/ARSN **69 608 595 660****1. Details of substantial holder (1)**Name **Kinderhook 2, L.P.**ACN/ARSN (if applicable) **N/A**There was a change in the interests of the
substantial holder on **29/07/2021**The previous notice was given to the company on **05/08/2020**The previous notice was dated **05/08/2020****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	15,872,164	13.2%	14,237,159	11.8%

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
	See Attachment A				

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
Kinderhook 2, L.P.	Citicorp Nominees PTY Limited	Kinderhook 2, L.P.	Power to dispose of securities	14,237,159	14,237,159
Stephen Clearman	Citicorp Nominees PTY Limited	Kinderhook 2, L.P.	Relevant Interest under section 608 (3) (a)	14,237,159	14,237,159

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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

6. Addresses

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

Name	Address
Kinderhook 2, L.P.	2 Executive Drive Fort Lee, NJ 07024 USA
Citicorp Nominees PTY Limited	GPO Box 7646 Melbourne, VIC 3001 Australia

Signature

print name Daniel Fernandez capacity Principal

sign here  date 10/08/2021

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".

Attachment A - 3. Changes in relevant interests

Holder of Relevant Interest	Date DD/MM/VY	Class of Security	Nature of Change	Number Securities	Number of Votes Affected	Price per Share (SA), Cash	Total Amount (SA), Cash	Accumulated Shareholding
Kinderhook 2, L.P.	07/12/20	Ord.	Donation	28,505	28,505	0.00	-	15,843,659
Kinderhook 2, L.P.	15/03/21	Ord.	Donation	3,500	3,500	0.00	-	15,840,159
Kinderhook 2, L.P.	19/03/21	Ord.	Sale	100,301	100,301	10.85	1,068,025	15,739,858
Kinderhook 2, L.P.	22/03/21	Ord.	Sale	10,216	10,216	10.48	107,090	15,729,642
Kinderhook 2, L.P.	23/03/21	Ord.	Sale	100,000	100,000	10.18	1,018,250	15,629,642
Kinderhook 2, L.P.	24/03/21	Ord.	Sale	100,000	100,000	9.94	993,940	15,529,642
Kinderhook 2, L.P.	26/03/21	Ord.	Sale	20,000	20,000	9.99	199,896	15,509,642
Kinderhook 2, L.P.	29/03/21	Ord.	Sale	32,950	32,950	9.98	328,973	15,476,692
Kinderhook 2, L.P.	30/03/21	Ord.	Sale	17,915	17,915	9.41	168,609	15,458,777
Kinderhook 2, L.P.	31/03/21	Ord.	Sale	446	446	9.50	4,237	15,458,331
Kinderhook 2, L.P.	01/04/21	Ord.	Sale	119,544	119,544	9.72	1,162,458	15,338,787
Kinderhook 2, L.P.	06/04/21	Ord.	Sale	98,628	98,628	9.96	981,950	15,240,159
Kinderhook 2, L.P.	07/06/21	Ord.	Donation	3,000	3,000	0.00	-	15,237,159
Kinderhook 2, L.P.	29/07/21	Ord.	Sale	1,000,000	1,000,000	12.13	12,125,700	14,237,159