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ASX Release

7 February 2020



Form 605 Ceasing to be a Substantial Holder ReadCloud Limited

Readcloud Limited (ASX: RCL) wishes to advise that following the release of the final escrowed shares on 7 February 2020, ReadCloud Limited is no longer a substantial shareholder.

A Form 605 is attached.

- Ends -

CONTACTS:

Investors & Media:

Luke Murphy, Chief Financial Officer
+61 409 933 924

About ReadCloud Limited

ReadCloud is a leading provider of software solutions, including eBooks, to Schools and the Vocational Education and Training sector in Australia. ReadCloud's proprietary eBook reader delivers digital content to students and teachers with extensive functionality, including the ability to make commentary in, and import third party content into eBooks.

Students and teachers can share notes, questions, videos and weblinks directly inside the eBooks turning the eBook into a place for discussion, collaboration and social learning, substantially improving learning outcomes. ReadCloud sources content for its solutions from multiple publishers so that together with its Reseller Channel Partners, ReadCloud is able to deliver the Australian school curriculum in digital form in all States, on one platform.

ReadCloud also provides digital Vocational Education and Training (VET) course materials and services to schools through its subsidiary Australian Institute of Education and Training (AIET), which offers over 40 VET courses and Auspicing services to schools across Australia.

This announcement is authorised for release to the market by the Board of Directors of ReadCloud Limited.

Form 605

Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme **Readcloud Limited**

ACN/ARSN **44 136 815 891**

1. Details of substantial holder (1)

Name **Readcloud Limited ("Company")**

ACN/ARSN (if applicable) **44 136 815 891**

The holder ceased to be a substantial holder on **7 February 2020**

The previous notice was given to the company on **7 February 2018**

The previous notice was dated **7 February 2018**

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
07/02/2020	Company	Release from escrow of 43,574,909 ordinary fully paid shares pursuant to the terms of the relevant mandatory escrow deeds (annexed to the Form 603 lodged by Readcloud Limited with the ASX on 7 February 2018). Holders of the ASX mandatory securities are contained at Annexure A to the Form 605.	-	43,574,909 FPOs	43,574,909

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) 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

4. Addresses

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

Name	Address
Readcloud Limited	284 Bay Street, Brighton, Victoria, 3186

Signature

print name **Melanie Leydin**

capacity **Company Secretary**

sign here



date

7 February 2020

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 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) 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.
- (5) 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A to Form 605

This is Annexure A of 1 page referred to in for 605 "Notice of ceasing to be substantial holder" for Readcloud Limited ACN 136 815 891.

The following securities were classified as ASX mandatory restricted securities for the period of 24 months ending 7 February 2020.

HOLDER	NO.
AMITY AGENCY PTY LTD	14,326,646
MR LARS PEDER LINDSTROM	7,954,128
J & D POLLAERS HOLDINGS PTY LTD <POLLAERS FAMILY TRUST>	5,193,750
MS KIMBERLEY JUANITA THERESE MARSHALL	4,775,549
HUNMAR HOLDINGS PTY LTD	3,477,706
MR DARREN HUNTER	2,750,000
MS NATANYA PESHA FISHER	2,026,955
MR JOSHUA FISHER	1,500,000
MRS NATANYA PESHA FISHER & MR JOSHUA LUKE FISHER <FISHER SUPER>	679,760
PAUL COLLINS	500,000
JOSHRIEL PTY LTD	166,942
MR DARREN HUNTER & MS SANDRA MARGATE <HUNTER MARGATE SUPERANNUATION FUND>	112,108
PARMMS ENTERPRISES PTY LTD <COLLINS FAMILY SUPERANNUATION FUND>	111,365
Total	43,574,909

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