

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme **SITEMINDER LIMITED (SDR)**

ACN/ARSN **ACN 121 931 744**

1. Details of substantial holder (1)

Name **PERPETUAL LIMITED and its related bodies corporate**

ACN/ARSN (if applicable) **000 431 827**

The holder became a substantial holder on **23/01/2023**

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	14,252,594	14,252,594	5.185%

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 to annexure B		

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 to 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 to annexure A				

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
Perpetual Investment Management Limited (PIML)	Related bodies corporate of Perpetual Limited
Pendal Group Limited (PDL)	Related bodies corporate of Perpetual Limited
Pendal Fund Services Limited (PFSL)	Related bodies corporate of Perpetual Limited
Pendal Institutional Limited (PIL)	Related bodies corporate of Perpetual Limited

7. Addresses

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

Name	Address
Perpetual Limited (PPT)	18/123 Pitt Street Sydney, NSW 2000
Perpetual Investment Management Limited (PIML)	18/123 Pitt Street Sydney, NSW 2000
Pendal Group Limited (PDL)	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
Pendal Fund Services Limited (PFSL)	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
Pendal Institutional Limited (PIL)	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
SITEMINDER LIMITED (SDR)	Bond Store 3, 30 Windmill Street, MILLERS POINT, NSW, AUSTRALIA, 2000

Signature

print name Sylvie Dimarco capacity Company Secretary

sign here *Sylvie Dimarco* date 25/01/2023

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.

ANNEXURE A

This is annexure 'A' referred to in Form 603, Notice of initial substantial holder, lodged for Perpetual Limited ACN 000 431 827

Sylvie Dimarco – Company Secretary, Perpetual Limited 25/01/2023

Holder of Relevant Interest	Person whose relevant interest changed	Date	Nature of change	Consideration (Cash)	Class (Ordinary) and # of securities affected	Person's vote affected
PIL	Northern Trust Company Limited	2022-11-14	Sale	-62,416.05	-21,068	21,068
PIL	Northern Trust Company Limited	2022-12-15	Sale	-56,004.60	-18,066	18,066
PIL	Northern Trust Company Limited	2022-12-16	Sale	-58,353.18	-18,066	18,066
PIL	Citibank, N.A.	2022-12-29	Purchase	142,851.00	47,617	47,617
PIL	Citibank, N.A.	2022-12-29	Purchase	43,764.28	14,686	14,686
PIL	HSBC Custody Nominees (Australia) Limited	2022-12-29	Purchase	82,833.00	27,611	27,611
PIL	HSBC Custody Nominees (Australia) Limited	2022-12-29	Purchase	25,377.68	8,516	8,516
PIL	J.P. Morgan Nominees Australia Pty Limited	2022-12-29	Purchase	143,358.00	47,786	47,786
PIL	J.P. Morgan Nominees Australia Pty Limited	2022-12-29	Purchase	43,922.22	14,739	14,739
PIL	J.P. Morgan Nominees Australia Pty Limited	2022-12-29	Purchase	83,700.00	27,900	27,900
PIL	J.P. Morgan Nominees Australia Pty Limited	2022-12-29	Purchase	25,642.90	8,605	8,605
PIL	J.P. Morgan Nominees Australia Pty Limited	2022-12-29	Purchase	114,219.00	38,073	38,073
PIL	J.P. Morgan Nominees Australia Pty Limited	2022-12-29	Purchase	34,994.14	11,743	11,743
PIL	J.P. Morgan Nominees Australia Pty Limited	2022-12-29	Purchase	10,515.00	3,505	3,505
PIL	J.P. Morgan Nominees Australia Pty Limited	2022-12-29	Purchase	3,221.38	1,081	1,081
PIL	National Nominees Limited	2022-12-29	Purchase	102,768.00	34,256	34,256
PIL	National Nominees Limited	2022-12-29	Purchase	31,486.68	10,566	10,566
PIL	National Nominees Limited	2022-12-29	Purchase	61,392.00	20,464	20,464
PIL	National Nominees Limited	2022-12-29	Purchase	18,809.76	6,312	6,312
PIL	J.P. Morgan Nominees Australia Pty Limited	2023-01-05	Purchase	59,880.00	19,318	19,318
PIL	J.P. Morgan Nominees Australia Pty Limited	2023-01-05	Purchase	48,383.22	15,609	15,609
PIL	J.P. Morgan Nominees Australia Pty Limited	2023-01-05	Purchase	37,884.53	12,222	12,222
PIL	J.P. Morgan Nominees Australia Pty Limited	2023-01-05	Purchase	72,864.65	23,507	23,507
PIL	J.P. Morgan Nominees Australia Pty Limited	2023-01-06	Purchase	362,653.06	117,527	117,527
PIL	J.P. Morgan Nominees Australia Pty Limited	2023-01-06	Purchase	293,011.90	94,958	94,958
PIL	J.P. Morgan Nominees Australia Pty Limited	2023-01-06	Purchase	229,443.40	74,357	74,357
PIL	J.P. Morgan Nominees Australia Pty Limited	2023-01-06	Purchase	441,292.13	143,012	143,012

Note: Perpetual Limited acquired 100% of PDL pursuant to a scheme of arrangement on 23 January 2023.

ANNEXURE B

This is annexure 'B' referred to in Form 603, Notice of initial substantial holder, lodged for Perpetual Limited ACN 000 431 827

Sylvie Dimarco – Company Secretary, Perpetual Limited 25/01/2023

Holder of relevant interest	Registered holder securities	Persons entitled to be registered holder	Number of securities	Number of votes
PFSL	UBS Nominees Pty Limited	UBS Nominees Pty Limited	300,372	300,372
PFSL	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	3,078,345	3,078,345
PFSL	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	554,769	554,769
PFSL	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	3,861,863	3,861,863
PIL	J.P. Morgan Nominees Australia Pty Limited	J.P. Morgan Nominees Australia Pty Limited	385,862	385,862
PIL	National Nominees Limited	National Nominees Limited	81,093	81,093
PIL	National Nominees Limited	National Nominees Limited	117,695	117,695
PIL	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	119,312	119,312
PIL	Citibank, N.A.	Citibank, N.A.	282,552	282,552
PIL	Citibank, N.A.	Citibank, N.A.	1,154,446	1,154,446
PIL	Northern Trust Company Limited	Northern Trust Company Limited	996,224	996,224
PIL	National Nominees Limited	National Nominees Limited	26,271	26,271
PIL	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	1,174,059	1,174,059
PIL	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	229,783	229,783
PIL	J.P. Morgan Nominees Australia Pty Limited	J.P. Morgan Nominees Australia Pty Limited	741,386	741,386
PIL	J.P. Morgan Nominees Australia Pty Limited	J.P. Morgan Nominees Australia Pty Limited	492,250	492,250
PIML	J.P. Morgan Nominees Australia Pty Limited	J.P. Morgan Nominees Australia Pty Limited	656,312	656,312

