

KING & WOOD
MALLESONS
金杜律师事务所

Level 27
Collins Arch
447 Collins Street
Melbourne VIC 3000
Australia
T +61 3 9643 4000
F +61 3 9643 5999
www.kwm.com

7 June 2021

To Company Announcements
ASX Limited
Level 4, North Tower, Rialto
525 Collins Street
Melbourne VIC 3000

By fax only

Dear Sir/Madam

Notice of Initial Substantial Holder – Cettire Limited (ACN 645 474 166) (ASX: CTT)

We act for Cat Rock Capital Management L.P. (Cat Rock).

In accordance with section 671B of the *Corporations Act 2001* (Cth), please find attached an ASIC Form 603: *Notice of initial substantial holder notice* in relation to Cat Rock's relevant interest in Cettire Limited (ACN 645 474 166) (Cettire).

We also note that a copy of the form has been sent to Cettire.

Yours sincerely

[sgd]

Ned Sutton | Senior Associate
King & Wood Mallesons
T +61 3 9643 4465 | M +61 427 050 494
ned.sutton@au.kwm.com

This communication and any attachments are confidential and may be privileged

For personal use only

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Cettire Ltd.

ACN/ARSN ACN 645 474 166

1. Details of substantial holder (1)

Name Cat Rock Capital Master Fund LP

ACN/ARSN (if applicable) _____

The holder became a substantial holder on 26 / 05 / 2021

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	20,827,197	20,827,197	5.46%

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
Cat Rock Capital Master Fund LP	Legal and beneficial interest as a result of the on market purchase of shares.	Ordinary shares 20,827,197
Cat Rock Capital Management LP	Relevant interest under 608(1)(b), 608(1)(c) and 608(3) of the Corporations Act 2001 (Cth) in that Cat Rock Capital Management LP controls Cat Rock Capital Master Fund LP.	Ordinary shares 20,827,197

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
Cat Rock Capital Master Fund LP	Cat Rock Capital Master Fund LP	Cat Rock Capital Master Fund LP	Ordinary shares 20,827,197

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
Cat Rock Capital Master Fund LP	26 May 2021	29,808,436 AUD	Ordinary shares 20,827,197

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

For personal use only

Name and ACN/ARSN (if applicable)	Nature of association
Cat Rock Capital Management LP	Cat Rock Capital Management LP is an associate of Cat Rock Capital Master Fund LP under section 12 of the Corporations Act 2001 (Cth) in that Cat Rock Capital Management LP controls Cat Rock Capital Master Fund LP.

7. Addresses

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

Name	Address
Cat Rock Capital Master Fund LP	PO Box 309, Ugland House Grand Cayman, KY1-1104 Cayman Islands.
Cat Rock Capital Management LP	Corporation Service Company 2711 Centerville Road, Suite, 400 Wilmington, DE 19800

Signature

print name Andrew Flinn Capacity CFO

sign here  date 7/6/21

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.

For personal use only