

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme HMC Capital Ltd (HMC)

ACN/ARSN 138 990 593

1. Details of substantial holder (1)

Name Spotlight Group Holdings Pty Ltd (ACN 113 517 990) (SGH) and each of the persons set out in Annexure A (each a Substantial Holder).

ACN/ARSN (if applicable) _____

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

15 September 2023

The previous notice was given to the company on

25 August 2023

The previous notice was dated

25 August 2023

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	105,439,080	30.25%	104,579,544	30.00%

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 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	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
25/08/2023	Spotlight Superannuation Pty Ltd (SS) as trustee for the Spotlight Provident Fund (SPF)	Sale of Ordinary Shares by SPF	\$1,043,200.00	200,000 Ordinary Shares	200,000
28/08/2023	SPF	Sale of Ordinary Shares by SPF	\$1,060,860.00	200,000 Ordinary Shares	200,000
29/08/2023	SPF	Sale of Ordinary Shares by SPF	\$1,042,700.00	200,000 Ordinary Shares	200,000
29/08/2023	SPF	Sale of Ordinary Shares by SPF	\$319,303.48	59,536 Ordinary Shares	59,536

06/09/2023	DBT Nominees Pty Ltd as trustee for the Danewell Business Trust (DBT); Fralara Pty Ltd as trustee for the Fralara Investment Trust (Fralara)	Sale of Ordinary Shares by DBT to Fralara	\$29,737,783.22	5,527,469 Ordinary Shares	5,527,469
06/09/2023	DBT; Frilara Pty Ltd as trustee for the Fried Alara Family Trust (Frilara)	Sale of Ordinary Shares by DBT to Frilara	\$29,737,783.22	5,527,469 Ordinary Shares	5,527,469
15/09/2023	DBT; Alara Pty Ltd as trustee for the Alara Investment Fund (Alara)	Sale of 10.71% interest in Home Investment Consortium Company Pty Ltd (HICC) and the Home Investment Consortium Trust (HICT) by DBT to Alara as trustee for the AIF- see Section 4 and Annexure B	N/A	90,371,681 Ordinary Shares	90,371,681
15/09/2023	Fralara	Sale of Ordinary Shares by Fralara	\$537,890.00	100,000 Ordinary Shares	100,000
18/09/2023	Fralara	Sale of Ordinary Shares by Fralara	\$534,080.00	100,000 Ordinary Shares	100,000

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	Nature of relevant interest	Class and number of securities	Person's votes
See Annexure B					

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
SGH	Level 1, 199 Toorak Road, South Yarra VIC 3141
each other Substantial Holder	See Annexure A

Signature

print name	Leigh Gratzer	capacity	Company Secretary
sign here	<i>Leigh Gratzer</i>	date	19/09/2023

Annexure A – Substantial Holders

This is Annexure A of 1 page referred to in the Form 604 (Notice of change of interests of substantial holders).

print name	Leigh Gratzler	capacity	Company Secretary
sign here	<i>Leigh Gratzler</i>	date	19/09/2023

Name	ACN	Address
DBT Nominees Pty Ltd as trustee for the Danewell Business Trust (DBT)	006 417 947	Level 1, 199 Toorak Road, South Yarra VIC 3141
Fralara Pty Ltd as trustee for the Fralara Investment Trust (Fralara)	132 822 970	Level 1, 199 Toorak Road, South Yarra VIC 3141
Frilara Pty Ltd as trustee for the Fried Alara Family Trust (Frilara)	132 822 989	Level 1, 199 Toorak Road, South Yarra VIC 3141
Spotlight Superannuation Pty Ltd (SS) as trustee for the Spotlight Provident Fund (SPF)	614 366 059	Level 1, 199 Toorak Road, South Yarra VIC 3141
IF Nominees Pty Ltd as trustee for the IF Family Trust (IF Nominees)	602 591 579	Level 1, 199 Toorak Road, South Yarra VIC 3141
Jarush Pty Ltd as trustee for the Jarush Child Maintenance Trust (Jarush)	095 796 606	Level 1, 199 Toorak Road, South Yarra VIC 3141
Danfin Pty Ltd as trustee for the Danfin Trust (Danfin)	602 537 182	Level 1, 199 Toorak Road, South Yarra VIC 3141
Alara Pty Ltd as trustee for the Alara Investment Fund (Alara)	131 765 047	Level 1, 199 Toorak Road, South Yarra VIC 3141
Isaac Jacob Fried (IJF)	n/a	Level 6, 111 Cecil Street, South Melbourne VIC 3205
Morry Fraid (MF)	n/a	Level 6, 111 Cecil Street, South Melbourne VIC 3205
Vivienne Fried (VF)	n/a	Level 6, 111 Cecil Street, South Melbourne VIC 3205

Annexure B – Present relevant interests

This is Annexure B of 1 page referred to in the Form 604 (Notice of change of interests of substantial holders).

print name	Leigh Gratzler	capacity	Company Secretary
sign here	<i>Leigh Gratzler</i>	date	19/09/2023

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
SS as trustee for the SPF	HSBC Custody Nominees (Australia) Limited	SS as trustee for the SPF	Relevant interest under sections 608(1)(b) and (c) of the <i>Corporations Act 2001</i> (Cth) (Act) as the beneficial owner of Ordinary Shares.	1,000,000 Ordinary Shares	1,000,000
MF, VF	As above	As above	Relevant interest under section 608(3)(b) of the Act as the sole members of SPF.	1,000,000 Ordinary Shares	1,000,000
SGH	As above	As above	Relevant interest under section 608(3)(b) of the Act as the sole shareholder of both Alara and SS.	91,371,681 Ordinary Shares	91,371,681
IJF, MF	As above	As above	Under section 608(3)(b) of the Act, both IJF and MF are deemed to have a relevant interest in the Ordinary Shares in which SGH has a relevant interest as IJF and MF jointly control SGH.	91,371,681 Ordinary Shares	91,371,681
Danfin	HSBC Custody Nominees (Australia) Limited	Danfin	Relevant interest under sections 608(1)(b) and (c) of the Act as the beneficial owner of Ordinary Shares.	731,945 Ordinary Shares	731,945
Frilara	HSBC Custody Nominees (Australia) Limited	Frilara	Relevant interest under sections 608(1)(b) and (c) of the Act as the beneficial owner of Ordinary Shares.	6,986,061 Ordinary Shares	6,986,061
	HSBC Custody Nominees (Australia) Limited	Danfin	Relevant interest under section 608(3)(a) in relation to the Ordinary Shares held by Danfin.	731,945 Ordinary Shares	731,945
IJF, VF	HSBC Custody Nominees (Australia) Limited	Frilara	Relevant interest under section 608(3)(b) of the Act as a joint holder of all the shares on issue in Frilara.	7,718,006 Ordinary Shares	7,718,006
IF Nominees	HSBC Custody Nominees (Australia) Limited	IF Nominees	Relevant interest under sections 608(1)(b) and (c) of the Act as the beneficial owner of Ordinary Shares.	37,406 Ordinary Shares	37,406
IJF	HSBC Custody Nominees (Australia) Limited	IF Nominees	Relevant interest under section 608(3)(b) of the Act as IJF controls IF Nominees.	37,406 Ordinary Shares	37,406
	IJF	IJF	Relevant interest under sections 608(1)(b) and (c) of the Act as the beneficial owner of Ordinary Shares.	26,410 Ordinary Shares	26,410
Fralara	HSBC Custody Nominees (Australia) Limited	Danfin	Relevant interest under section 608(3)(a) in relation to the Ordinary Shares held by Danfin.	731,945 Ordinary Shares	731,945
		Fralara	Relevant interest under sections 608(1)(b) and (c) of the Act as the beneficial owner of Ordinary Shares.	5,327,469 Ordinary Shares	5,327,469
Jarush	HSBC Custody Nominees (Australia) Limited	Jarush	Relevant interest under sections 608(1)(b) and (c) of the Act as the beneficial owner of Ordinary Shares.	98,572 Ordinary Shares	98,572
MF	HSBC Custody Nominees (Australia) Limited	Fralara, Jarush	Relevant interest under section 608(3)(b) of the Act as the sole shareholder of Fralara and Jarush.	6,157,986 Ordinary Shares	6,157,986
Alara	HICC as trustee for HICT	HICC as trustee for HICT	Alara holds a 10.71% interest in HICC and HICT. Alara as trustee for the AIF is deemed to have "voting power" in HICC of more than 20% by virtue of a Term Sheet which each HICC shareholder is bound by (as set out in the substantial holding notice provided to HMC on 18 October 2019).	61,828,037 Ordinary Shares	61,828,037
	HICC2	HICC2	As a result, Alara as trustee for the AIF is deemed to have a relevant interest in the Ordinary Shares held by HICC under section 608(3)(a) of the Act. HICC has a relevant interest under section 608(1)(a) of the Act as the registered holder of 61,828,037 Ordinary Shares and under sections	28,543,644 Ordinary Shares	28,543,644

			608(1)(b) and 608(1)(c) of the Act as the sole shareholder of HICC2 which is the registered holder of 28,543,644 Ordinary Shares. HICT is also the sole beneficiary of the Home Acquisition Trust.		
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