NAOS ASSET
MANAGEMENT
LIMITED

ABN 23 107 624 126

NAOS

Level 34, MLC Centre
19 Martin Place
Sydney NSW 2000

T (02) 9002 1576
F (02) 8215 0037
E enquiries@naos.com.au

www.naos.com.au

20 September 2021

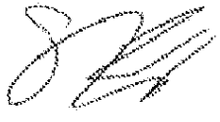
The Manager
Market Announcements Office
ASX Limited
By fax: 1300 135 638

Dear Sir/Madam,

Urbanise.com Limited ACN 095 768 086 (ASX:UBN)
Notice of change of interests of substantial holder (Form 604)

In accordance with section 671B of the Corporations Act 2001 (Cth), please find attached a Form 604 in relation to shares in Urbanise.com Limited ACN 095 768 086 (ASX:UBN), lodged on behalf of NAOS Asset Management Limited and Related Parties.

Yours faithfully,



Sebastian Evans
Director

For personal use only

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/ Scheme: Urbanise.com Limited (ASX:UBN)

ACN/ARSN: 095 768 086

1. Details of substantial holders(1)

Name: NAOS Substantial Holders referred to in **Annexure A.**

There was a change in the interests of the substantial holder on: 17 / 09 / 2021

The previous notice was given to the company on: 28 / 07 / 2021

The previous notice was dated: 28 / 07 / 2021

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	5,028,044	9.04%	5,669,739	10.06%

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
Refer to **Annexure B.**					

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
Refer to **Annexure C**					

For personal use only

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 of AC/ARSN (if applicable)	Nature of association

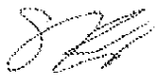
6. **Addresses**

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

Name	Address
NAOS Substantial Holders	c/- Level 34, MLC Centre, 19 Martin Place, Sydney NSW 2000

Signature

print name Sebastian Evans capacity On behalf of the NAOS Substantial Holders

sign here  date 20 / 09 / 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 contact, 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".

(9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

For personal use only

ANNEXURE A: Details of Substantial Holder

NAOS Asset Management Limited ACN 107 624 126 (which by reference also includes Sebastian Evans as a substantial holder in his personal capacity as he owns more than 20% of the voting shares in the company) ('NAOS') and NAOS Ex-50 Opportunities Company Limited ACN 169 448 837 ('NAC') (each, a 'NAOS Substantial Holder').

ANNEXURE B: Changes in Relevant Interests

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
17/09/2021	NAOS, NAC	On-Market	$888,022.99	641,695 Ordinary Shares	641,695

ANNEXURE C: Present Relevant Interests

Holders of relevant interests	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
NAOS, NAC	National Nominees Limited	NAC	NAOS (as Investment Manager of NAC) has a relevant interest in these shares under sections 608(1)(b) & (c) of the Corporations Act as it has the power to exercise or control the exercise of the right to vote and to dispose of the shares. NAC has a relevant interest in these shares under section 608(2) of the Corporations Act as it has a beneficial interest in shares held by National Nominees Limited and has the power to control the exercise of votes and disposal of these shares upon revocation of the management agreement between NAC and NAOS as investment manager of NAC.	5,669,739 Ordinary Shares	10.06%

For personal use only