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5 pages
(including cover)

TO

Name: ASX
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SUBJECT

Kinderhook Partners Change of Interest in ReadCloud (RCL)

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Form604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme: ReadCloud Limited

ACN/ARSN: 136 815 891

1. Details of substantial holder(1)

Name: Kinderhook 2, L.P.

ACN/ARSN (if applicable): N/A

There was a change in the interests of the substantial holder on 2 /11 /21

The previous notice was given to the company on 20 /9 /21

The previous notice was dated 20 /9 /21

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	8,808,991	7.41%	7,327,549	6.16%

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
	See Attachment A				

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
Kinderhook 2 L.P.	Citicorp Nominee PTY Limited	Kinderhook 2, L.P.	Power to dispose of securities	7,327,549	6.16%
Stephen Clearman	Citicorp Nominee PTY Limited	Kinderhook 2, L.P.	Relevant Interest under section 608 (3) (a)	7,327,549	6.16%

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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 with (9) 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

6. Addresses

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

Name	Address
Kinderhook 2, L.P.	2 Executive Drive Fort Lee, NJ 07024 USA
Citicorp Nominees PTY Limited	GPO Box 764G Melbourne, VIC 3001 Australia

Signature

print name Brent Reale Capacity Analyst

sign here *Brent Reale* Date 3/11/2021

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 in this 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 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 power 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 a option) write "unknown".

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

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Attachment A - 3. Changes in relevant interests

Holder of Relevant Interest	Date DD/MM/YY	Class of Security	Nature of Change	Number Securities	Number of Votes Affected	Price per Share ($A), Cash	Total Amount ($A), Cash	Accumulated Shareholding
Kinderhook 2, L.P.	22/06/21	Ord.	Sale	73,000	73,000	0.36	26,280	9,816,488
Kinderhook 2, L.P.	23/06/21	Ord.	Sale	263,131	263,131	0.36	94,727	9,553,357
Kinderhook 2, L.P.	24/06/21	Ord.	Sale	6,400	6,400	0.36	2,304	9,546,957
Kinderhook 2, L.P.	28/06/21	Ord.	Sale	138,366	138,366	0.36	49,812	9,408,591
Kinderhook 2, L.P.	06/07/21	Ord.	Sale	9,191	9,191	0.36	3,309	9,399,400
Kinderhook 2, L.P.	30/07/21	Ord.	Sale	47,718	47,718	0.32	15,270	9,351,682
Kinderhook 2, L.P.	02/08/21	Ord.	Sale	127,960	127,960	0.30	38,388	9,223,722
Kinderhook 2, L.P.	04/08/21	Ord.	Sale	156,068	156,068	0.29	45,260	9,067,654
Kinderhook 2, L.P.	05/08/21	Ord.	Sale	23,204	23,204	0.29	6,729	9,044,450
Kinderhook 2, L.P.	17/09/21	Ord.	Sale	235,366	235,366	0.27	63,549	8,809,084
Kinderhook 2, L.P.	20/09/21	Ord.	Sale	93	93	0.27	25	8,808,991
Kinderhook 2, L.P.	21/09/20	Ord.	Sale	234,797	234,797	0.27	63,395	8,574,194
Kinderhook 2, L.P.	27/09/21	Ord.	Sale	139,553	139,553	0.27	37,679	8,434,641
Kinderhook 2, L.P.	14/10/21	Ord.	Sale	10,103	10,103	0.24	2,425	8,424,538
Kinderhook 2, L.P.	20/10/21	Ord.	Sale	747,449	747,449	0.22	164,439	7,677,089
Kinderhook 2, L.P.	02/11/21	Ord.	Sale	237,424	237,424	0.23	54,608	7,439,665
Kinderhook 2, L.P.	03/11/21	Ord.	Sale	112,116	112,116	0.23	25,787	7,327,549

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