

Pendal Group Limited

Level 14, The Chifley Tower  
2 Chifley Square  
Sydney NSW 2000  
Australia

ABN 28 126 385 822

**PENDAL**

Company Announcements Platform  
Australian Securities Exchange Limited  
20 Bridge Street  
SYDNEY NSW 2000

4 May 2020

Dear Sir/Madam

**Re: Notice of Change of Interests of Substantial Holder**

In accordance with section 671B of the Corporations Act 2001 (Cth), we attach a Notice of Change of Interests of Substantial Holder (Form 604) in respect of City Chic Collective Limited (CCX).

Yours faithfully



Joanne Hawkins  
Group Company Secretary

For personal use only

## Form 604

Corporations Act 2001  
Section 671B

### Notice of change of interests of substantial holder

To Company Name/Scheme CITY CHIC COLLECTIVE LIMITED (CCX)

ACN/ARSN ACN 057 569 169

#### 1. Details of substantial holder(1)

Name PENDAL GROUP LIMITED (PDL)

ACN/ARSN (if applicable) ACN 126 385 822

There was a change in the interests of the substantial holder on 30/04/2020

The previous notice was given to the company on 26/03/2020

The previous notice was dated 24/03/2020

#### 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 in 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	10,686,118	5.33%	12,837,896	6.40%

#### 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
30/04/2020	PDL & its Associates, Pental Fund Services Limited, Pental Institutional Limited	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'	See Annexure '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
Pendal Fund Services Limited *	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	Pendal Fund Services Limited is the trustee or responsible entity of various managed investment schemes and, in that capacity, can exercise the power to vote or dispose of the shares.	10,554,285 Ordinary	10,554,285
Pendal Institutional Limited	Australia and New Zealand Banking Group Limited  HSBC Custody Nominees (Australia) Limited  State Street Australia Limited	Australia and New Zealand Banking Group Limited  HSBC Custody Nominees (Australia) Limited  State Street Australia Limited	Pendal Institutional Limited is the investment manager appointed by various superannuation funds, institutional investors, and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	2,283,611 Ordinary	2,283,611

\* Pendal Fund Services Limited has appointed Pendal Institutional Limited to act as the investment manager of the trusts of which it is responsible entity, giving Pendal Institutional Limited the capacity to exercise the power to vote or dispose of the shares. Pendal Institutional Limited therefore also has a relevant interest in shares in which Pendal Fund Services Limited has a relevant interest.

#### 5. Changes in association

The persons who have become associates (2) of, or 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

#### 6. Addresses

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

Name	Address
Pendal Group Limited (PDL)	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
Pendal Fund Services Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
Pendal Institutional Limited	Level 14, Chifley Tower, 2 Chifley Square SYDNEY NSW 2000
CITY CHIC COLLECTIVE LIMITED (CCX)	The Company Secretary, CITY CHIC COLLECTIVE LIMITED (CCX) 151 – 163 Wyndham Street Alexandria NSW 2015

## Signature

Print name Joanne Hawkins Capacity Company Secretary

Sign here \_\_\_\_\_ Date 04/05/2020

### DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (e.g. 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 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 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 (e.g. if the relevant interest arises because of an option) write “unknown”.
- (9) Give details, if appropriate, of the present association and any changes in that association since the last substantial holding notice.

**ANNEXURE A**

This is annexure 'A' referred to in Form 604, Notice of change of interests of substantial holder, lodged for Pental Group Limited ACN 126 385 822

Joanne Hawkins – Company Secretary, Pental Group Limited - 04/05/2020

**TRANSACTION HISTORY**

Sales & Purchases for the period : 25/03/2020 to 30/04/2020

SECURITY: CCX

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**Pental Fund Services Limited**


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<b>Date</b>	<b>Registered Company</b>	<b>Nature of Change</b>	<b>Quantity</b>	<b>Consideration</b>	<b>Class of Securities</b>	<b>Person's votes affected</b>
25/03/2020	HSBC Custody Nominees (Australia) Limited	Buy	157,752	149,075.64	Ordinary	157,752
25/03/2020	HSBC Custody Nominees (Australia) Limited	Buy	134,022	136,474.60	Ordinary	134,022
25/03/2020	HSBC Custody Nominees (Australia) Limited	Buy	50,549	47,768.81	Ordinary	50,549
25/03/2020	HSBC Custody Nominees (Australia) Limited	Buy	42,944	43,729.88	Ordinary	42,944
27/03/2020	HSBC Custody Nominees (Australia) Limited	Buy	87,211	97,248.99	Ordinary	87,211
27/03/2020	HSBC Custody Nominees (Australia) Limited	Buy	27,945	31,161.47	Ordinary	27,945
31/03/2020	HSBC Custody Nominees (Australia) Limited	Buy	9,909	14,734.68	Ordinary	9,909
31/03/2020	HSBC Custody Nominees (Australia) Limited	Buy	3,858	5,736.85	Ordinary	3,858
03/04/2020	HSBC Custody Nominees (Australia) Limited	Buy	36,989	51,762.41	Ordinary	36,989
03/04/2020	HSBC Custody Nominees (Australia) Limited	Buy	14,403	20,155.56	Ordinary	14,403
09/04/2020	HSBC Custody Nominees (Australia) Limited	Buy	75,246	134,253.91	Ordinary	75,246
09/04/2020	HSBC Custody Nominees (Australia) Limited	Buy	29,300	52,277.06	Ordinary	29,300
14/04/2020	HSBC Custody Nominees (Australia) Limited	Buy	80,578	161,744.22	Ordinary	80,578
14/04/2020	HSBC Custody Nominees (Australia) Limited	Buy	31,376	62,981.04	Ordinary	31,376
15/04/2020	HSBC Custody Nominees (Australia) Limited	Buy	42,722	89,464.14	Ordinary	42,722
15/04/2020	HSBC Custody Nominees (Australia) Limited	Buy	16,636	34,837.45	Ordinary	16,636
21/04/2020	HSBC Custody Nominees (Australia) Limited	Buy	50,770	91,320.00	Ordinary	50,770
22/04/2020	HSBC Custody Nominees (Australia) Limited	Buy	110,596	193,211.21	Ordinary	110,596
22/04/2020	HSBC Custody Nominees (Australia) Limited	Buy	43,064	75,232.81	Ordinary	43,064
24/04/2020	HSBC Custody Nominees (Australia) Limited	Buy	2,806	5,050.80	Ordinary	2,806
24/04/2020	HSBC Custody Nominees (Australia) Limited	Buy	1,093	1,967.40	Ordinary	1,093
30/04/2020	HSBC Custody Nominees (Australia) Limited	Buy	83,336	198,339.68	Ordinary	83,336
30/04/2020	HSBC Custody Nominees (Australia) Limited	Buy	41,566	100,797.55	Ordinary	41,566
30/04/2020	HSBC Custody Nominees (Australia) Limited	Buy	125,627	298,464.63	Ordinary	125,627
	<b>Total</b>		<b>1,300,298</b>	<b>2,097,790.77</b>		
	<b>Pental Fund Services Limited</b>		<b>1,300,298</b>	<b>2,097,790.77</b>		

**Pendal Institutional Limited**

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
25/03/2020	Australia and New Zealand Banking Group Limited	Buy	2,525	2,386.13	Ordinary	2,525
25/03/2020	Australia and New Zealand Banking Group Limited	Buy	2,146	2,185.27	Ordinary	2,146
25/03/2020	Australia and New Zealand Banking Group Limited	Buy	1,396	1,556.68	Ordinary	1,396
25/03/2020	Australia and New Zealand Banking Group Limited	Buy	156	231.97	Ordinary	156
25/03/2020	Australia and New Zealand Banking Group Limited	Buy	582	814.45	Ordinary	582
25/03/2020	Australia and New Zealand Banking Group Limited	Buy	1,183	2,110.71	Ordinary	1,183
25/03/2020	Australia and New Zealand Banking Group Limited	Buy	1,267	2,543.25	Ordinary	1,267
25/03/2020	Australia and New Zealand Banking Group Limited	Buy	672	1,407.24	Ordinary	672
25/03/2020	Australia and New Zealand Banking Group Limited	Buy	39	70.15	Ordinary	39
25/03/2020	Australia and New Zealand Banking Group Limited	Buy	1,739	3,038.03	Ordinary	1,739
25/03/2020	Australia and New Zealand Banking Group Limited	Buy	44	79.20	Ordinary	44
25/03/2020	Australia and New Zealand Banking Group Limited	Buy	1,539	3,662.82	Ordinary	1,539
25/03/2020	Australia and New Zealand Banking Group Limited	Buy	768	1,862.40	Ordinary	768
25/03/2020	Australia and New Zealand Banking Group Limited	Buy	2,319	5,509.48	Ordinary	2,319
	<b>Total</b>		<b>16,375</b>	<b>27,457.77</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
25/03/2020	HSBC Custody Nominees (Australia) Limited	Buy	25,138	23,755.41	Ordinary	25,138
25/03/2020	HSBC Custody Nominees (Australia) Limited	Buy	21,356	21,746.81	Ordinary	21,356
27/03/2020	HSBC Custody Nominees (Australia) Limited	Buy	13,897	15,496.54	Ordinary	13,897
31/03/2020	HSBC Custody Nominees (Australia) Limited	Buy	1,561	2,321.21	Ordinary	1,561
03/04/2020	HSBC Custody Nominees (Australia) Limited	Buy	5,827	8,154.30	Ordinary	5,827
09/04/2020	HSBC Custody Nominees (Australia) Limited	Buy	11,853	21,148.12	Ordinary	11,853
14/04/2020	HSBC Custody Nominees (Australia) Limited	Buy	12,692	25,476.65	Ordinary	12,692
15/04/2020	HSBC Custody Nominees (Australia) Limited	Buy	6,730	14,093.29	Ordinary	6,730
22/04/2020	HSBC Custody Nominees (Australia) Limited	Buy	17,421	30,434.49	Ordinary	17,421
24/04/2020	HSBC Custody Nominees (Australia) Limited	Buy	442	795.60	Ordinary	442
30/04/2020	HSBC Custody Nominees (Australia) Limited	Buy	14,390	34,248.20	Ordinary	14,390
30/04/2020	HSBC Custody Nominees (Australia) Limited	Buy	7,178	17,406.65	Ordinary	7,178
30/04/2020	HSBC Custody Nominees (Australia) Limited	Buy	21,693	51,538.23	Ordinary	21,693
	<b>Total</b>		<b>160,718</b>	<b>266,615.51</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
25/03/2020	State Street Australia Limited	Buy	71,489	67,557.11	Ordinary	71,489
25/03/2020	State Street Australia Limited	Buy	60,735	61,846.45	Ordinary	60,735
25/03/2020	State Street Australia Limited	Buy	35,383	33,436.94	Ordinary	35,383
25/03/2020	State Street Australia Limited	Buy	30,060	30,610.10	Ordinary	30,060
27/03/2020	State Street Australia Limited	Buy	39,522	44,070.98	Ordinary	39,522
27/03/2020	State Street Australia Limited	Buy	19,561	21,812.47	Ordinary	19,561
31/03/2020	State Street Australia Limited	Buy	4,441	6,603.77	Ordinary	4,441
31/03/2020	State Street Australia Limited	Buy	2,198	3,268.43	Ordinary	2,198
03/04/2020	State Street Australia Limited	Buy	16,580	23,202.05	Ordinary	16,580
03/04/2020	State Street Australia Limited	Buy	8,205	11,482.08	Ordinary	8,205
09/04/2020	State Street Australia Limited	Buy	33,727	60,175.71	Ordinary	33,727
09/04/2020	State Street Australia Limited	Buy	16,692	29,781.87	Ordinary	16,692
14/04/2020	State Street Australia Limited	Buy	36,117	72,497.65	Ordinary	36,117
14/04/2020	State Street Australia Limited	Buy	17,874	35,878.48	Ordinary	17,874
15/04/2020	State Street Australia Limited	Buy	19,149	40,099.92	Ordinary	19,149
15/04/2020	State Street Australia Limited	Buy	9,477	19,845.79	Ordinary	9,477
22/04/2020	State Street Australia Limited	Buy	49,572	86,602.28	Ordinary	49,572
22/04/2020	State Street Australia Limited	Buy	24,533	42,859.15	Ordinary	24,533
24/04/2020	State Street Australia Limited	Buy	1,258	2,264.40	Ordinary	1,258
24/04/2020	State Street Australia Limited	Buy	623	1,121.40	Ordinary	623
30/04/2020	State Street Australia Limited	Buy	39,546	94,119.48	Ordinary	39,546
30/04/2020	State Street Australia Limited	Buy	19,725	47,833.13	Ordinary	19,725
30/04/2020	State Street Australia Limited	Buy	59,614	141,630.94	Ordinary	59,614
30/04/2020	State Street Australia Limited	Buy	19,575	46,588.50	Ordinary	19,575
30/04/2020	State Street Australia Limited	Buy	9,763	23,675.28	Ordinary	9,763
30/04/2020	State Street Australia Limited	Buy	29,508	70,105.11	Ordinary	29,508
	<b>Total</b>		<b>674,927</b>	<b>1,118,969.45</b>		
	<b>Pendal Institutional Limited</b>		<b>851,480</b>	<b>1,413,042.74</b>		