

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme ELMO Software Limited

ACN/ARSN 102 455 087

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

Name JLAB Investments (No. 2) Pty Limited

ACN/ARSN (if applicable) 103 207 807

There was a change in the interests of the  
substantial holder on 18/5/2020

The previous notice was given to the company on 24/9/2019

The previous notice was dated 24/9/2019

**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         | 13,655,865      | 18.86%           | 13,655,865     | 16.02%           |

**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 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 |
|-----------------------------|---------------------------------|--|---------------------------------|--------------------------------|----------------|
|                             | See Annexure A                  |  |                                 |                                |                |

## 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   |
|--------------------------------------|---|
| JLAB Investments (No. 2) Pty Limited | MLC Centre, Level 53, 19-29 Martin Place, Sydney NSW 2000     |
| Larry Elkan Hersch                   | c/- MLC Centre, Level 53, 19-29 Martin Place, Sydney NSW 2000 |
| Arnold Brian Hersch                  | c/- MLC Centre, Level 53, 19-29 Martin Place, Sydney NSW 2000 |

## Signature

print name **Larry Elkan Hersch**

capacity **Director**

sign here

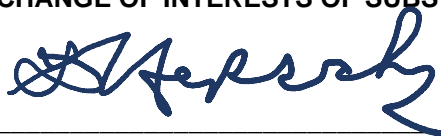
date **19 May 2020**

### 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 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 (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.

THIS IS THE ANNEXURE MARKED "A" OF 2 PAGE REFERRED TO IN FORM 604 "NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL HOLDER" SIGNED BY ME ON 19 MAY 2020



**LARRY ELKAN HERSCH**  
DIRECTOR OF JLAB INVESTMENTS (NO. 2) PTY LIMITED ACN 103 207 807

### 3. CHANGES IN RELEVANT INTERESTS

| DATE OF CHANGE                                    | PERSON WHOSE RELEVANT INTEREST CHANGED | NATURE OF CHANGE (6)  | CONSIDERATION GIVEN IN RELATION TO CHANGE | CLASS AND NUMBER OF SECURITIES AFFECTED | PERSON'S VOTES AFFECTED |
|---|--|---|---|---|-------------------------|
| 30/9/2019, 4/10/2019, 12/2/20, 25/2/20 and 2/3/20 | JLAB Investments (No. 2) Pty Limited   | Dilution as a result of exercises of options on various dates   | Nil                                       | 13,655,865 Ordinary Shares              | 13,655,865              |
| 30/9/2019, 4/10/2019, 12/2/20, 25/2/20 and 2/3/20 | Larry Elkan Hersch                     | Dilution as a result of exercises of options on various dates   | Nil                                       | 13,655,865 Ordinary Shares              | 13,655,865              |
| 30/9/2019, 4/10/2019, 12/2/20, 25/2/20 and 2/3/20 | Arnold Brian Hersch                    | Dilution as a result of exercises of options on various dates   | Nil                                       | 13,655,865 Ordinary Shares              | 13,655,865              |
| 18/10/2019  | JLAB Investments (No. 2) Pty Limited   | Dilution as a result of SPP announced to ASX on 18 September 2019   | Nil                                       | 13,655,865 Ordinary Shares              | 13,655,865              |
| 18/10/2019  | Larry Elkan Hersch                     | Dilution as a result of SPP announced to ASX on 18 September 2019   | Nil                                       | 13,655,865 Ordinary Shares              | 13,655,865              |
| 18/10/2019  | Arnold Brian Hersch                    | Dilution as a result of SPP announced to ASX on 18 September 2019   | Nil                                       | 13,655,865 Ordinary Shares              | 13,655,865              |
| 27/2/2020   | JLAB Investments (No. 2) Pty Limited   | Dilution as a result of an issue of shares, being part of the consideration paid in respect of the the acquisition of Vocam | Nil                                       | 13,655,865 Ordinary Shares              | 13,655,865              |
| 27/2/2020   | Larry Elkan Hersch                     | Dilution as a result of an issue of shares, being part of the consideration paid in respect of the the acquisition of Vocam | Nil                                       | 13,655,865 Ordinary Shares              | 13,655,865              |
| 27/2/2020   | Arnold Brian Hersch                    | Dilution as a result of an issue of shares, being part of the consideration paid in respect of the the acquisition of Vocam | Nil                                       | 13,655,865 Ordinary Shares              | 13,655,865              |
| 18/5/2020   | JLAB Investments (No. 2) Pty Limited   | Dilution as a result of Institutional placement announced to ASX on 18 May 2020   | Nil                                       | 13,655,865 Ordinary Shares              | 13,655,865              |
| 18/5/2020   | Larry Elkan Hersch                     | Dilution as a result of Institutional placement announced to ASX on 18 May 2020   | Nil                                       | 13,655,865 Ordinary Shares              | 13,655,865              |
| 18/5/2020   | Arnold Brian Hersch                    | Dilution as a result of Institutional placement announced to ASX on 18 May 2020   | Nil                                       | 13,655,865 Ordinary Shares              | 13,655,865              |

**4. PRESENT RELEVANT INTERESTS**

| <b>HOLDER OF RELEVANT INTEREST</b>   | <b>REGISTERED HOLDER OF SECURITIES</b> | <b>PERSON ENTITLED TO BE REGISTERED AS HOLDER</b> | <b>NATURE OF RELEVANT INTEREST</b>   | <b>CLASS AND NUMBER OF SECURITIES</b> | <b>PERSON'S VOTES</b> |
|--------------------------------------|--|---|--|---------------------------------------|-----------------------|
| JLAB Investments (No. 2) Pty Limited | JLAB Investments (No. 2) Pty Limited   | JLAB Investments (No. 2) Pty Limited              | Registered Holder (section 608(1)(a) of the Corporations Act)  | 13,655,865 Ordinary Shares            | 13,655,865            |
| Larry Elkan Hersch                   | JLAB Investments (No. 2) Pty Limited   | JLAB Investments (No. 2) Pty Limited              | Larry Elkan Hersch controls JLAB Investments (No. 2) Pty Limited. Therefore Larry Elkan Hersch has a relevant interest under section 608(1)(b) and (c) of the Corporations Act in respect of those securities as he has the power to exercise or control the exercise of a right to vote attached to the securities and also has the power to dispose of the securities.   | 13,655,865 Ordinary Shares            | 13,655,865            |
| Arnold Brian Hersch                  | JLAB Investments (No. 2) Pty Limited   | JLAB Investments (No. 2) Pty Limited              | Arnold Brian Hersch controls JLAB Investments (No. 2) Pty Limited. Therefore Arnold Brian Hersch has a relevant interest under section 608(1)(b) and (c) of the Corporations Act in respect of those securities as he has the power to exercise or control the exercise of a right to vote attached to the securities and also has the power to dispose of the securities. | 13,655,865 Ordinary Shares            | 13,655,865            |