

Exure B of 2 pages referred to in Form 2 SPH Disclosure of movement or change in SPH

Z ELLERSTON CAPITAL

Ellerston Capital Limited
ABN 34 110 397 674
AFSL No. 283 000

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Sydney NSW 2000
Phone +612 9021 7797
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www.ellerstoncapital.com

TO: The Manager, Company Announcements, NZX

FAX No:

FROM: Ellerston Capital Limited

DATE: 28/11/2025

NO. OF PAGES (Including this page) 7

Dear Manager

RE:
Black Pearl Group Limited - Form 2 SPH Disclosure of movement or change in SPH

We attach our notice of change in nature of relevant interest in respect of Black Pearl Group Limited as of 25/11/2025.

We note that the shares reported in this Form are owned by third party accounts under the discretionary investment management of Ellerston Capital Limited.

None of Ellerston Capital Limited, nor any of its shareholders or any of their associates hold a direct interest in any shares disclosed in this Form.

Yours sincerely,



Ian Kelly
Company Secretary
Ellerston Capital Limited

Disclosure of movement of 1% or more in substantial holding
or change in nature of relevant interest, or both

Sections 277 and 278, Financial Markets Conduct Act 2013

To [The Manager, Company Announcements, NZX]

and

To [BLACK PEARL GROUP LIMITED (NZBN 9429030470200)]

Relevant event being disclosed: [*change in nature of relevant interest*]

Date of relevant event: 24/11/2025

Date this disclosure made: 28/11/2025

Date last disclosure made: 20/08/2025

Substantial product holder(s) giving disclosure

Full name(s): [Ellerston Capital Limited (Primary Person) (ACN 110 397 674), and its associates being those persons listed in Annexure B]

Summary of substantial holding

Class of quoted voting products: [Securities]

Summary for [Ellerston Capital Limited (Primary Person) (ACN 110 397 674), and its associates being those persons listed in Annexure B]

For **this** disclosure,—

(a) total number held in class: [5,195,852]

(b) total in class: [5,195,852]

(c) total percentage held in class: [5.47%]

For **last** disclosure,—

(a) total number held in class: [4,617,817]

(b) total in class: [4,617,817]

(c) total percentage held in class: [6.11%]

Details of transactions and events giving rise to relevant event

Details of the transactions or other events requiring disclosure: [*Refer to Annexure A*]

Details after relevant event

Details for [*name of substantial product holder(s)*]

Nature of relevant interest(s): [*eg, registered holder and beneficial owner of financial products, conditional put option with X Limited, derivative relevant interest over quoted underlying. State whether a relevant agreement document is attached (with the number*

of pages) or was attached to a previous disclosure (with date of that disclosure) or need not be attached under regulation 139.]

For that relevant interest,—

(a) number held in class: **[5,195,852]**

(b) percentage held in class: **[5.47%]**

(c) current registered holder(s):

[1. State Street (Australia) Ltd – 4,519,044 Securities held

2. JPMorgan Chase – 676,808 Securities held]

(d) registered holder(s) once transfers are registered:

[1. State Street (Australia) Ltd – 4,519,044 Securities held

2. JPMorgan Chase – 676,808 Securities held]

For a derivative relevant interest, also—

(a) type of derivative: **[Securities]**

(b) details of derivative: **[Refer to Annexure A]**

(c) if the substantial product holder is not a party to the derivative, the nature of the relevant interest in the derivative: **[Refer to annexures]**

Additional information

Address(es) of substantial product holder(s):

Name	Address
See Annexures	The Substantial Shareholder – c/- Level 11, 179 Elizabeth Street, Sydney, NSW, 2000
	The Substantial Shareholder – c/- Level 11, 179 Elizabeth Street, Sydney, NSW, 2000
BLACK PEARL GROUP LIMITED	Duncan Cotterill, Level 5, 50 Customhouse Quay, Wellington 6011

Contact details:

[Contact details:

Ian Kelly

ikelly@ellerstoncapital.com

02 9021 7731]

*Nature of connection between substantial product holders: **[Refer to Annexure B]**

*Omit if disclosure is made for only 1 substantial product holder.

Name of any other person believed to have given, or believed to be required to give, a disclosure under the Financial Markets Conduct Act 2013 in relation to the financial products to which this disclosure relates: **[Not applicable]**

***Disclosure has effect for purposes of directors' and senior managers' disclosure** **[Not applicable]** is also a **[Not applicable]** of **[Not applicable]**. This disclosure also constitutes disclosure for the purposes of the directors' and senior managers' disclosure obligations.

*Omit if inapplicable (see section 302 of the Financial Markets Conduct Act 2013).

Certification

I, **[Ian Kelly]**, certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.

Black Pearl Group Limited

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Signature

print name

Ian Kelly

capacity

Company Secretary

sign here



date

28/11/2025

Date of Change	Person whose relevant interest changed	Consideration give in relation to change (5)	Class (6) and number of securities affected
14/11/2025	Primary Person	\$500,000.28	578,035 Securities

Black Pearl Group Limited

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Signature

print name Ian Kelly

capacity

Company
Secretary

sign here



date

28/11/2025

The following entities represent the Passive Substantial Holders. Each is a related body corporate of the Principal Person or a person that controls a related body corporate of the Principal Person and so an associate of the Primary Person under section 12(2)(a) of the Corporations Act, and therefore a substantial holder in the Company.

<u>PARTY/ENTITY NAME</u>	<u>AUSTRALIAN COMPANY</u>
Bareage Pty Ltd	060 526 865
Cairnton Holdings Limited	008 394 134
Cairnton Pty Ltd	001 735 075
Castwo Pty Ltd	084 494 520
Cavalane Holdings Pty Ltd	080 695 754
Chermon Pty Ltd	123 039 305
Conpress Holdings Pty Ltd	088 047 974
Conpress Securities Pty Limited	160 602 853
Consolidated Custodians Pty Ltd	008 394 492
Consolidated Gaming Pty Ltd	071 513 409
Consolidated Press (Finance) Pty Ltd	001 557 035
Consolidated Press (Finance) II Pty Ltd	603 295 834
Consolidated Press (Finance) III Pty Ltd	604 881 030
Consolidated Press Financial Services Pty Ltd	008 457 869
Consolidated Press Holdings Pty Limited	008 394 509
Consolidated Press Investments Pty Ltd	000 089 118
Consolidated Press Property Pty Ltd	004 160 703
CPH Capital Pty Ltd	096 130 899
CPH Crown Holdings Pty Limited	603 296 804
We attach our notice of change in nature of relevant interest in respect of Black Pearl	122 328 652
CPH Gaming I Pty Limited	603 295 674
CPH Gaming II Pty Limited	603 295 923
CPH Gaming III Pty Limited	603 296 162
CPH Gaming IVA Pty Limited	603 296 537
CPH Gaming IVB Pty Limited	603 296 546
CPH (Ellerston Leisure) Holdings Pty Limited	608 726 334
CPH S.One Holdings Pty Limited	603 297 927
CPH S.One I Pty Limited	603 297 310
CPH Zhaopin Holdings Pty Limited	603 298 719
CPH Zhaopin Holdings I Pty Limited	603 298 344
CPH Zillow Holdings Pty Limited	603 300 090
CPH Zillow Holdings I Pty Limited	603 299 074
ECS Investment Partners Pty Ltd	166 264 375
EC Ventures GP Pty Limited	606 074 864
Ellerston Capital Limited	110 397 674
Ellerston Opportunities Pty Ltd	150 851 666
Hoyts Cinemas Operations Pty Ltd	006 530 347
Jaslib Pty Ltd	065 059 458
Jasopt Pty Ltd	065 064 164
Manoc Developments Pty Ltd	137 556 524
Northkom Pty Ltd	082 885 961
Northkom I Pty Limited	604 022 899

<u>PARTY/ENTITY NAME</u>	<u>AUSTRALIAN COMPANY</u>
Ridgegate Proprietary Limited	058 139 923
S.One Holding Company Pty Limited	601 640 215
Samenic Pty Limited	066 234 900
Savabow Pty Ltd	084 712 774
ScrumPac Pty Ltd	602 375 253
Silthree Pty Ltd	084 494 575
Siltwo Pty Ltd	084 494 495
Tastee Shears Holdings Pty Limited	627 444 464
Toranaga Pty Ltd	056 229 728
Toray Pty Ltd	002 348 503
Wilbur Holdings Aus Pty. Limited	633 535 565
Wilbur One Aus Pty. Limited	633 536 179