

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

20 November 2018

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 Nine Entertainment Co. Holdings Ltd (NEC).

Yours faithfully



Joanne Hawkins  
Group Company Secretary

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## Form 604

Corporations Act 2001  
Section 671B

### Notice of change of interests of substantial holder

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To Company Name/Scheme NINE ENTERTAINMENT CO. HOLDINGS LTD (NEC)

ACN/ARSN ACN 122 203 892

#### 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 16/11/2018

The previous notice was given to the company on 16/10/2018

The previous notice was dated 12/10/2018

#### 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	87,111,818	10.00%	95,921,049	11.01%

#### 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
16/11/2018	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  UBS Wealth Management	HSBC Custody Nominees (Australia) Limited.  UBS Wealth Management	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.	40,960,333 Ordinary	40,960,333
Pendal Institutional Limited	Australia and New Zealand Banking Group  HSBC Custody Nominees (Australia) Limited  National Australia Bank Limited  National Custodian Nominees  BNP Fund Services Australasia Pty Limited  Citicorp Nominees Pty Limited  JP Morgan Chase Bank  Permanent Trustee Australia Limited  State Street Australia Limited	Australia and New Zealand Banking Group  HSBC Custody Nominees (Australia) Limited  National Australia Bank Limited  National Custodian Nominees  BNP Fund Services Australasia Pty Limited  Citicorp Nominees Pty Limited  JP Morgan Chase Bank  Permanent Trustee 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..	54,960,716 Ordinary	54,960,716

\* 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



## 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 - 20/11/2018

**TRANSACTION HISTORY**

Sales & Purchases for the period : 13/10/2018 to 16/11/2018

SECURITY: NEC

**Pental (Fund Services) Limited**

<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>
11/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	81,534	171,221.40	Ordinary	81,534
11/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	9,544	19,946.96	Ordinary	9,544
11/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	628,095	1,325,280.45	Ordinary	628,095
12/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	253,994	474,968.78	Ordinary	253,994
12/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	253,994	464,809.02	Ordinary	253,994
12/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	64,627	120,852.49	Ordinary	64,627
12/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	64,628	118,269.24	Ordinary	64,628
12/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	392,460	733,900.20	Ordinary	392,460
12/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	392,460	718,201.80	Ordinary	392,460
12/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	539,747	1,014,724.36	Ordinary	539,747
12/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	211,238	395,015.06	Ordinary	211,238
12/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	44,740	84,111.20	Ordinary	44,740
12/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	211,237	386,563.71	Ordinary	211,237
12/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	1,170,372	2,153,484.48	Ordinary	1,170,372
15/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	46,189	81,754.53	Ordinary	46,189
15/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	265,429	472,463.62	Ordinary	265,429
15/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	106,084	188,829.52	Ordinary	106,084
15/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	41,762	74,336.36	Ordinary	41,762
15/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	7,267	12,862.59	Ordinary	7,267
15/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	16,691	29,709.98	Ordinary	16,691
15/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	86,871	154,630.38	Ordinary	86,871
15/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	217,357	386,895.46	Ordinary	217,357
15/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	37,823	66,946.71	Ordinary	37,823
24/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	480,276	869,299.56	Ordinary	480,276
30/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	206,099	352,429.29	Ordinary	206,099
30/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	408,118	693,800.60	Ordinary	408,118



12/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	78,084	146,017.08	Ordinary	78,084
12/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	78,083	142,891.89	Ordinary	78,083
12/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	176,717	330,460.79	Ordinary	176,717
12/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	176,717	323,392.11	Ordinary	176,717
12/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	25,936	47,462.88	Ordinary	25,936
12/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	25,936	48,500.32	Ordinary	25,936
15/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	2,850	5,073.00	Ordinary	2,850
15/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	496	877.92	Ordinary	496
15/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	1,139	2,027.42	Ordinary	1,139
15/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	17,921	31,899.38	Ordinary	17,921
15/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	7,162	12,748.36	Ordinary	7,162
15/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	3,118	5,518.86	Ordinary	3,118
15/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	163,577	291,167.06	Ordinary	163,577
15/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	65,376	116,369.28	Ordinary	65,376
15/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	28,465	50,383.05	Ordinary	28,465
15/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	3,609	6,387.93	Ordinary	3,609
15/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	8,289	14,754.42	Ordinary	8,289
15/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	20,740	36,917.20	Ordinary	20,740
15/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	87,456	155,671.68	Ordinary	87,456
15/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	34,954	62,218.12	Ordinary	34,954
15/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	15,219	26,937.63	Ordinary	15,219
15/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	68,138	121,285.64	Ordinary	68,138
15/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	170,487	303,466.86	Ordinary	170,487
15/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	29,667	52,510.59	Ordinary	29,667
15/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	4,713	8,342.01	Ordinary	4,713
15/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	27,081	48,204.18	Ordinary	27,081
15/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	10,823	19,264.94	Ordinary	10,823
25/10/2018	HSBC Custody Nominees (Australia) Limited.	Buy	2,786	4,847.64	Ordinary	2,786
1/11/2018	HSBC Custody Nominees (Australia) Limited.	Buy	427,494	748,114.50	Ordinary	427,494
	<b>Total</b>		<b>2,235,466</b>	<b>4,038,933.81</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
11/10/2018	National Australia Bank Limited	Buy	14,641	30,599.69	Ordinary	14,641
12/10/2018	National Australia Bank Limited	Buy	13,688	25,596.56	Ordinary	13,688
12/10/2018	National Australia Bank Limited	Buy	13,688	25,049.04	Ordinary	13,688
12/10/2018	National Australia Bank Limited	Buy	11,829	21,647.07	Ordinary	11,829
12/10/2018	National Australia Bank Limited	Buy	11,829	22,120.23	Ordinary	11,829
12/10/2018	National Australia Bank Limited	Buy	293,156	548,201.72	Ordinary	293,156



12/10/2018	National Australia Bank Limited	Buy	69,595	130,838.60	Ordinary	69,595
12/10/2018	National Australia Bank Limited	Buy	293,155	536,473.65	Ordinary	293,155
15/10/2018	National Australia Bank Limited	Buy	2,477	4,384.29	Ordinary	2,477
15/10/2018	National Australia Bank Limited	Buy	14,236	25,340.08	Ordinary	14,236
15/10/2018	National Australia Bank Limited	Buy	5,690	10,128.20	Ordinary	5,690
15/10/2018	National Australia Bank Limited	Buy	4,912	8,694.24	Ordinary	4,912
15/10/2018	National Australia Bank Limited	Buy	11,282	20,081.96	Ordinary	11,282
15/10/2018	National Australia Bank Limited	Buy	28,227	50,244.06	Ordinary	28,227
15/10/2018	National Australia Bank Limited	Buy	127,357	226,695.46	Ordinary	127,357
15/10/2018	National Australia Bank Limited	Buy	318,655	567,205.90	Ordinary	318,655
15/10/2018	National Australia Bank Limited	Buy	55,451	98,148.27	Ordinary	55,451
16/10/2018	National Australia Bank Limited	Buy	142,750	268,370.00	Ordinary	142,750
24/10/2018	National Australia Bank Limited	Buy	689,109	1,247,287.29	Ordinary	689,109
30/10/2018	National Australia Bank Limited	Buy	270,286	462,189.06	Ordinary	270,286
30/10/2018	National Australia Bank Limited	Buy	535,219	909,872.30	Ordinary	535,219
31/10/2018	National Australia Bank Limited	Buy	123,656	208,978.64	Ordinary	123,656
1/11/2018	National Australia Bank Limited	Buy	440,532	757,715.04	Ordinary	440,532
16/11/2018	National Australia Bank Limited	Buy	452,890	729,152.90	Ordinary	452,890
	<b>Total</b>		<b>3,944,310</b>	<b>6,935,014.25</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
12/10/2018	BNP Fund Services Australasia Pty Limited	Buy	20,536	37,580.88	Ordinary	20,536
12/10/2018	BNP Fund Services Australasia Pty Limited	Buy	20,535	38,400.45	Ordinary	20,535
15/10/2018	BNP Fund Services Australasia Pty Limited	Buy	4,058	7,182.66	Ordinary	4,058
15/10/2018	BNP Fund Services Australasia Pty Limited	Buy	23,319	41,507.82	Ordinary	23,319
15/10/2018	BNP Fund Services Australasia Pty Limited	Buy	9,320	16,589.60	Ordinary	9,320
	<b>Total</b>		<b>77,768</b>	<b>141,261.41</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
12/10/2018	Citicorp Nominees Pty Limited	Buy	55,992	102,465.36	Ordinary	55,992
12/10/2018	Citicorp Nominees Pty Limited	Buy	55,993	104,706.91	Ordinary	55,993
12/10/2018	Citicorp Nominees Pty Limited	Buy	157,308	295,739.04	Ordinary	157,308
12/10/2018	Citicorp Nominees Pty Limited	Buy	77,383	144,706.21	Ordinary	77,383
12/10/2018	Citicorp Nominees Pty Limited	Buy	77,382	141,609.06	Ordinary	77,382
15/10/2018	Citicorp Nominees Pty Limited	Buy	10,927	19,340.79	Ordinary	10,927
15/10/2018	Citicorp Nominees Pty Limited	Buy	25,097	44,672.66	Ordinary	25,097
15/10/2018	Citicorp Nominees Pty Limited	Buy	62,793	111,771.54	Ordinary	62,793
	<b>Total</b>		<b>522,875</b>	<b>965,011.57</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
11/10/2018	JP Morgan Chase Bank	Buy	1,555	3,249.95	Ordinary	1,555
12/10/2018	JP Morgan Chase Bank	Buy	119,640	218,941.20	Ordinary	119,640

12/10/2018	JP Morgan Chase Bank	Buy	119,639	223,724.93	Ordinary	119,639
12/10/2018	JP Morgan Chase Bank	Buy	56,309	103,045.47	Ordinary	56,309
12/10/2018	JP Morgan Chase Bank	Buy	56,308	105,295.96	Ordinary	56,308
12/10/2018	JP Morgan Chase Bank	Buy	31,173	58,293.51	Ordinary	31,173
12/10/2018	JP Morgan Chase Bank	Buy	31,172	57,044.76	Ordinary	31,172
12/10/2018	JP Morgan Chase Bank	Buy	7,258	13,645.04	Ordinary	7,258
15/10/2018	JP Morgan Chase Bank	Buy	27,779	49,446.62	Ordinary	27,779
15/10/2018	JP Morgan Chase Bank	Buy	4,834	8,556.18	Ordinary	4,834
15/10/2018	JP Morgan Chase Bank	Buy	11,102	19,761.56	Ordinary	11,102
15/10/2018	JP Morgan Chase Bank	Buy	21,677	38,368.29	Ordinary	21,677
15/10/2018	JP Morgan Chase Bank	Buy	49,787	88,620.86	Ordinary	49,787
15/10/2018	JP Morgan Chase Bank	Buy	124,570	221,734.60	Ordinary	124,570
15/10/2018	JP Morgan Chase Bank	Buy	23,659	42,113.02	Ordinary	23,659
15/10/2018	JP Morgan Chase Bank	Buy	10,301	18,232.77	Ordinary	10,301
15/10/2018	JP Morgan Chase Bank	Buy	59,197	105,370.66	Ordinary	59,197
15/10/2018	JP Morgan Chase Bank	Buy	5,846	10,347.42	Ordinary	5,846
15/10/2018	JP Morgan Chase Bank	Buy	13,428	23,901.84	Ordinary	13,428
15/10/2018	JP Morgan Chase Bank	Buy	33,598	59,804.44	Ordinary	33,598
24/10/2018	JP Morgan Chase Bank	Buy	73,519	133,069.39	Ordinary	73,519
30/10/2018	JP Morgan Chase Bank	Buy	28,615	48,931.65	Ordinary	28,615
30/10/2018	JP Morgan Chase Bank	Buy	56,663	96,327.10	Ordinary	56,663
31/10/2018	JP Morgan Chase Bank	Buy	13,166	22,250.54	Ordinary	13,166
1/11/2018	JP Morgan Chase Bank	Buy	46,904	80,674.88	Ordinary	46,904
16/11/2018	JP Morgan Chase Bank	Buy	48,055	77,368.55	Ordinary	48,055
	<b>Total</b>		<b>1,075,754</b>	<b>1,928,121.19</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
12/10/2018	National Custodian Nominees	Buy	18,167	33,972.29	Ordinary	18,167
12/10/2018	National Custodian Nominees	Buy	18,168	33,247.44	Ordinary	18,168
15/10/2018	National Custodian Nominees	Buy	18,951	33,732.78	Ordinary	18,951
15/10/2018	National Custodian Nominees	Buy	7,574	13,481.72	Ordinary	7,574
15/10/2018	National Custodian Nominees	Buy	3,298	5,837.46	Ordinary	3,298
	<b>Total</b>		<b>66,158</b>	<b>120,271.69</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
12/10/2018	Permanent Trustee Australia Limited	Buy	6,704	12,536.48	Ordinary	6,704
12/10/2018	Permanent Trustee Australia Limited	Buy	6,704	12,268.32	Ordinary	6,704
15/10/2018	Permanent Trustee Australia Limited	Buy	6,982	12,427.96	Ordinary	6,982
15/10/2018	Permanent Trustee Australia Limited	Buy	1,215	2,150.55	Ordinary	1,215
15/10/2018	Permanent Trustee Australia Limited	Buy	2,791	4,967.98	Ordinary	2,791
	<b>Total</b>		<b>24,396</b>	<b>44,351.29</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes
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							<b>affected</b>
11/10/2018	State Street Australia Limited	Buy	10,549	22,152.90	Ordinary	10,549	
11/10/2018	State Street Australia Limited	Buy	5,255	11,035.50	Ordinary	5,255	
12/10/2018	State Street Australia Limited	Buy	153,426	280,769.58	Ordinary	153,426	
12/10/2018	State Street Australia Limited	Buy	153,426	286,906.62	Ordinary	153,426	
12/10/2018	State Street Australia Limited	Buy	209,567	393,985.96	Ordinary	209,567	
12/10/2018	State Street Australia Limited	Buy	57,382	107,304.34	Ordinary	57,382	
12/10/2018	State Street Australia Limited	Buy	76,279	142,641.73	Ordinary	76,279	
12/10/2018	State Street Australia Limited	Buy	76,279	139,590.57	Ordinary	76,279	
12/10/2018	State Street Australia Limited	Buy	104,252	195,993.76	Ordinary	104,252	
12/10/2018	State Street Australia Limited	Buy	28,236	51,671.88	Ordinary	28,236	
12/10/2018	State Street Australia Limited	Buy	28,236	52,801.32	Ordinary	28,236	
12/10/2018	State Street Australia Limited	Buy	57,382	105,009.06	Ordinary	57,382	
15/10/2018	State Street Australia Limited	Buy	54,969	97,844.82	Ordinary	54,969	
15/10/2018	State Street Australia Limited	Buy	9,566	16,931.82	Ordinary	9,566	
15/10/2018	State Street Australia Limited	Buy	21,970	39,106.60	Ordinary	21,970	
15/10/2018	State Street Australia Limited	Buy	10,816	19,252.48	Ordinary	10,816	
15/10/2018	State Street Australia Limited	Buy	27,064	48,173.92	Ordinary	27,064	
15/10/2018	State Street Australia Limited	Buy	4,709	8,334.93	Ordinary	4,709	
<b>Total</b>			<b>1,089,363</b>	<b>2,019,507.79</b>			

**Pendal (Institutional Limited Total :**

**9,065,109**

**16,246,254.35**