

Form 603

Corporations Act 2001 Section 671B

Notice of initial substantial holder

To Company Name/Scheme VERTUA LIMITED

ACN/ARSN 108 076 295

1. Details of substantial holder (1)

Name SEE ANNEXURE A, PART 1

ACN/ARSN (if applicable) AS ABOVE

The holder became a substantial holder on 17/04/15

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
CLASS A	1,870,279	1,870,279	18.94%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
SEE ANNEXURE A, PART 2		9

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interests	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
SEE ANNEXURE A, PART 3			

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
SEE ANNEXURE A, PART 4				

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
SEE ANNEXURE A, PART 5	

7. Addresses

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

Name	Address
SEE ANNEXURE A, PART 5	

Signature

print name SEE ANNEXURE A, PART 6 capacity

sign here

G. Manning

Date

20th April 2015

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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) 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.

GUIDE

This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 603.

Signature	This form must be signed by either a director or a secretary of the substantial holder.
Lodging period	Nil.
Lodging fee	Nil.
Other forms to be completed	Nil.
Additional information	<p>(a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form.</p> <p>(b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange.</p> <p>(c) The person must give a copy of this notice:</p> <ul style="list-style-type: none"> (i) within 2 business days after they become aware of the information; or (ii) by 9.30 am on the next trading day of the relevant securities exchange after they become aware of the information if: <ul style="list-style-type: none"> (A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and (B) the person becomes aware of the information during the bid period.

Annexures

To make any annexure conform to the regulations, you must

- 1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides
- 2 show the corporation name and ACN or ARBN
- 3 number the pages consecutively
- 4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied
- 5 identify the annexure with a mark such as A, B, C, etc
- 6 endorse the annexure with the words:
This is annexure (mark) of (number) pages referred to in form (form number and title)
- 7 sign and date the annexure

The annexure must be signed by the same person(s) who signed the form.

A

VERTUA LIMITED ACN 108 076 295

This is annexure A of 4 pages referred to in Form 603, Notice of initial substantial holder

Part 1 – Details of substantial holders

Manning Custodian Pty Ltd ACN 168 388 163 (**Custodian**)
A.C.N. 147 049 936 Pty Ltd (**938**)
Woodville Super Pty Limited ACN 149 955 180 (**Woodville Super**)
Georgina Gail Manning (**GGM**)
Kathleen Victoria Manning (**KVM**)
James Edward Manning (**JEM**)
Louise Katrina Manning (**LKM**)

Part 2 – Details of relevant interests

Holder of relevant interest	Nature of relevant interest	Class and number of securities
Custodian, 938 and Woodville	Registered holders and associates by acting in concert with one another	Class A, 1,870,279
GGM	Sole shareholder in Manning Custodian and Woodville Super; 25% shareholder in 938	Class A, 1,870,279
KVM	25% shareholder in 938	Class A, 1,870,279
JEM	25% shareholder in 938	Class A, 1,870,279
LKM	25% shareholder in 938	Class A, 1,870,279

Part 3 – Details of present registered holders

Holders of relevant interests	Registered holder of securities	Person entitled to be registered as holder	Class and number of securities
Custodian	Custodian	Custodian	Class A, 1,525,616
938	938	938	Class A, 31,637
Woodville Super	Woodville Super	Woodville Super	Class A, 313,026

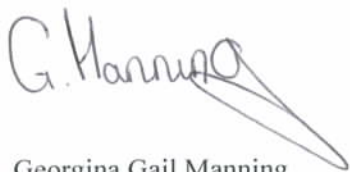
GGM	Custodian, Woodville Super and 938	Custodian, Woodville Super and 938	Class A, 1,870,279
KVM	938	938	Class A, 31,637
JEM	938	938	Class A, 31,637
LKM	938	938	Class A, 31,637

Part 4 – Consideration

Holders of relevant interests	Date of acquisition	Consideration (Cash)	Class and number of securities
Custodian	17/04/15	\$274,810.88	Class A, 1,525,616
938	05/01/15	\$218.15	Class A, 2,712
	17/04/15	\$5,206.50	Class A, 28,925
Woodville Super	30/12/14	\$586.25	Class A, 7,288
	13/03/14	\$314.22	Class A, 6,250
	17/04/15	\$15,619.68	Class A, 86,776
GGM	As above for Custodian, 938 and Woodville Super	As above for Custodian, 938 and Woodville Super	Class A, 1,870,279
KVM	As above for 938	As above for 938	Class A, 31,637
JEM	As above for 938	As above for 938	Class A, 31,637
LKM	As above for 938	As above for 938	Class A, 31,637

Part 5 – Associates and addresses

Name and ACN/ARSN (if applicable)	Nature of association	Address
Custodian	Acts in concert with 938 and Woodville Super	Level 5, 97 Pacific Highway, North Sydney NSW 2060
938	Acts in concert with Custodian and Woodville Super	Level 5, 97 Pacific Highway, North Sydney NSW 2060
Woodville Super	Acts in concert with Custodian and 938	Level 5, 97 Pacific Highway, North Sydney NSW 2060
GGM	As sole shareholder in each of Custodian and Woodville Super, GGM controls each of them. GGM's voting power in 938 is above 20%	37 Woodville Avenue, Wahroonga NSW 2076
KVM	KVM's voting power in 938 is above 20%	37 Woodville Avenue, Wahroonga NSW 2076
JEM	JEM's voting power in 938 is above 20%	598 Lake Hawea Albert Town Road, Wanaka 9343, New Zealand
LKM	LKM's voting power in 938 is above 20%	598 Lake Hawea Albert Town Road, Wanaka 9343, New Zealand

Part 6**Signature**

Georgina Gail Manning
in her own right and as Director of each of Manning Custodian Pty Ltd ACN 168 388 163,
A.C.N. 147 049 938 Pty Ltd and Woodville Super Pty Limited ACN 149 955 180

Date: 20/04/2015

K. Manning

Kathleen Victoria Manning
in her own right
Date: /04/2015

James

James Edward Manning
in his own right

Date: /04/2015

Louise Katrina Manning

Louise Katrina Manning
in her own right

Date: 20 /04/2015