

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme VERTUA LIMITEDACN/ARSN 108 076 295**1. Details of substantial holder(1)**Name SEE ANNEXURE A, PART 1

ACN/ARSN (if applicable) \_\_\_\_\_

There was a change in the interests of the  
substantial holder on24 / 11 / 15

The previous notice was given to the company on

20 / 04 / 15

The previous notice was dated

20 / 04 / 15**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)
CLASS A	1,870,279	18.94%	1,956,529	19.8%

**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,	PART 2			

**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,	PART 3			

**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
SEE ANNEXURE A, PART 4	

**6. Addresses**

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

Name	Address
SEE ANNEXURE A, PART 4	

**Signature**

print name GEORGINA GAIL MANNING

capacity IN OWN RIGHT; DIRECTOR

sign here

*G. Manning*

date / 11 / 15

**DIRECTIONS**

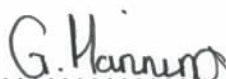
- (1) If there are a number of substantial holders with similar or related relevant interests (eg, a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially 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.

A

**VERTUA LIMITED ACN 108 076 295**

This is annexure A of 2 pages referred to in Form 604, Notice of change of interests of substantial holder, signed and dated as set out below.

  
 .....  
 Georgina Gail Manning  
 Date: /11/15

**Part 1 – Details of substantial holders**

Manning Custodian Pty Ltd ACN 168 388 163 (**Custodian**)  
 Woodville Super Pty Limited ACN 149 955 180 (**Woodville Super**)  
 Georgina Gail Manning (**GGM**)

(collectively, **All**)

**Part 2 – Changes in relevant interests**

Date of change	Person whose relevant interest has changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
28/05/15	All	Buy	\$0.05	Class A, 10,000	10,000
10/06/15	All	Buy	\$0.05	Class A, 6,250	6,250
13/08/15	All	Buy	\$0.10	Class A, 10,800	10,800
14/09/15	All	Buy	\$0.10	Class A, 27,563	27,563
24/11/15	All	Buy	\$0.10	Class A, 31,637	31,637

**Part 3 – Present relevant interests**

Holders of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's votes
Custodian	Custodian	Custodian	Holder; acts in concert with	Class A, 1,956,529	1,956,529

Holders of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's votes
			Woodville Super		
Woodville Super	Woodville Super	Woodville Super	Holder; acts in concert with Custodian	Class A, 1,956,529	1,956,529
GGM	Custodian & Woodville Super	Custodian & Woodville Super	As sole shareholder in each of Custodian and Woodville Super, GGM controls each of them	Class A, 1,956,529	1,956,529

#### Part 4 – Changes in association and addresses

Name and ACN/ARSN (if applicable)	Nature of association	Address
Custodian	Acts in concert with Woodville Super	Level 5, 97 Pacific Highway, North Sydney NSW 2060
Woodville Super	Acts in concert with Custodian	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.	37 Woodville Avenue, Wahroonga NSW 2076