

**Form 604**  
Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme Vertua Limited

ACN/ARSN 091 780 924

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

Name Woodville Super Pty Ltd (**Woodville Super**) and Georgina Gail Manning (**GGM**)  
ACN/ARSN (if applicable) 149 955 180

There was a change in the interests of the

substantial holder on	<u>18/01/2017</u>
The previous notice was given to the company on	<u>27/11/2015</u>
The previous notice was dated	<u>25/11/2015</u>

### 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 shares	1,956,529	19.8%	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
18/01/2017	Woodville Super	Holds 430,913 Class A shares directly and acts in concert with Manning Capital Holdings Pty Ltd ( <b>MCH</b> ) as trustee of Manning Capital Holdings Unit Trust ( <b>MCHUT</b> ) which holds 1,525,616 Class A shares directly, ceased to be an associate of Manning Custodian Pty Ltd ( <b>Custodian</b> )	N/A	1,525,616	15.44%
18/01/2017	Georgina Gail Manning	As sole shareholder in Custodian, no longer holds relevant interest through Custodian. Has relevant interest as sole shareholder of Woodville Super, acts in concert with MCHUT.	N/A	1,525,616	15.44%

#### 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	Nature of relevant interest (6)	Class and number of securities	Person's votes
MCHUT	MCHUT and Woodville Super	MCHUT and Woodville Super	Direct holder of 1,525,616 Class A shares, acts in concert with Woodville Super which is a direct holder of 430,913 Class A shares	1,956,529 Class A shares	1,956,529
Woodville Super	MCHUT and Woodville Super	MCHUT and Woodville Super	Direct holder of 430,913 Class A shares, acts in concert with MCHUT Super which is a direct holder of 1,525,616 Class A shares	1,956,529 Class A shares	1,956,529
Louise Katrina Manning	MCHUT and Woodville Super	MCHUT and Woodville Super	As sole shareholder of Manning Family Holdings Pty Ltd which is sole shareholder of MCH and controls MCH, acts in concert with Woodville Super	1,956,529 Class A shares	1,956,529
Georgina Gail Manning	MCHUT and Woodville Super	MCHUT and Woodville Super	As sole shareholder of Woodville Super, controls Woodville Super, acts in concert with MCHUT	1,956,529 Class A shares	1,956,529

#### 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 applicable)	ACN/ARSN (if applicable)	Nature of association
Custodian		Ceased to be a holder of securities.
GGM		Sole shareholder of Custodian and Woodville Super. Ceased to have relevant interest in securities through Custodian, Has relevant interest in securities as sole shareholder of Woodville Super, controls Woodville Super, acts in concert with MCHUT.
MCHUT		Acquired the securities, acts in concert with Woodville Super.
LKM		As sole shareholder of Manning Family Holdings Pty Ltd which is sole shareholder of MCH and controls MCH, acts in concert with Woodville Super.
Woodville Super		Shareholder, acts in concert with MCHUT.

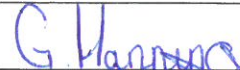
#### 6. Addresses

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

Name	Address
Manning Custodian Pty Ltd ACN 168 388 163 (Custodian)	Level 5, 97 Pacific Highway, North Sydney NSW 2060

Woodville Super Pty Ltd ACN 149 955 180 (Woodville Super)	Level 5, 97 Pacific Highway, North Sydney NSW 2060
Manning Capital Holdings Pty Ltd (MCH) ATF Manning Capital Holdings Unit Trust (MCHUT)	c/- William Buck, Level 6, 211 Victoria Square, Adelaide, South Australia, 5000
Georgina Gail Manning (GGM)	Level 5, 97 Pacific Highway, North Sydney NSW 2060
Louise Katrina Manning (LKM)	Level 5, 97 Pacific Highway, North Sydney NSW 2060

## Signature

print name	Georgina Gail Manning	Capacity	Director of Woodville Super Pty Ltd and in own capacity
sign here		date	24/01/2017

### 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 on 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.

# GUIDE

**This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 604.**

## 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

- (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.
- (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.
- (c) The person must give a copy of this notice:
  - (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:
    - (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 A.C.N 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.