

**Form 603**  
Corporations Act 2001  
Section 671B

**Notice of initial substantial holder**

To Company Name/Scheme **MELBOURNE IT LTD**

ACN/ARSN **073 716 793**

**1. Details of substantial shareholder**

Name **Deutsche Bank AG and its related bodies corporate  
(together the "Deutsche Bank Group")**

ACN/ARSN (if applicable) **064 165 162**

The holder became a substantial holder on **13 November 2015**

**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 of the substantial holder became a substantial holder are as follows:

| Class of securities (4) | Number of securities | Person's votes (5) | Voting power (6) |
|-------------------------|----------------------|--------------------|------------------|
| Ordinary shares         | 12,448,773           | 12,448,773         | 13.39%           |

**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 (Ordinary shares) |
|---------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|
| Deutsche Bank AG, Sydney Branch | Power to dispose of, or control the exercise of a power to dispose of, the securities held in capacity as principal                                | 11,036,154                                       |
| Deutsche Bank AG, London Branch | Prime Broker that has exercised its rehypothecation right in respect of shares pursuant to a Prime Brokerage Agreement.<br><br>Refer to Schedule 2 | 1,412,619                                        |

#### 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 interest     | Registered holder of securities | Person entitled to be registered as holder (8) | Class and number of securities (Ordinary shares) |
|---------------------------------|---------------------------------|------------------------------------------------|--------------------------------------------------|
| Deutsche Bank AG, Sydney Branch | Pan Australian Nominees Pty Ltd | Deutsche Bank AG, Sydney Branch                | 2,386                                            |
|                                 | Unknown                         |                                                | 11,033,768                                       |
| Deutsche Bank AG, London Branch | Unknown                         | Deutsche Bank AG, London Branch                | 1,412,619                                        |

#### 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) (AUD) | Class and number of securities (Ordinary shares) |
|-----------------------------|---------------------|-------------------------|--------------------------------------------------|
| Refer to Schedule 1.        |                     |                         |                                                  |

#### 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 |
|-----------------------------------|-----------------------|
| N/A                               |                       |

#### 7. Addresses

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

| Name                            | Address                                                                                     |
|---------------------------------|---------------------------------------------------------------------------------------------|
| Deutsche Bank AG, Sydney Branch | Level 16, Deutsche Bank Place, Corner Hunter and Philip Street, Sydney, NSW, Australia 2000 |
| Pan Australian Nominees Pty Ltd | Level 16, Deutsche Bank Place, Corner Hunter and Philip Street, Sydney, NSW, Australia 2000 |
| Deutsche Bank AG, London Branch | Winchester House, 1 Great Winchester Street, London, Great Britain EC2N 2DB                 |



Signature

Name Carmen Chan

Deutsche Bank AG, Hong Kong Branch

17 November 2015

Schedule 1

| Date of change | Holder of relevant interest     | Nature of change                                                                                                       | Consideration given in relation to change | Class and number of securities affected (Ordinary Shares) | Person's votes affected |
|----------------|---------------------------------|------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------|-------------------------|
| 17/07/2015     | Deutsche Bank AG, Sydney Branch | Sell                                                                                                                   | 1.70                                      | -1,000                                                    | -1,000                  |
| 20/07/2015     | Deutsche Bank AG, Sydney Branch | Sell                                                                                                                   | 1.71                                      | -2,403                                                    | -2,403                  |
| 23/07/2015     | Deutsche Bank AG, Sydney Branch | Buy                                                                                                                    | 1.75                                      | 5,000                                                     | 5,000                   |
| 23/07/2015     | Deutsche Bank AG, Sydney Branch | Sell                                                                                                                   | 1.80                                      | -5,000                                                    | -5,000                  |
| 03/08/2015     | Deutsche Bank AG, Sydney Branch | Buy                                                                                                                    | 1.90                                      | 5,000                                                     | 5,000                   |
| 03/08/2015     | Deutsche Bank AG, Sydney Branch | Sell                                                                                                                   | 1.90                                      | -4,039                                                    | -4,039                  |
| 04/08/2015     | Deutsche Bank AG, Sydney Branch | Sell                                                                                                                   | 1.96                                      | -961                                                      | -961                    |
| 05/08/2015     | Deutsche Bank AG, Sydney Branch | Buy                                                                                                                    | 1.89                                      | 2,500                                                     | 2,500                   |
| 05/08/2015     | Deutsche Bank AG, Sydney Branch | Sell                                                                                                                   | 1.95                                      | -14                                                       | -14                     |
| 06/08/2015     | Deutsche Bank AG, Sydney Branch | Sell                                                                                                                   | 1.94                                      | -2,486                                                    | -2,486                  |
| 25/08/2015     | Deutsche Bank AG, Sydney Branch | Buy                                                                                                                    | 1.51                                      | 12,140                                                    | 12,140                  |
| 25/08/2015     | Deutsche Bank AG, Sydney Branch | Sell                                                                                                                   | 1.64                                      | -2,140                                                    | -2,140                  |
| 03/09/2015     | Deutsche Bank AG, Sydney Branch | Sell                                                                                                                   | 1.79                                      | -10,000                                                   | -10,000                 |
| 20/10/2015     | Deutsche Bank AG, Sydney Branch | Buy                                                                                                                    | 1.85                                      | 5,000                                                     | 5,000                   |
| 20/10/2015     | Deutsche Bank AG, Sydney Branch | Buy                                                                                                                    | 1.82                                      | 1,079                                                     | 1,079                   |
| 21/10/2015     | Deutsche Bank AG, Sydney Branch | Buy                                                                                                                    | 1.86                                      | 4                                                         | 4                       |
| 21/10/2015     | Deutsche Bank AG, Sydney Branch | Sell                                                                                                                   | 1.87                                      | -226                                                      | -226                    |
| 21/10/2015     | Deutsche Bank AG, Sydney Branch | Sell                                                                                                                   | 1.88                                      | -5,000                                                    | -5,000                  |
|                |                                 | Exercise of rehypothecation right under a prime brokerage agreement with Cadence Capital Limited (Refer to Schedule 2) |                                           |                                                           |                         |
| 26/10/2015     | Deutsche Bank AG, London Branch |                                                                                                                        | N/A                                       | 1,368,721                                                 | 1,368,721               |
|                |                                 | Exercise of rehypothecation right under a prime brokerage agreement with Cadence Capital Limited (Refer to Schedule 2) |                                           |                                                           |                         |
| 27/10/2015     | Deutsche Bank AG, London Branch |                                                                                                                        | N/A                                       | 14,621                                                    | 14,621                  |
| 27/10/2015     | Deutsche Bank AG, Sydney Branch | Buy                                                                                                                    | 1.91                                      | 73                                                        | 73                      |
| 27/10/2015     | Deutsche Bank AG, Sydney Branch | Sell                                                                                                                   | 1.93                                      | -695                                                      | -695                    |
|                |                                 | Exercise of rehypothecation right under a prime brokerage agreement with Cadence Capital Limited (Refer to Schedule 2) |                                           |                                                           |                         |
| 28/10/2015     | Deutsche Bank AG, London Branch |                                                                                                                        | N/A                                       | 29,277                                                    | 29,277                  |
| 04/11/2015     | Deutsche Bank AG, Sydney Branch | Sell                                                                                                                   | 1.90                                      | -88                                                       | -88                     |

Schedule 1

| Date of change | Holder of relevant interest     | Nature of change | Consideration given in relation to change | Class and number of securities affected (Ordinary Shares) | Person's votes affected |
|----------------|---------------------------------|------------------|-------------------------------------------|-----------------------------------------------------------|-------------------------|
| 06/11/2015     | Deutsche Bank AG, Sydney Branch | Buy              | 1.88                                      | 2,245                                                     | 2,245                   |
| 10/11/2015     | Deutsche Bank AG, Sydney Branch | Sell             | 1.89                                      | -236                                                      | -236                    |
| 12/11/2015     | Deutsche Bank AG, Sydney Branch | Sell             | 1.90                                      | -1,068                                                    | -1,068                  |
| 13/11/2015     | Deutsche Bank AG, Sydney Branch | Buy              | 1.91                                      | 10,927,836                                                | 10,927,836              |

## Schedule 2

|                                                          |                                                                    |
|----------------------------------------------------------|--------------------------------------------------------------------|
| <b>Type of Agreement:</b>                                | Prime Brokerage Agreement                                          |
| <b>Parties to Agreement:</b>                             | (1) Deutsche Bank AG, London Branch<br>(2) Cadence Capital Limited |
| <b>Transfer date:</b>                                    | 26 October 2015<br>27 October 2015<br>28 October 2015              |
| <b>Holder of voting rights:</b>                          | Registered holder                                                  |
| <b>Are there any restrictions on voting rights:</b>      | No                                                                 |
| If yes, detail:                                          | No                                                                 |
| <b>Scheduled return date (if any):</b>                   | None (subject to the terms of the relevant loan)                   |
| <b>Does the borrower have the right to return early:</b> | Yes                                                                |
| If yes, detail:                                          | The borrower has the right to return at any time.                  |
| <b>Does the lender have the right to recall early:</b>   | Yes                                                                |
| If yes, detail:                                          | The lender has the right to recall at any time                     |
| <b>Will the securities be returned on settlement:</b>    | Yes                                                                |
| If yes, detail any exceptions:                           | Borrower may return the cash value thereof                         |