

Notice of initial substantial holder

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

CGC

To: Company Name/Scheme **The Secretary**
Costa Group Holdings Limited
Unit 1
275 Robinsons Road
Ravenhall VIC 3023

Ph: (03) 8363 9000
Fax: (03) 8363 9099

ACN

151 363 129

1. Details of substantial shareholder

Name & ACN (if applicable)

National Australia Bank Limited (ACN 004 044 937) and its associated entities listed in Annexure A

The holder became a substantial holder on 28/03/2018

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 had a relevant interest in on the date the substantial holder became a substantial holder are as follows:

| Class of securities | Number of securities | Persons' votes | Voting power |
|----------------------------|-----------------------------|-----------------------|---------------------|
| Fully paid ordinary shares | 16,708,805 | 16,708,805 | 5.226% |

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 | Class and number of securities |
|------------------------------------|--|---|
| MLC Investments Limited | Power to control the voting and /or disposal of securities pursuant to its position as the responsible entity or trustee of various managed investment schemes and trusts. | Fully paid ordinary shares 9,630,445 |
| MLC Wealth Management Limited | Power to control the voting and /or disposal of securities pursuant to its position as the responsible entity or trustee of various managed investment schemes and trusts | Fully paid ordinary shares 24,836 |
| Antares Capital Partners Limited | Power to control the voting and /or disposal of securities pursuant to its position as the responsible entity or trustee of various managed investment schemes or trusts. | Fully paid ordinary shares 1,722,480 |
| MLC Wealth Management Limited | Power to exercise voting rights pursuant to position held as the Registrable Superannuation Entity licensee for the superannuation products it issues. | Fully paid ordinary shares 127,320 |
| NULIS Nominees (Australia) Limited | Power to control the voting and /or disposal of securities pursuant to position held as manager under investment mandate. | Fully paid ordinary shares 311 |
| National Australia Bank Limited | Power to control the voting and /or disposal of securities pursuant to securities lending agreements. | Fully paid ordinary shares 3,944,700 |
| JBWere Limited | Power to control the voting and /or disposal of securities pursuant to position as investment manager for various client portfolios. | Fully paid ordinary shares 644,542 |
| Antares Capital Partners Limited | Power to control the voting and /or disposal of securities pursuant to its position as the responsible entity or trustee of various managed investment schemes or trusts. | Fully paid ordinary shares 354,292 |

| | | |
|---------------------------------|--|---------------------------------------|
| National Australia Bank Limited | Power to control the voting and /or disposal of securities pursuant to securities lending agreements. | Fully paid ordinary shares 145,242 |
| Bank of New Zealand | Powers to control the disposal and/or voting of securities, contained in an investment management contract for Bank of New Zealand's discretionary investment management, portfolio custody and execution service. | Fully paid ordinary shares 114,637 |
| TOTAL | | 16,708,805 |

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 | Class and number of securities |
|------------------------------------|--|--|---|
| MLC Investments Limited | National Nominees Limited (ACN 004 278 899) | | Fully paid ordinary shares 9,630,445 |
| MLC Wealth Management Limited | National Nominees Limited (ACN 004 278 899) | | Fully paid ordinary shares 24,836 |
| Antares Capital Partners Limited | National Nominees Limited (ACN 004 278 899) | | Fully paid ordinary shares 1,722,480 |
| MLC Wealth Management Limited | Navigator Australia Limited (ACN 006 302 987) | | Fully paid ordinary shares 127,320 |
| NULIS Nominees (Australia) Limited | National Nominees Limited (ACN 004 278 899) | | Fully paid ordinary shares 311 |
| National Australia Bank Limited | National Nominees Limited (ACN 004 278 899) | | Fully paid ordinary shares 3,944,700 |
| JBWere Limited | Invia Custodian Pty Limited (ACN 006 127 984) | | Fully paid ordinary shares 644,542 |
| Antares Capital Partners Limited | National Nominees Limited (ACN 004 278 899) | | Fully paid ordinary shares 354,292 |
| National Australia Bank Limited | National Nominees Limited (ACN 004 278 899) | | Fully paid ordinary shares 145,242 |
| Bank of New Zealand | FNZ Custodians Limited (NZBN 9429036641093) | | Fully paid ordinary shares 114,637 |
| | | TOTAL | 16,708,805 |

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 | | Class and number of securities |
|---------------------------------|--|---|----------|--------------------------------|
| | | Cash | Non-cash | Fully paid ordinary shares |
| MLC Investments Limited | 27/03/2018 | \$199,344.74 | | 27,645 |
| MLC Investments Limited | 27/03/2018 | \$62,306.43 | | 8,615 |
| MLC Investments Limited | 28/03/2018 | \$294,459.85 | | 42,023 |
| National Australia Bank Limited | 22/03/2018 to 28/03/2018 - Securities Lending | No consideration directly referable to the securities provided by NAB | | Refer to Appendix 1 Table |
| National Australia Bank Limited | 28/03/2018 - Stock borrow (refer Appendix 2) | No consideration directly referable to the securities provided by NAB | | 145,242 |
| Bank of New Zealand | 22/03/2018 | \$927.56 | | 125 |
| Bank of New Zealand | 22/03/2018 | \$10,263.00 | | 1,392 |
| Bank of New Zealand | 23/03/2018 | \$10,205.84 | | 1,397 |
| Bank of New Zealand | 23/03/2018 | \$2,174.37 | | 297 |
| Bank of New Zealand | 23/03/2018 | \$1,796.00 | | 245 |
| Bank of New Zealand | 23/03/2018 | \$2,565.71 | | 350 |
| Bank of New Zealand | 23/03/2018 | \$1,568.75 | | 214 |
| Bank of New Zealand | 23/03/2018 | \$1,876.64 | | 256 |
| Bank of New Zealand | 23/03/2018 | \$2,697.67 | | 368 |
| Bank of New Zealand | 23/03/2018 | \$2,257.83 | | 308 |
| Bank of New Zealand | 23/03/2018 | \$1,781.34 | | 243 |
| Bank of New Zealand | 23/03/2018 | \$2,419.10 | | 330 |
| Bank of New Zealand | 23/03/2018 | \$2,111.22 | | 288 |
| Bank of New Zealand | 23/03/2018 | \$1,949.94 | | 266 |
| Bank of New Zealand | 23/03/2018 | \$2,976.23 | | 406 |
| Bank of New Zealand | 23/03/2018 | \$2,514.40 | | 343 |
| Bank of New Zealand | 23/03/2018 | \$4,276.29 | | 581 |
| Bank of New Zealand | 23/03/2018 | \$4,653.63 | | 632 |
| Bank of New Zealand | 26/03/2018 | \$4,625.72 | | 632 |
| Bank of New Zealand | 26/03/2018 | \$2,981.30 | | 407 |
| Bank of New Zealand | 26/03/2018 | \$2,281.39 | | 314 |
| Bank of New Zealand | 26/03/2018 | \$2,093.03 | | 288 |
| Bank of New Zealand | 26/03/2018 | \$10,203.60 | | 1,407 |
| Bank of New Zealand | 26/03/2018 | \$7,093.07 | | 978 |
| Bank of New Zealand | 27/03/2018 | \$3,268.03 | | 452 |
| Bank of New Zealand | 28/03/2018 | \$5,485.11 | | 765 |
| Bank of New Zealand | 28/03/2018 | \$2,438.62 | | 343 |

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 |
|------------------------------------|--|
| MLC Investments Limited | MLC Investments Limited is a wholly owned subsidiary of MLC Holdings Limited whose ultimate parent is National Australia Bank Limited. |
| MLC Wealth Management Limited | MLC Wealth Management Limited is a wholly owned subsidiary of National Wealth Management Holdings Limited whose ultimate parent is National Australia Bank Limited. |
| NULIS Nominees (Australia) Limited | NULIS Nominees (Australia) Limited is a wholly owned subsidiary of National Wealth Management Holdings Limited whose ultimate parent is National Australia Bank Limited. |
| Antares Capital Partners Limited | Antares Capital Partners Limited is a wholly owned subsidiary of National Wealth Management Holdings Limited whose ultimate parent is National Australia Bank Limited. |
| JBWere Limited | JBWere Limited is a wholly owned subsidiary of National Wealth Management Holdings Limited whose ultimate parent is National Australia Bank Limited. |
| Bank of New Zealand | Bank of New Zealand is a wholly owned subsidiary of National Australia Group (NZ) Limited whose ultimate parent is National Australia Bank Limited. |

7. Addresses

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

| Name | Address |
|------------------------------------|--|
| National Australia Bank Limited | Level 1 800 Bourke Street DOCKLANDS VIC 3008 |
| MLC Investments Limited | Ground Floor 105-153 Miller Street NORTH SYDNEY NSW 2060 |
| NULIS Nominees (Australia) Limited | Ground Floor 105-153 Miller Street NORTH SYDNEY NSW 2060 |
| National Nominees Limited | Level 1 800 Bourke Street DOCKLANDS VIC 3008 |
| MLC Wealth Management Limited | Ground Floor 105-153 Miller Street NORTH SYDNEY NSW 2060 |
| Navigator Australia Limited | Ground Floor 105-153 Miller Street NORTH SYDNEY NSW 2060 |
| Antares Capital Partners Limited | Ground Floor 105-153 Miller Street NORTH SYDNEY NSW 2060 |
| JBWere Limited | Level 15 101 Collins Street MELBOURNE VIC 3000 |
| Invia Custodian Pty Limited | Level 15 101 Collins Street MELBOURNE VIC 3000 |
| Bank of New Zealand | Level 4 80 Queen Street AUCKLAND NEW ZEALAND |
| FNZ Custodians Limited | Level 7 256 Lambton Quay WELLINGTON NEW ZEALAND |

Signature

| | | |
|-----------|--------------------------|---|
| Name | Elizabeth Melville-Jones | Capacity Company Secretary for and on behalf of National Australia Bank Limited |
| Signature | | 04/04/2018 |

Appendix 1 - CGC

| | | |
|--|--|--|
| Type of agreement and parties to agreement | National Australia Bank Limited and Securities Borrowing Agreement (SBA) clients MOTOR TRADES ASSOCIATION OF AUSTRALIA (iv) SUPERANNUATION FUND PTY LIMITED | National Australia Bank Limited and AMSLA Counterparties (a) DEUTSCHE SECURITIES AUSTRALIA LIMITED (b) UBS SECURITIES AUSTRALIA LTD (g) INSTINET AUSTRALIA PTY LTD |
| Transfer dates | 22/3/2018 to 28/3/2018 Specific dates for each transfer can be found by matching the number reference in the 'Type of agreement and parties to agreement' field to the accompanying list of transactions. | 22/3/2018 to 28/3/2018 Specific dates for each transfer can be found by matching the number reference in the 'Type of agreement and parties to agreement' field to the accompanying list of transactions. |
| Holder of voting rights | Registered owner | Registered owner |
| Are there any restrictions on voting | The registered owner holds voting rights. However, in certain circumstances the lender may request for the borrower to use best endeavours to arrange for voting instructions to be exercised in accordance with the instructions from the lender. | The registered owner holds voting rights. However, in certain circumstances the lender may request for the borrower to use best endeavours to arrange for voting instructions to be exercised in accordance with the instructions from the lender. |
| Scheduled date of return (if any) | On demand | On demand |
| Does the borrower have the right to return early? | Yes - at notice | Yes - at notice |
| Does the lender have the right to recall early? | Yes - at notice | Yes - at notice |
| Will the securities be returned on settlement? | Yes, or equivalent protection under Securities Borrowing Agreement. | Yes, or equivalent protection under AMSLA. |
| National Australia Bank Limited will, if required by the company or responsible entity to whom the prescribed form must be given or ASIC give a copy of the agreements to the company, responsible entity or ASIC. | | |

Appendix 1- CGC

| Date | Nature of Change | Consideration | No. of Securities | Class | AMSLA Counterparty |
|------------|----------------------------|---------------|-------------------|-------|--------------------|
| 22/03/2018 | Settle Sec Loan | | 10000 | ORD | (g) |
| 23/03/2018 | Collateral Settle Sec Loan | | 2960000 | ORD | (a) |
| 23/03/2018 | Collateral Return Security | | -2960000 | ORD | (a) |
| 26/03/2018 | Collateral Settle Sec Loan | | 2891000 | ORD | (a) |
| 26/03/2018 | Collateral Return Security | | -2061300 | ORD | (a) |
| 26/03/2018 | Collateral Return Security | | -25000 | ORD | (b) |
| 27/03/2018 | Return Security | | -10000 | ORD | (g) |
| 28/03/2018 | Collateral Settle Sec Loan | | 2000000 | ORD | (a) |

Appendix 1- CGC

| Date | Nature of Change | Consideration | No. of Securities | Class | SBA Counterparty |
|------------|------------------|---------------|-------------------|-------|------------------|
| 22/03/2018 | Settle Sec Loan | | 10000 | ORD | (iv) |
| 27/03/2018 | Return Security | | -10000 | ORD | (iv) |

APPENDIX 2 – CGC

| | |
|---|--|
| Type of agreement and parties to agreement | National Australia Bank Limited and Securities Borrowing Agreement clients AMSLA Counterparties BARCLAYS BANK-LON |
| Transfer dates | 22 March 2018 to 28 March 2018 |
| Holder of voting rights | Registered owner |
| Are there any restrictions on voting | No |
| Scheduled date of return (if any) | N/A |
| Does the borrower have the right to return early? | Yes – at notice |
| Does the lender have the right to recall early? | Yes – at notice |
| Will the securities be returned on settlement? | Yes, or equivalent protection under Securities Borrowing Agreement /AMSLA |

National Australia Bank Limited will, if required by the company or responsible entity to whom the prescribed form must be given or ASIC, give a copy of the agreements to the company, responsible entity or ASIC.

This is Annexure A of 3 pages referred to in the Form 603 Notice of initial substantial holder signed by me and dated 04/04/2018

Elizabeth Melville-Jones, Company Secretary

ADVANTEDGE FINANCIAL SERVICES HOLDINGS PTY LTD

ADVANTEDGE FINANCIAL SERVICES PTY LTD

ADVANTEDGE FINANCIAL SOLUTIONS PTY LTD

AF&L DRAGON LEASING PTY LTD

AF&L VISTA PTY LTD

AFSH NOMINEES PTY LTD

ANCHORAGE HOME LOANS PTY LTD

ANGARA COMPANY LIMITED

ANTARES CAPITAL PARTNERS LTD

APOGEE FINANCIAL PLANNING LIMITED

ARDB LIMITED

ASIBOND PTY. LIMITED

AUSMAQ LIMITED

AUSTRALIAN COMPANY NUMBER 094 484 625 LIMITED

BANK OF NEW ZEALAND

BLSSA PTY LTD

BNZ BRANCH PROPERTIES LTD

BNZ EQUITY INVESTMENTS NO.2 LIMITED

BNZ FACILITIES MANAGEMENT LIMITED

BNZ INCOME SECURITIES 2 LIMITED

BNZ INCOME SECURITIES LIMITED

BNZ INSURANCE SERVICES LIMITED

BNZ INTERNATIONAL FUNDING LTD

BNZ INVESTMENT SERVICES LIMITED

BNZ INVESTMENTS LTD

BNZ LIFE INSURANCE LIMITED

BNZ PROPERTY INVESTMENTS LTD

CBC HOLDINGS LIMITED (IN LIQUIDATION)

CHOICE LEND PTY LTD (IN LIQUIDATION)

CRUICKSHANK ASSET MANAGEMENT PTY LTD

CUSTOM CREDIT CORPORATION LTD (IN LIQUIDATION)

CUSTOM CREDIT HOLDINGS LTD (IN LIQUIDATION)

DIBA EQUITIES LIMITED

DIBA INVESTMENTS LIMITED

EQUITY MANAGEMENT UNIT HOLDINGS (NO.2) PTY LTD

EQUITY MANAGEMENT UNIT HOLDINGS PTY LTD

FASTLEND PTY LTD (IN LIQUIDATION)

FINANCE & SYSTEMS TECHNOLOGY HOLDINGS PTY LIMITED (IN LIQUIDATION)

FINANCE & SYSTEMS TECHNOLOGY PTY LTD

FINTRACK MEMBERS PTY LTD (IN LIQUIDATION)

GODFREY PEMBROKE LIMITED

GWM ADVISER SERVICES LIMITED

| |
|---|
| HICAPS PTY LTD |
| INDEPENDENT MORTGAGE AFFILIATES PTY LIMITED (IN LIQUIDATION) |
| INVIA CUSTODIAN PTY LIMITED |
| JBWERE (NZ) PTY LTD |
| JBWERE LIMITED |
| LIMEHOUSE INVESTMENTS PTY LIMITED |
| MEDFIN AUSTRALIA PTY LIMITED |
| MERITUM FINANCIAL GROUP PTY LTD |
| MERITUM FINANCIAL PLANNING PTY LTD |
| MLC ALLIANCE HOLDINGS PTY LIMITED |
| MLC HOLDINGS LIMITED |
| MLC INVESTMENTS LIMITED |
| MLC LIFETIME COMPANY LIMITED |
| MLC NOMINEES PTY LTD |
| MLC PROPERTIES PTY. LIMITED |
| MLC WEALTH MANAGEMENT LIMITED |
| MORTGAGE SUPPORT SERVICES PTY LTD (IN LIQUIDATION) |
| MSS MF PTY LTD (IN LIQUIDATION) |
| MSS MFA PTY LTD (IN LIQUIDATION) |
| MUDCHUTE PTY LIMITED |
| NAB ASSET MANAGEMENT LIMITED |
| NAB ASSET MANAGEMENT SERVICES LIMITED |
| NAB CAPITAL LLC |
| NAB EUROPE LIMITED |
| NAB INVESTMENTS LIMITED |
| NAB PROPERTIES AUSTRALIA LIMITED |
| NAB TRUST SERVICES LIMITED |
| NAB VENTURES PTY LIMITED |
| NABCAPITAL LEASING (NO.2) PTY LIMITED |
| NABINVEST (UK) LIMITED |
| NABINVEST CAPITAL PARTNERS PTY LIMITED |
| NABINVEST UK RE LIMITED |
| NABSECURITIES, LLC |
| NAM NT RAIL PTY LIMITED |
| NATIONAL AMERICAS HOLDINGS LLC |
| NATIONAL ASSET MANAGEMENT LIMITED |
| NATIONAL AUSTRALIA BANK LIMITED |
| NATIONAL AUSTRALIA CORPORATE SERVICES LIMITED |
| NATIONAL AUSTRALIA FINANCE (ASIA) LIMITED |
| NATIONAL AUSTRALIA FINANCE (COMMERCIAL LEASING) LIMITED |
| NATIONAL AUSTRALIA FINANCE (EUROPE HOLDINGS) LIMITED |
| NATIONAL AUSTRALIA FINANCE (INFRASTRUCTURE LEASING NO.1) LIMITED (IN LIQUIDATION) |
| NATIONAL AUSTRALIA FINANCE (INFRASTRUCTURE LEASING NO.2) LIMITED |
| NATIONAL AUSTRALIA FINANCE (LEASING) LIMITED (IN LIQUIDATION) |
| NATIONAL AUSTRALIA FINANCE (VESSEL LEASING NO.1) LIMITED |
| NATIONAL AUSTRALIA FINANCE (VESSEL LEASING NO.2) LIMITED (IN LIQUIDATION) |
| NATIONAL AUSTRALIA FINANCE (VESSEL LEASING NO.4) LIMITED (IN LIQUIDATION) |
| NATIONAL AUSTRALIA FINANCE (VESSEL LEASING NO.5) LIMITED |
| NATIONAL AUSTRALIA FINANCE (VESSEL LEASING NO.6) LIMITED |

| |
|---|
| NATIONAL AUSTRALIA FINANCE (VESSEL LEASING) LIMITED |
| NATIONAL AUSTRALIA FINANCIAL MANAGEMENT LIMITED |
| NATIONAL AUSTRALIA FUNDING (DELAWARE) INC. |
| NATIONAL AUSTRALIA GROUP (NZ) LIMITED |
| NATIONAL AUSTRALIA GROUP SERVICES LTD |
| NATIONAL AUSTRALIA INVESTMENT CAPITAL LIMITED |
| NATIONAL AUSTRALIA MANAGERS LIMITED |
| NATIONAL AUSTRALIA PKI HOLDINGS LLC |
| NATIONAL AUSTRALIA UNDERWRITERS LIMITED |
| NATIONAL CAPITAL HOLDINGS I INC. |
| NATIONAL EQUITIES LIMITED |
| NATIONAL FUNDING HOLDINGS PTY LTD |
| NATIONAL HK INVESTMENTS LIMITED |
| NATIONAL MARGIN SERVICES PTY LIMITED |
| NATIONAL MARKETS GROUP LIMITED |
| NATIONAL MORTGAGE SECURITIES, INC. |
| NATIONAL NOMINEES LIMITED |
| NATIONAL OBU PTY LIMITED |
| NATIONAL WEALTH MANAGEMENT HOLDINGS LIMITED |
| NATIONAL WEALTH MANAGEMENT INTERNATIONAL HOLDINGS LTD |
| NATIONAL WEALTH MANAGEMENT NEW ZEALAND HOLDINGS LTD |
| NATIONAL WEALTH MANAGEMENT SERVICES LTD |
| NAUTILUS INSURANCE PTE LIMITED |
| NAUTILUS NAB LIMITED |
| NAVIGATOR AUSTRALIA LIMITED |
| NBA PROPERTIES LIMITED |
| NMS NOMINEES PTY LIMITED |
| NULIS NOMINEES (AUSTRALIA) LIMITED |
| NWMH SUB (CANADA) INC |
| NWMH SUB LIMITED |
| PARTOWN PTY. LIMITED |
| PENNLEY PTY LTD |
| PFS NOMINEES PTY LIMITED |
| PLAN AUSTRALIA OPERATIONS PTY. LTD. |
| PLAN GROUP NOMINEES PTY LTD |
| PLAN LENDING PTY LTD (IN LIQUIDATION) |
| PLUM FINANCIAL SERVICES LIMITED |
| PRESIMA INC. |
| PROFESSIONAL LENDERS ASSOCIATION NETWORK OF AUSTRALIA PTY. LTD. |
| TASOVAC PTY LIMITED |
| THE DEEP IN HULL LIMITED |
| VALEWIN PTY. LIMITED |
| WEALTHHUB SECURITIES LIMITED |
| WEALTHHUB SECURITIES NOMINEES PTY LIMITED |
| WM LIFE AUSTRALIA LIMITED |