

## Form 604

Corporations Act 2001  
Section 671B

### Notice of change of interests of substantial holder

To Company Name/ Scheme BEGA CHEESE LIMITED

ACN/ ARSN 008 358 503

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

Name Ethical Partners Funds Management Pty Ltd

ACN/ ARSN (if applicable) 623 475 454

There was a change in the interests of the substantial holder on 18/07/2019

The previous notice was given to the company on 26/06/2019

The previous notice was dated 24/06/2019

#### 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)
FPO	10,734,929	5.02%	13,119,943	6.14%

**\*Based on issued capital of 213,733,920 shares**

#### 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:

**NOTE: For individual transaction details please refer to annexure A**

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
25/06/2019 - 18/07/2019	Ethical Partners Funds Management Pty Ltd	Acquisition of 1,554,669 shares	Consideration for Acquisition of Shares \$7,213,077	1,554,669 shares	1,554,669 shares
		Transfer in 830,345 shares		830,345 shares	830,345 shares

#### 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	Class and number of securities	Person's votes
See Schedule 1					

**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
N/A	

**6. Addresses**

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

Name	Address
Ethical Partners Funds Management Pty Ltd	Suite 3, Level 4, 130 Pitt St, Sydney, NSW 2000, Australia

**Signature**

Print name                     Matt Nacard                     Capacity                     Chief Executive Officer                    

Sign here                      Date           22 / 7 / 2019          

**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.

**Schedule 1 - Ethical Partners Funds Management Pty Ltd change in substantial holding for BEGA CHEESE LIMITED**  
**Details of relevant interests**

Holder of relevant interest	Nature of relevant interest	Class and number of securities
Ethical Partners Funds Management Pty Ltd	Power to (or to control) exercise vote and/or dispose of the securities as discretionary investment managers or advisers of superannuation funds, pooled superannuation trusts, managed investment schemes and investment management agreements.	Fully paid ordinary shares 13,119,943

**Details of present registered holders**

Holder of relevant interest	Registered holder of securities	Persons entitled to be a registered holder	Class and number of securities
1 Ethical Partners Funds Management Pty Ltd	JP Morgan Nominees Australia Ltd	JP Morgan Nominees Australia Ltd	5,938,566 FPO
2 Ethical Partners Funds Management Pty Ltd	State Street Australia Limited	State Street Australia Limited	7,181,377 FPO
3			
4			
5			
6			
7			
8			

## Annexure A - Transaction Details

Holder of Relevant Interest	Transaction	Trade Date	Units	Capital
JP Morgan Nominees Australia Ltd	Buy Equities	25/06/2019	17,704.00	87,678.99
JP Morgan Nominees Australia Ltd	Buy Equities	12/07/2019	79,416.00	358,960.32
JP Morgan Nominees Australia Ltd	Buy Equities	25/06/2019	143,531.00	710,836.70
JP Morgan Nominees Australia Ltd	Buy Equities	12/07/2019	609,380.00	2,754,397.60
JP Morgan Nominees Australia Ltd	Buy Equities	25/06/2019	37,364.00	185,045.06
JP Morgan Nominees Australia Ltd	Buy Equities	12/07/2019	140,336.00	634,318.72
State Street Australia Limited	Buy Equities	25/06/2019	66,324.00	328,469.34
State Street Australia Limited	Buy Equities	12/07/2019	295,537.00	1,335,827.24
State Street Australia Limited	Buy Equities	18/07/2019	830,345.00	3,686,731.80
State Street Australia Limited	Buy Equities	25/06/2019	165,077.00	817,543.18