

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/ Scheme Nick Scali Limited

ACN/ ARSN 000 403 896

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 06/02/2020

The previous notice was given to the company on 02/08/2019

The previous notice was dated 31/07/2019

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	6,291,453	7.77%	5,444,962	6.72%

*Based on issued capital of 81,000,000 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
01/08/2019 - 06/02/2020	Ethical Partners Funds Management Pty Ltd	Acquisition of 1,289,884 shares	Consideration for Acquisition of Shares \$8,471,670	1,289,884 shares	1,289,884 shares
		Disposal of 2,136,375 shares	Consideration for Disposal of Shares \$14,637,510	2,136,375 shares	2,136,375 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 10/02/2020

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 Nick Scali 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 5,444,962

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	2,431,873 FPO
2 Ethical Partners Funds Management Pty Ltd	State Street Australia Limited	State Street Australia Limited	3,013,089 FPO
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Annexure A - Transaction Details

Holder of Relevant Interest	Transaction	Trade Date	Units	Capital
State Street Australia Limited	Sell Equities	08/08/2019	418.00	(2,843.84)
State Street Australia Limited	Sell Equities	08/08/2019	2,652.00	(18,060.12)
State Street Australia Limited	Sell Equities	09/08/2019	11,166.00	(72,579.00)
State Street Australia Limited	Sell Equities	03/09/2019	15,859.00	(108,158.38)
State Street Australia Limited	Buy Equities	03/09/2019	23,340.00	155,211.00
State Street Australia Limited	Sell Equities	02/10/2019	1,494.00	(10,958.77)
State Street Australia Limited	Sell Equities	10/10/2019	51,726.00	(351,736.80)
State Street Australia Limited	Buy Equities	15/10/2019	5,542.00	34,141.21
State Street Australia Limited	Sell Equities	16/10/2019	17,722.00	(114,868.49)
State Street Australia Limited	Buy Equities	13/11/2019	34,685.00	214,006.45
State Street Australia Limited	Sell Equities	06/02/2020	12,048.00	(95,557.67)
JP Morgan Nominees Australia Ltd	Sell Equities	08/08/2019	293.00	(1,993.41)
JP Morgan Nominees Australia Ltd	Sell Equities	08/08/2019	1,859.00	(12,659.79)
JP Morgan Nominees Australia Ltd	Sell Equities	09/08/2019	8,069.00	(52,448.50)
JP Morgan Nominees Australia Ltd	Buy Equities	03/09/2019	18,653.00	124,042.45
JP Morgan Nominees Australia Ltd	Sell Equities	03/09/2019	11,176.00	(76,220.32)
JP Morgan Nominees Australia Ltd	Sell Equities	02/10/2019	1,126.00	(8,259.42)
JP Morgan Nominees Australia Ltd	Sell Equities	10/10/2019	38,688.00	(263,078.40)
JP Morgan Nominees Australia Ltd	Buy Equities	15/10/2019	4,158.00	25,615.15
JP Morgan Nominees Australia Ltd	Sell Equities	16/10/2019	14,843.00	(96,207.71)
JP Morgan Nominees Australia Ltd	Buy Equities	23/12/2019	31,825.00	224,205.28
JP Morgan Nominees Australia Ltd	Sell Equities	06/02/2020	10,513.00	(83,382.95)
JP Morgan Nominees Australia Ltd	Sell Equities	08/08/2019	2,284.00	(15,539.06)
JP Morgan Nominees Australia Ltd	Sell Equities	08/08/2019	14,477.00	(98,588.37)
JP Morgan Nominees Australia Ltd	Sell Equities	09/08/2019	57,587.00	(374,315.50)
JP Morgan Nominees Australia Ltd	Buy Equities	16/08/2019	153,467.00	976,050.12
JP Morgan Nominees Australia Ltd	Buy Equities	19/08/2019	26,881.00	180,841.69
JP Morgan Nominees Australia Ltd	Buy Equities	03/09/2019	198,681.00	1,321,228.65
JP Morgan Nominees Australia Ltd	Sell Equities	03/09/2019	97,054.00	(661,908.28)
JP Morgan Nominees Australia Ltd	Sell Equities	02/10/2019	8,987.00	(65,921.33)
JP Morgan Nominees Australia Ltd	Sell Equities	10/10/2019	318,593.00	(2,166,432.40)
JP Morgan Nominees Australia Ltd	Buy Equities	15/10/2019	33,729.00	207,785.78
JP Morgan Nominees Australia Ltd	Sell Equities	16/10/2019	109,355.00	(708,805.10)
JP Morgan Nominees Australia Ltd	Buy Equities	03/12/2019	17,950.00	114,598.44
JP Morgan Nominees Australia Ltd	Buy Equities	03/02/2020	2,530.00	17,944.19
JP Morgan Nominees Australia Ltd	Sell Equities	06/02/2020	76,677.00	(608,157.02)
JP Morgan Nominees Australia Ltd	Sell Equities	08/08/2019	526.00	(3,578.61)
JP Morgan Nominees Australia Ltd	Sell Equities	08/08/2019	3,336.00	(22,718.16)
JP Morgan Nominees Australia Ltd	Sell Equities	09/08/2019	13,254.00	(86,151.00)
JP Morgan Nominees Australia Ltd	Sell Equities	03/09/2019	19,242.00	(131,230.44)
JP Morgan Nominees Australia Ltd	Buy Equities	03/09/2019	12,401.00	82,466.65
JP Morgan Nominees Australia Ltd	Sell Equities	02/10/2019	1,839.00	(13,489.41)
JP Morgan Nominees Australia Ltd	Sell Equities	10/10/2019	63,911.00	(434,594.80)
JP Morgan Nominees Australia Ltd	Buy Equities	15/10/2019	6,661.00	41,034.75
JP Morgan Nominees Australia Ltd	Sell Equities	16/10/2019	21,712.00	(140,730.43)
JP Morgan Nominees Australia Ltd	Buy Equities	03/12/2019	3,362.00	21,464.06
JP Morgan Nominees Australia Ltd	Sell Equities	06/02/2020	15,429.00	(122,373.78)
State Street Australia Limited	Sell Equities	08/08/2019	1,513.00	(10,293.61)
State Street Australia Limited	Sell Equities	08/08/2019	9,590.00	(65,307.90)
State Street Australia Limited	Sell Equities	09/08/2019	41,892.00	(272,298.00)
State Street Australia Limited	Sell Equities	03/09/2019	59,280.00	(404,289.60)
State Street Australia Limited	Buy Equities	03/09/2019	50,583.00	336,376.95
State Street Australia Limited	Sell Equities	02/10/2019	5,643.00	(41,392.46)
State Street Australia Limited	Sell Equities	10/10/2019	192,960.00	(1,312,128.00)
State Street Australia Limited	Buy Equities	15/10/2019	20,851.00	128,451.52
State Street Australia Limited	Sell Equities	16/10/2019	73,790.00	(478,283.83)
State Street Australia Limited	Sell Equities	06/02/2020	43,729.00	(346,832.80)
State Street Australia Limited	Sell Equities	08/08/2019	2,854.00	(19,417.02)
State Street Australia Limited	Sell Equities	08/08/2019	18,086.00	(123,165.66)
State Street Australia Limited	Sell Equities	09/08/2019	65,781.00	(427,576.50)
State Street Australia Limited	Buy Equities	03/09/2019	596,342.00	3,965,674.30
State Street Australia Limited	Sell Equities	03/09/2019	97,389.00	(664,192.98)
State Street Australia Limited	Sell Equities	02/10/2019	8,704.00	(63,845.47)
State Street Australia Limited	Sell Equities	10/10/2019	314,122.00	(2,136,029.60)
State Street Australia Limited	Buy Equities	15/10/2019	33,357.00	205,494.10
State Street Australia Limited	Sell Equities	16/10/2019	107,578.00	(697,287.14)
State Street Australia Limited	Buy Equities	03/12/2019	14,886.00	95,036.90
State Street Australia Limited	Sell Equities	06/02/2020	69,549.00	(551,621.90)