

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme ADORE BEAUTY GROUP LIMITED

ACN/ARSN 636 138 988

1. Details of substantial holder (1)

Name Morgan Stanley and its subsidiaries listed in Annexure A

ACN/ARSN (if applicable) Not Applicable

The holder became a substantial holder on March 18, 2022

The holder became aware on March 22, 2022

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 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	7,216,419	7,216,419	7.67%
			Based on 94,124,497 Ordinary Shares Outstanding

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
Morgan Stanley & Co. International plc	Holder of securities subject to an obligation to return under a prime brokerage agreement.	561,235 Ordinary Shares
Morgan Stanley & Co. International plc	Shares held or in respect of which the holder may exercise control over disposal in the ordinary course of sales and trading businesses.	3,822,363 Ordinary Shares
Morgan Stanley Australia Securities Limited	Shares held or in respect of which the holder may exercise control over disposal in the ordinary course of sales and trading businesses.	2,832,821 Ordinary Shares
Each of the entities (as listed in Annexure A) in the Morgan Stanley group upstream of the above entities	Each of the above entities is a body corporate that each upstream entity controls and therefore has the relevant interests that the above entities collectively have.	7,216,419 Ordinary Shares (N.B.: Total of the above direct interest)

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
Morgan Stanley & Co. International plc	HSBC Custody Nominees (Australia) Limited	Not Applicable	4,383,598 Ordinary Shares
Morgan Stanley Australia Securities Limited	Morgan Stanley Australia Securities (Nominee) Pty Limited	Not Applicable	2,832,821 Ordinary Shares

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)		Class and number interest of securities
		Cash	Non-cash	
Morgan Stanley & Co. International plc	11/19/2021	N/A	Collateral Received	53,321 Ordinary Shares
Morgan Stanley & Co. International plc	11/23/2021	N/A	Borrow	67,898 Ordinary Shares
Morgan Stanley & Co. International plc	11/23/2021	N/A	Collateral Received	44,071 Ordinary Shares
Morgan Stanley & Co. International plc	11/29/2021	N/A	Borrow	88,568 Ordinary Shares
Morgan Stanley & Co. International plc	11/30/2021	N/A	Collateral Received	67,898 Ordinary Shares
Morgan Stanley & Co. International plc	12/07/2021	N/A	Collateral Received	156,466 Ordinary Shares
Morgan Stanley & Co. International plc	12/09/2021	N/A	Borrow	102,500 Ordinary Shares
Morgan Stanley & Co. International plc	12/09/2021	N/A	Collateral Received	53,966 Ordinary Shares
Morgan Stanley Australia Securities Limited	12/10/2021	443.04	Buy	104 Ordinary Shares
Morgan Stanley & Co. International plc	12/22/2021	N/A	Collateral Received	165,290 Ordinary Shares
Morgan Stanley & Co. International plc	12/30/2021	N/A	Collateral Received	97,524 Ordinary Shares
Morgan Stanley Australia Securities Limited	01/06/2022	576.77	Buy	137 Ordinary Shares
Morgan Stanley Australia Securities Limited	01/06/2022	713.80	Buy	166 Ordinary Shares
Morgan Stanley Australia Securities Limited	01/06/2022	565.65	Buy	135 Ordinary Shares
Morgan Stanley Australia Securities Limited	01/06/2022	190.08	Buy	44 Ordinary Shares
Morgan Stanley Australia Securities Limited	01/06/2022	143.55	Buy	33 Ordinary Shares
Morgan Stanley Australia Securities Limited	01/06/2022	714.45	Buy	165 Ordinary Shares
Morgan Stanley Australia Securities Limited	01/06/2022	1,232.66	Buy	286 Ordinary Shares
Morgan Stanley Australia Securities Limited	01/07/2022	790.97	Buy	181 Ordinary Shares
Morgan Stanley Australia Securities Limited	01/07/2022	354.78	Buy	81 Ordinary Shares
Morgan Stanley Australia Securities Limited	01/07/2022	353.16	Buy	81 Ordinary Shares
Morgan Stanley Australia Securities Limited	01/10/2022	17.08	Buy	4 Ordinary Shares
Morgan Stanley Australia Securities Limited	01/12/2022	683.20	Buy	160 Ordinary Shares
Morgan Stanley Australia Securities Limited	01/19/2022	2,514.85	Buy	689 Ordinary Shares
Morgan Stanley & Co. International plc	02/01/2022	N/A	Borrow	50,000 Ordinary Shares
Morgan Stanley & Co. International plc	02/04/2022	N/A	Borrow	9,831 Ordinary Shares
Morgan Stanley & Co. International plc	02/15/2022	N/A	Borrow	8,562 Ordinary Shares
Morgan Stanley Australia Securities Limited	02/18/2022	914.76	Buy	378 Ordinary Shares
Morgan Stanley Australia Securities Limited	02/18/2022	154.24	Buy	64 Ordinary Shares
Morgan Stanley & Co. International plc	02/25/2022	N/A	Collateral Received	75,000 Ordinary Shares
Morgan Stanley & Co. International plc	02/28/2022	N/A	Borrow	199,036 Ordinary Shares
Morgan Stanley & Co. International plc	03/01/2022	N/A	Borrow	34,840 Ordinary Shares
Morgan Stanley Australia Securities Limited	03/11/2022	2,117.17	Buy	1,013 Ordinary Shares
Morgan Stanley Australia Securities Limited	03/11/2022	13,497.67	Buy	6,397 Ordinary Shares
Morgan Stanley Australia Securities Limited	03/18/2022	5,599,642.00	Buy	2,799,821 Ordinary Shares

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
Morgan Stanley & Co. International plc	Is a body corporate controlled by each upstream entity as listed in Annexure A
Morgan Stanley Australia Securities Limited	Is a body corporate controlled by each upstream entity as listed in Annexure A

7. Addresses

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

Name	Address
Morgan Stanley	1585 Broadway, New York, New York, 10036, USA.
Morgan Stanley & Co. International plc	Legal & Compliance Department, 25 Cabot Square, Canary Wharf, London, E14 4QA, UNITED KINGDOM.
Morgan Stanley Australia Securities Limited	Level 39, Chifley Tower, 2 Chifley Square, Sydney, 2000, AUSTRALIA.

Signature

print name Wilson Li

capacity Vice President

sign here

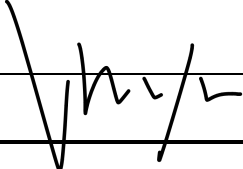
date March 22, 2022

Annexure A

List of Morgan Stanley and its subsidiaries that have a relevant interest or deemed to have a relevant interest in the shares or units stated in Section 3.

Name	
	Morgan Stanley
	└ Morgan Stanley International Holdings Inc.
	└ Morgan Stanley (Australia) Securities Holdings Pty Limited
	└ Morgan Stanley Australia Securities Limited
	└ Morgan Stanley International Limited
	└ Morgan Stanley Investments (UK)
	└ Morgan Stanley & Co. International plc

Signature

print name	Wilson Li	capacity	Vice President
sign here		date	March 22, 2022

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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) Details of the consideration must include any and all benefits, moneys 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.

GUIDE

This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 603.

Signature

This form must be signed by either a director or a secretary of the substantial holder.

Nil

Lodging period

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 ACN 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.

Information in this guide is intended as a guide only. Please consult your accountant or solicitor for further advice.

Annexure B:

This is Annexure B referred to in the Form 603: Notice of becoming a substantial holder issued by Morgan Stanley and its subsidiaries. The following is description of the securities lending agreements referenced in the accompanying Form 603.

Schedule	
Type of Agreement	International Prime Brokerage Agreement
Parties to agreement	Morgan Stanley & Co. International plc for itself and as agent and trustee for and on behalf of the other Morgan Stanley Companies and KARST PEAK THYLACINE MASTER FUND
Transfer Date	20220228;
Holder of Voting Rights	Prime broker has the right to vote securities rehypothecated from the Client.
Are there any restrictions on voting rights?	Yes/No
If yes, detail	Not applicable
Scheduled Return Date (if any)	Open
Does the borrower have the right to return early?	Yes/No
If yes, detail	Prime broker may return shares which were rehypothecated from the client at any time.
Does the lender have the right to recall early?	Yes/No
If yes, detail	Prime broker will be required to return to the client shares rehypothecated from the client's account upon a sale of those shares by the client.
Will the securities be returned on settlement?	Yes/No
If yes, detail any exceptions	Upon an Event of Default, the default market value of all Equivalent Securities to be delivered will be determined and on the basis of the amounts so established, an account shall be taken of what is due from each party to the other. The amounts due from one party shall be set off against the amounts due from the other party and only the balance of the account shall be payable.

The above schedules are based on the relevant standard agreements. The entity filing the report will, if requested by the company or responsible entity to whom the prescribed form must be given or ASIC, give a copy of the agreement to the company, responsible entity or ASIC.

Signature

print name Wilson Li

capacity Vice President

sign here

date March 22, 2022