

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme **ASALEO CARE LTD**

ACN/ARSN **154 461 300**

1. Details of substantial holder (1)

Name **Spheria Asset Management**

ACN/ARSN (if applicable) **611 081 326**

The holder became a substantial holder on **15/05/2019**

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 FULLY PAID	31,132,423	31,132,423	5.73%

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
REFER TO ANNEXURE A		

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
REFER TO ANNEXURE B			

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 of securities
		Cash	Non-cash	
REFER TO ANNEXURE C				

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

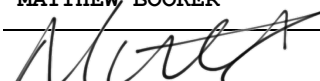
Name and ACN/ARSN (if applicable)	Nature of association
N/A	

7. Addresses

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

Name	Address
REFER TO ANNEXURE D	

Signature

print name **MATTHEW BOOKER** capacity **DIRECTOR**
 sign here  date **17/05/2019**

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 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).

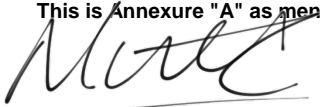
See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, 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.

ASALEO CARE LTD

Annexure A

Holder of relevant interest	Nature of relevant interest	Number of securities	Class of securities
Spheria Asset Management	Spheria Asset Management in its capacity as investment manager has the power to control voting and/or disposal of securities.	31,132,423	Ordinary fully paid

This is Annexure "A" as mentioned in form 603 Notice of initial substantial holder



Matthew Booker

Director

Date: 17/05/2019

ASALEO CARE LTD**Annexure B**

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Number of securities	Class of securities
Spheria Asset Management	BNP Paribas Securities Services	BNP Paribas Securities Services	1,694,716	Ordinary fully paid
Spheria Asset Management	NAB Custodial Services	NAB Custodial Services	2,528,780	Ordinary fully paid
Spheria Asset Management	JP Morgan Chase Bank	JP Morgan Chase Bank	6,176,591	Ordinary fully paid
Spheria Asset Management	Northern Trust	Northern Trust	5,008,529	Ordinary fully paid
Spheria Asset Management	Citibank	Citibank	3,255,145	Ordinary fully paid
Spheria Asset Management	RBC Investor Services Trust	RBC Investor Services Trust	12,468,662	Ordinary fully paid

This is Annexure "B" as mentioned in form 603 Notice of initial substantial holder



Matthew Booker

Director

Date: 17/05/2019

ASALEO CARE LTD

Annexure C

Date of change	Person whose relevant interest changed	Nature of change	Consideration		Class of Securities	Number of securities	Person's votes affected
			Cash	Non-cash			
18/01/2019	Spheria Asset Management	Purchase	\$ 29,524.97		ORDINARY FULLY PAID	32,833	32,833
21/01/2019	As above	Purchase	\$ 71,123.86		ORDINARY FULLY PAID	79,020	79,020
22/01/2019	As above	Purchase	\$ 66,165.27		ORDINARY FULLY PAID	73,783	73,783
23/01/2019	As above	Purchase	\$ 87,183.19		ORDINARY FULLY PAID	96,335	96,335
24/01/2019	As above	Purchase	\$ 134,728.54		ORDINARY FULLY PAID	149,049	149,049
25/01/2019	As above	Purchase	\$ 30,260.89		ORDINARY FULLY PAID	34,001	34,001
30/01/2019	As above	Purchase	\$ 311,763.90		ORDINARY FULLY PAID	350,304	350,304
31/01/2019	As above	Purchase	\$ 524,956.26		ORDINARY FULLY PAID	584,863	584,863
1/02/2019	As above	Purchase	\$ 397,775.91		ORDINARY FULLY PAID	435,467	435,467
4/02/2019	As above	Purchase	\$ 11.36		ORDINARY FULLY PAID	12	12
12/02/2019	As above	Purchase	\$ 1,046,269.82		ORDINARY FULLY PAID	1,046,274	1,046,274
14/02/2019	As above	Purchase	\$ 16,576.77		ORDINARY FULLY PAID	16,245	16,245
15/02/2019	As above	Purchase	\$ 30,291.16		ORDINARY FULLY PAID	29,415	29,415
18/02/2019	As above	Purchase	\$ 123,898.05		ORDINARY FULLY PAID	120,058	120,058
19/02/2019	As above	Purchase	\$ 312,550.26		ORDINARY FULLY PAID	299,834	299,834

20/02/2019	As above	Purchase	\$ 358,612.67		ORDINARY FULLY PAID	378,600	378,600
21/02/2019	As above	Purchase	\$ 227,643.61		ORDINARY FULLY PAID	250,686	250,686
22/02/2019	As above	Purchase	\$ 1,744,330.52		ORDINARY FULLY PAID	1,938,887	1,938,887
26/02/2019	As above	Purchase	\$ 90,883.27		ORDINARY FULLY PAID	102,194	102,194
1/03/2019	As above	Purchase	\$ 13,889.13		ORDINARY FULLY PAID	14,683	14,683
4/03/2019	As above	Purchase	\$ 69,821.16		ORDINARY FULLY PAID	74,536	74,536
5/03/2019	As above	Purchase	\$ 1,413,793.65		ORDINARY FULLY PAID	1,512,821	1,512,821
8/03/2019	As above	Purchase	\$ 65,311.21		ORDINARY FULLY PAID	71,083	71,083
11/03/2019	As above	Purchase	\$ 136,518.39		ORDINARY FULLY PAID	147,897	147,897
13/03/2019	As above	Purchase	\$ 136,073.69		ORDINARY FULLY PAID	149,833	149,833
14/03/2019	As above	Purchase	\$ 27,986.97		ORDINARY FULLY PAID	30,879	30,879
15/03/2019	As above	Purchase	\$ 22,237.85		ORDINARY FULLY PAID	23,971	23,971
18/03/2019	As above	Purchase	\$ 35,660.58		ORDINARY FULLY PAID	39,120	39,120
20/03/2019	As above	Purchase	\$ 82,800.00		ORDINARY FULLY PAID	90,000	90,000
26/03/2019	As above	Purchase	\$ 779,017.18		ORDINARY FULLY PAID	857,521	857,521
2/04/2019	As above	Purchase	\$ 862,428.89		ORDINARY FULLY PAID	980,103	980,103
18/04/2019	As above	Purchase	\$ 54,407.57		ORDINARY FULLY PAID	60,574	60,574
23/04/2019	As above	Purchase	\$ 129,710.09		ORDINARY FULLY PAID	142,132	142,132
24/04/2019	As above	Purchase	\$ 22,828.28		ORDINARY FULLY PAID	24,993	24,993

26/04/2019	As above	In-specie transfer		\$ 749,957.67	ORDINARY FULLY PAID	833,471	833,471
29/04/2019	As above	Purchase	\$ 100,840.95		ORDINARY FULLY PAID	111,640	111,640
30/04/2019	As above	Purchase	\$ 441,592.52		ORDINARY FULLY PAID	480,529	480,529
1/05/2019	As above	Purchase	\$ 18,088.50		ORDINARY FULLY PAID	19,450	19,450
2/05/2019	As above	Purchase	\$ 108,792.07		ORDINARY FULLY PAID	118,897	118,897
3/05/2019	As above	Purchase	\$ 83,853.06		ORDINARY FULLY PAID	91,291	91,291
7/05/2019	As above	Purchase	\$ 33,945.05		ORDINARY FULLY PAID	37,768	37,768
8/05/2019	As above	Purchase	\$ 93,796.56		ORDINARY FULLY PAID	101,711	101,711
9/05/2019	As above	Purchase	\$ 56,959.43		ORDINARY FULLY PAID	61,690	61,690
13/05/2019	As above	Purchase	\$ 601,250.00		ORDINARY FULLY PAID	650,000	650,000
15/05/2019	As above	In-specie transfer		\$ 4,019,905.07	ORDINARY FULLY PAID	4,370,593	4,370,593
16/05/2019	As above	Purchase	\$ 557,313.57		ORDINARY FULLY PAID	625,817	625,817
17/05/2019	As above	Purchase	\$ 10,795.87		ORDINARY FULLY PAID	12,119	12,119

This is Annexure "C" as mentioned in form 603 Notice of initial substantial holder



Matthew Booker
Director

Date: 17/05/2019

ASALEO CARE LTD

Annexure D

Name	Address
Spheria Asset Management	Level 19, 307 Queen St, Brisbane QLD 4000, Australia

This is Annexure "D" as mentioned in form 603 Notice of initial substantial holder



Matthew Booker

Director

Date: 17/05/2019
