



Investment  
Management

22 September 2015

Company Announcements Platform  
Australian Securities Exchange Limited  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam,

**Notice of Initial Substantial Holder**

In accordance with section 671B of the Corporations Act 2001 (Cth), we attach a Notice of Initial Substantial Holder (Form 603) in respect of Vitaco Holdings Limited.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Chris Millard'.

Chris Millard  
Company Secretary

{00009226.DOC}  
BT Investment Management Limited  
ABN 28 126 385 822

GPO Box 7072  
Sydney NSW 2001  
Australia

The Chifley Tower  
Level 15, 2 Chifley Square  
Sydney NSW 2000  
Australia  
Tel 612 8253 2999

[www.btim.com.au](http://www.btim.com.au)

## Form 603

Corporations Act 2001  
Section 671B

### Notice of initial substantial holder

To Company Name/Scheme VITACO HOLDINGS LIMITED (VIT)

ACN/ARSN ACN 606 826 493

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

Name BT INVESTMENT MANAGEMENT LIMITED (BTT)

ACN/ARSN (if applicable) ACN 126 365 822

The holder became a substantial holder on 18/09/2015

#### 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         | 13,500,000           | 13,500,000         |                  |
| Total                   | 13,500,000           | 13,500,000         | 9.70%            |

#### 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)  | Number of securities | Class of securities |
|--|--|----------------------|---------------------|
| BT Investment Management (Fund Services) Limited | BT Investment Management (Fund Services) Limited is the responsible entity of various managed investment schemes and, in that capacity, can exercise the power to vote or dispose of the shares. | 7,796,439            | Ordinary            |
| BT Investment Management (Institutional) Limited | BT Investment Management (Institutional) Limited is the investment manager appointed by various superannuation funds, institutional investors and unit trusts and, in that capacity, can         | 5,703,561            | Ordinary            |

|  |  |  |  |
|--|--|--|--|
|  | exercise the power to vote or dispose of the shares. |  |  |
|--|--|--|--|

#### 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  | Persons entitled to be registered as holder (8) | Class and number of securities |
|--|--|---|--------------------------------|
| BT Investment Management (Fund Services) Limited | HSBC Custody Nominees (Australia) Limited.   | See Annexure 'A'                                | 7,796,439 Ordinary             |
| BT Investment Management (Institutional) Limited | HSBC Custody Nominees (Australia) Limited.<br><br>Australia and New Zealand Banking Group Limited<br><br>National Australia Bank Limited<br><br>National Australian Custodian Services | See Annexure 'A'                                | 5,703,561 Ordinary             |

#### 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 |                                |
|                             |                     |                   |          |                                |

#### 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 |
|-----------------------------------|-----------------------|
|                                   |                       |

#### 7. Addresses

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

| Name   | Address  |
|--|--|
| BT Investment Management Limited (BTT)           | Level 14, Chifley Tower, 2 Chifley Sydney, Sydney NSW 2000 |
| BT Investment Management (Fund Services) Limited | Level 14, Chifley Tower, 2 Chifley Sydney, Sydney NSW 2000 |

|  |   |
|--|---|
| BT Investment Management (Institutional) Limited | Level 14, Chifley Tower, 2 Chifley Square SYDNEY<br>NSW 2000  |
| VITACO HOLDINGS LIMITED (VIT)                    | The Company Secretary,<br>VITACO HOLDINGS LIMITED (VIT)<br>Level 1, 82 Waterloo Road<br>NORTH RYDE NSW 2113<br><br>Tel: +61 02 9490 0300<br>Fax: +61 02 9490 0399 |

Signature

Print name Chris Millard Capacity Company Secretary

Sign here  Date 22/09/2015

## DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (e.g. 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 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 with 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 (e.g. 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.

## ANNEXURE A

This is annexure 'A' referred to in Form 603, Notice of initial substantial holder, lodged for BT Investment Management Limited ACN 126 365 822.

Chris Millard – Company Secretary, BT Investment Management Limited 22/09/2015

Sales & Purchases for the period : 18/05/2015 to 18/09/2015

SECURITY: VIT

### BT Investment Management (Fund Services) Limited

| Date       | Registered Company  | Nature of Change | Quantity         | Consideration       | Class of Securities | Person's votes affected |
|------------|---|------------------|------------------|---------------------|---------------------|-------------------------|
| 16/09/2015 | HSBC Custody Nominees (Australia) Limited.                      | Buy              | 1,124,791        | 2,755,737.95        | Ordinary            | 1,124,791               |
| 16/09/2015 | HSBC Custody Nominees (Australia) Limited.                      | Sale             | -1,124,791       | -2,755,737.95       | Ordinary            | 1,124,791               |
| 16/09/2015 | HSBC Custody Nominees (Australia) Limited.                      | Buy              | 1,124,344        | 2,754,642.80        | Ordinary            | 1,124,344               |
| 16/09/2015 | HSBC Custody Nominees (Australia) Limited.                      | Buy              | 4,622,761        | 0.00                | Ordinary            | 4,622,761               |
| 16/09/2015 | HSBC Custody Nominees (Australia) Limited.                      | Buy              | 1,182,001        | 2,919,542.47        | Ordinary            | 1,182,001               |
| 17/09/2015 | HSBC Custody Nominees (Australia) Limited.                      | Buy              | 433,667          | 1,066,820.82        | Ordinary            | 433,667                 |
| 17/09/2015 | HSBC Custody Nominees (Australia) Limited.                      | Buy              | 433,666          | 1,066,818.36        | Ordinary            | 433,666                 |
|            | <b>Total</b>  |                  | <b>7,796,439</b> | <b>7,807,824.45</b> |                     |                         |
|            | <b>BT Investment Management (Fund Services) Limited Total :</b> |                  | <b>7,796,439</b> | <b>7,807,824.45</b> |                     |                         |

### BT Investment Management (Institutional) Limited

| Date       | Registered Company                              | Nature of Change | Quantity       | Consideration     | Class of Securities | Person's votes affected |
|------------|---|------------------|----------------|-------------------|---------------------|-------------------------|
| 16/09/2015 | Australia and New Zealand Banking Group Limited | Buy              | 30,391         | 74,457.95         | Ordinary            | 30,391                  |
| 16/09/2015 | Australia and New Zealand Banking Group Limited | Buy              | 114,882        | 0.00              | Ordinary            | 114,882                 |
| 16/09/2015 | Australia and New Zealand Banking Group Limited | Buy              | 30,794         | 75,445.30         | Ordinary            | 30,794                  |
| 16/09/2015 | Australia and New Zealand Banking Group Limited | Buy              | 32,374         | 79,963.78         | Ordinary            | 32,374                  |
| 16/09/2015 | Australia and New Zealand Banking Group Limited | Sale             | -30,391        | -74,457.95        | Ordinary            | 30,391                  |
| 17/09/2015 | Australia and New Zealand Banking Group Limited | Buy              | 10,601         | 26,078.46         | Ordinary            | 10,601                  |
| 17/09/2015 | Australia and New Zealand Banking Group Limited | Buy              | 10,600         | 26,076.00         | Ordinary            | 10,600                  |
|            | <b>Total</b>                                    |                  | <b>199,251</b> | <b>207,563.54</b> |                     |                         |

| Date       | Registered Company                         | Nature of Change | Quantity | Consideration | Class of Securities | Person's votes affected |
|------------|--|------------------|----------|---------------|---------------------|-------------------------|
| 16/09/2015 | HSBC Custody Nominees (Australia) Limited. | Buy              | 216,032  | 529,278.40    | Ordinary            | 216,032                 |
| 16/09/2015 | HSBC Custody Nominees (Australia) Limited. | Buy              | 215,422  | 527,783.90    | Ordinary            | 215,422                 |
| 16/09/2015 | HSBC Custody Nominees (Australia) Limited. | Buy              | 226,470  | 559,380.90    | Ordinary            | 226,470                 |
| 16/09/2015 | HSBC Custody Nominees (Australia) Limited. | Sale             | -216,032 | -529,278.40   | Ordinary            | 216,032                 |

|              |  |     |                  |                     |          |         |
|--------------|--|-----|------------------|---------------------|----------|---------|
| 16/09/2015   | HSBC Custody Nominees (Australia) Limited. | Buy | 887,213          | 0.00                | Ordinary | 887,213 |
| 17/09/2015   | HSBC Custody Nominees (Australia) Limited. | Buy | 83,291           | 204,895.86          | Ordinary | 83,291  |
| 17/09/2015   | HSBC Custody Nominees (Australia) Limited. | Buy | 83,291           | 204,895.86          | Ordinary | 83,291  |
| <b>Total</b> |  |     | <b>1,495,687</b> | <b>1,496,956.52</b> |          |         |

| Date         | Registered Company              | Nature of Change | Quantity         | Consideration       | Class of Securities | Person's votes affected |
|--------------|---------------------------------|------------------|------------------|---------------------|---------------------|-------------------------|
| 16/09/2015   | National Australia Bank Limited | Buy              | 387,990          | 950,575.50          | Ordinary            | 387,990                 |
| 16/09/2015   | National Australia Bank Limited | Buy              | 1,592,212        | 0.00                | Ordinary            | 1,592,212               |
| 16/09/2015   | National Australia Bank Limited | Buy              | 388,433          | 951,660.85          | Ordinary            | 388,433                 |
| 16/09/2015   | National Australia Bank Limited | Sale             | -387,990         | -950,575.50         | Ordinary            | 387,990                 |
| 16/09/2015   | National Australia Bank Limited | Buy              | 408,352          | 1,008,629.44        | Ordinary            | 408,352                 |
| 17/09/2015   | National Australia Bank Limited | Buy              | 149,120          | 366,835.20          | Ordinary            | 149,120                 |
| 17/09/2015   | National Australia Bank Limited | Buy              | 149,120          | 366,835.20          | Ordinary            | 149,120                 |
| <b>Total</b> |                                 |                  | <b>2,687,237</b> | <b>2,693,960.69</b> |                     |                         |

| Date         | Registered Company                     | Nature of Change | Quantity         | Consideration       | Class of Securities | Person's votes affected |
|--------------|--|------------------|------------------|---------------------|---------------------|-------------------------|
| 16/09/2015   | National Australian Custodian Services | Buy              | 190,796          | 467,450.20          | Ordinary            | 190,796                 |
| 16/09/2015   | National Australian Custodian Services | Buy              | 782,932          | 0.00                | Ordinary            | 782,932                 |
| 16/09/2015   | National Australian Custodian Services | Buy              | 200,803          | 495,983.41          | Ordinary            | 200,803                 |
| 16/09/2015   | National Australian Custodian Services | Buy              | 191,007          | 467,967.15          | Ordinary            | 191,007                 |
| 16/09/2015   | National Australian Custodian Services | Sale             | -190,796         | -467,450.20         | Ordinary            | 190,796                 |
| 17/09/2015   | National Australian Custodian Services | Buy              | 73,322           | 180,372.12          | Ordinary            | 73,322                  |
| 17/09/2015   | National Australian Custodian Services | Buy              | 73,322           | 180,372.12          | Ordinary            | 73,322                  |
| <b>Total</b> |  |                  | <b>1,321,386</b> | <b>1,324,694.80</b> |                     |                         |

**BT Investment Management (Institutional Limited Total :**

**5,703,561 5,723,175.55**