Pendal Group Limited

Level 14, The Chifley Tower 2 Chifley Square Sydney NSW 2000 Australia

ABN 28 126 385 822



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

21 February 2019

Dear Sir/Madam

Re: Notice of Change of Interests of Substantial Holder

In accordance with section 671B of the Corporations Act 2001 (Cth), we attach a Notice of Change of Interests of Substantial Holder (Form 604) in respect of Eclipx Group Limited (ECX).

Yours faithfully

Joanne Hawkins

Group Company Secretary

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Form 604

Corporations Act 2001 Section 671B

Notice of change of interests of substantial holder

<u>Γο</u> Company Name/Scheme	ECLIPX GROUP LIMITED (ECX)
ACN/ARSN	ACN 131 557 901
1. Details of substantial holder(1)	
Name	PENDAL GROUP LIMITED (PDL)
ACN/ARSN (if applicable)	ACN 126 385 822
There was a change in the interests of the substantial holder on	19/02/2019
The previous notice was given to the compan	ny on 3 <u>/12/2018</u>
The previous notice was dated	29/11/2018

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 in 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)	
ORDINARY	22,458,526	7.03%	18,990,474	5.94%	
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:

Date of change	Person whose relevant interest	Nature of	Consideration	Class and	Person's
	changed	change (6)	given in	number of	votes
			relation to	securities	affected
			change (7)	affected	
19/02/2019	PDL & its Associates, Pendal	See	See	See	See
	Fund Services Limited,	Annexure	Annexure	Annexure	Annexure
	Pendal Institutional Limited	'A'	'A'	'A'	'A'

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 (6)	Class and Number of securities	Person's votes
Pendal Fund Services Limited *	HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited.	Pendal Fund Services Limited is the trustee or responsible entity of various managed investment schemes and, in that capacity, can exercise the power to vote or dispose of the shares.	10,706,079 Ordinary	10,076,079
Pendal Institutional Limited	Australia and New Zealand Banking Group HSBC Custody Nominees (Australia) Limited. State Street Australia Limited	Australia and New Zealand Banking Group HSBC Custody Nominees (Australia) Limited. State Street Australia Limited	Pendal Institutional Limited is the investment manager appointed by various superannuation funds, institutional investors and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares	8,284,395 Ordinary	8,284,395

^{*} Pendal Fund Services Limited has appointed Pendal Institutional Limited to act as the investment manager of the trusts of which it is responsible entity, giving Pendal Institutional Limited the capacity to exercise the power to vote or dispose of the shares. Pendal Institutional Limited therefore also has a relevant interest in shares in which Pendal Fund Services Limited has a relevant interest.

5. Changes in association

The persons who have become associates (2) of, or 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

6. Addresses

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

Name	Address
Pendal Group Limited (PDL)	Level 14, Chifley Tower, 2 Chifley Square,
	Sydney NSW 2000
Pendal Fund Services Limited	Level 14, Chifley Tower, 2 Chifley Square,
	Sydney NSW 2000
Pendal Institutional Limited	Level 14, Chifley Tower, 2 Chifley Square
	SYDNEY NSW 2000
ECLIPX GROUP LIMITED (ECX)	The Company Secretary,
	ECLIPX GROUP LIMITED (ECX)
	Level 32, 1 O'Connell Street
	SYDNEY NSW 2000
	Tel: +61 2 8973 7272

Signatura			
Signature	Print name	Joanne Hawkins	Capacity Company Secretary
		Journe Hawkiiis	
	Sign here		Date 21/02/2019

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 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 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 (e.g. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any changes in that association since the last substantial holding notice.

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ANNEXURE A

This is annexure 'A' referred to in Form 604, Notice of change of interests of substantial holder, lodged for Pendal Group Limited ACN 126 385 822

Joanne Hawkins – Company Secretary, Pendal Group Limited - 21/02/2019

TRANSACTION HISTORY

Sales & Purchases for the period : 30/11/2018 to 19/02/2019

SECURITY: ECX

Pendal Fund Services Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
3/12/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-238,254	-607,547.70	Ordinary	238,254
3/12/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-153,521	-391,478.55	Ordinary	153,521
4/12/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-11,311	-28,390.61	Ordinary	11,311
12/12/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-290,132	-739,836.60	Ordinary	290,132
30/01/2019	HSBC Custody Nominees (Australia) Limited.	Buy	22,508	49,742.68	Ordinary	22,508
12/02/2019	HSBC Custody Nominees (Australia) Limited.	Sell	-118,513	-283,246.07	Ordinary	118,513
13/02/2019	HSBC Custody Nominees (Australia) Limited.	Sell	-370,359	-870,343.65	Ordinary	370,359
14/02/2019	HSBC Custody Nominees (Australia) Limited.	Sell	-148,535	-347,571.90	Ordinary	148,535
14/02/2019	HSBC Custody Nominees (Australia) Limited.	Sell	-3,677	-8,530.64	Ordinary	3,677
15/02/2019	HSBC Custody Nominees (Australia) Limited.	Sell	-17,697	-41,410.98	Ordinary	17,697
15/02/2019	HSBC Custody Nominees (Australia) Limited.	Sell	-55,835	-130,095.55	Ordinary	55,835
12/02/2019	HSBC Custody Nominees (Australia) Limited.	Sell	-152,770	-363,592.60	Ordinary	152,770
12/02/2019	HSBC Custody Nominees (Australia) Limited.	Sell	-65,506	-156,559.34	Ordinary	65,506
13/02/2019	HSBC Custody Nominees (Australia) Limited.	Sell	-79,340	-185,655.60	Ordinary	79,340
13/02/2019	HSBC Custody Nominees (Australia) Limited.	Sell	-5,244	-12,480.72	Ordinary	5,244
18/02/2019	HSBC Custody Nominees (Australia) Limited.	Sell	-12,135	-28,031.85	Ordinary	12,135
18/02/2019	HSBC Custody Nominees (Australia) Limited.	Sell	-23,477	-54,231.87	Ordinary	23,477
18/02/2019	HSBC Custody Nominees (Australia) Limited.	Sell	-255,767	-578,033.42	Ordinary	255,767
18/02/2019	HSBC Custody Nominees (Australia) Limited.	Sell	-5,714	-13,199.34	Ordinary	5,714
	Total		-1,985,279	-4,790,494.31		
	Pendal Fund Services Limited	<u> </u>	-1,985,279	-4,790,494.31		

Pendal Institutional Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
3/12/2018	Australia and New Zealand Banking Group	Sell	-3,653	-9,315.15	Ordinary	9,315
3/12/2018	Australia and New Zealand Banking Group	Sell	-1,776	-4,528.80	Ordinary	4,529
3/12/2018	Australia and New Zealand Banking Group	Sell	-4,794	-12,224.70	Ordinary	12,225

3/12/2018	Australia and New Zealand Banking Group	Sell	-1,762	-4,493.10	Ordinary	4,493
4/12/2018	Australia and New Zealand Banking Group	Sell	-346	-868.46	Ordinary	868
12/12/2018	Australia and New Zealand Banking Group	Sell	-8,875	-22,631.25	Ordinary	22,631
30/01/2019	Australia and New Zealand Banking Group	Sell	-423	-934.83	Ordinary	935
30/01/2019	Australia and New Zealand Banking Group	Sell	-321	-709.41	Ordinary	709
30/01/2019	Australia and New Zealand Banking Group	Sell	-1,709	-3,776.89	Ordinary	3,777
30/01/2019	Australia and New Zealand Banking Group	Sell	-10,434	-23,059.14	Ordinary	23,059
30/01/2019	Australia and New Zealand Banking Group	Sell	-6,855	-15,149.55	Ordinary	15,150
30/01/2019	Australia and New Zealand Banking Group	Sell	-249	-550.29	Ordinary	550
30/01/2019	Australia and New Zealand Banking Group	Sell	-358	-791.18	Ordinary	791
30/01/2019	Australia and New Zealand Banking Group	Sell	-1,202	-2,656.42	Ordinary	2,656
30/01/2019	Australia and New Zealand Banking Group	Sell	-467	-1,032.07	Ordinary	1,032
30/01/2019	Australia and New Zealand Banking Group	Sell	-343	-758.03	Ordinary	758
30/01/2019	Australia and New Zealand Banking Group	Sell	-1,395	-3,082.95	Ordinary	3,083
30/01/2019	Australia and New Zealand Banking Group	Sell	-897	-1,982.37	Ordinary	1,982
30/01/2019	Australia and New Zealand Banking Group	Sell	-128	-282.88	Ordinary	283
30/01/2019	Australia and New Zealand Banking Group	Sell	-7,648	-16,902.08	Ordinary	16,902
30/01/2019	Australia and New Zealand Banking Group	Sell	-7	-15.47	Ordinary	15
30/01/2019	Australia and New Zealand Banking Group	Sell	-105	-232.05	Ordinary	232
30/01/2019	Australia and New Zealand Banking Group	Sell	-1,181	-2,610.01	Ordinary	2,610
30/01/2019	Australia and New Zealand Banking Group	Sell	-5,384	-11,898.64	Ordinary	11,899
30/01/2019	Australia and New Zealand Banking Group	Sell	-34	-75.48	Ordinary	75
30/01/2019	Australia and New Zealand Banking Group	Sell	-1,273	-2,813.33	Ordinary	2,813
12/02/2019	Australia and New Zealand Banking Group	Sell	-1,203	-2,875.17	Ordinary	2,875
12/02/2019	Australia and New Zealand Banking Group	Sell	-3,351	-8,008.89	Ordinary	8,009
12/02/2019	Australia and New Zealand Banking Group	Sell	-5,048	-12,064.72	Ordinary	12,065
12/02/2019	Australia and New Zealand Banking Group	Sell	-104	-248.56	Ordinary	249
12/02/2019	Australia and New Zealand Banking Group	Sell	-8,057	-19,175.66	Ordinary	19,176
13/02/2019	Australia and New Zealand Banking Group	Sell	-754	-1,764.36	Ordinary	1,764
13/02/2019	Australia and New Zealand Banking Group	Sell	-8,992	-21,131.20	Ordinary	21,131
13/02/2019	Australia and New Zealand Banking Group	Sell	-1,378	-3,224.52	Ordinary	3,225
13/02/2019	Australia and New Zealand Banking Group	Sell	-141	-335.58	Ordinary	336
13/02/2019	Australia and New Zealand Banking Group	Sell	-958	-2,251.30	Ordinary	2,251
14/02/2019	Australia and New Zealand Banking Group	Sell	-80	-185.60	Ordinary	186
14/02/2019	Australia and New Zealand Banking Group	Sell	-3,990	-9,336.60	Ordinary	9,337
14/02/2019	Australia and New Zealand Banking Group	Sell	-19	-44.08	Ordinary	44
15/02/2019	Australia and New Zealand Banking Group	Sell	-476	-1,113.84	Ordinary	1,114
15/02/2019	Australia and New Zealand Banking Group	Sell	-45	-104.85	Ordinary	105
15/02/2019	Australia and New Zealand Banking Group	Sell	-1,455	-3,390.15	Ordinary	3,390
18/02/2019	Australia and New Zealand Banking Group	Sell	-1,110	-2,564.10	Ordinary	2,564
18/02/2019	Australia and New Zealand Banking Group	Sell	-2,377	-5,372.02	Ordinary	5,372
18/02/2019	Australia and New Zealand Banking Group	Sell	-89	-201.14	Ordinary	201
18/02/2019	Australia and New Zealand Banking Group	Sell	-4,406	-9,957.56	Ordinary	9,958
	Total		-105,652	-246,724.43	•	
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Pendal Institutional Limited

-246,724.43

-105,652

Pendal Institutional Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
3/12/2018	HSBC Custody Nominees (Australia) Limited	Sell	-42,651	-108,760.05	Ordinary	108,760
3/12/2018	HSBC Custody Nominees (Australia) Limited	Sell	-16,740	-42,687.00	Ordinary	42,687
4/12/2018	HSBC Custody Nominees (Australia) Limited	Sell	-1,715	-4,304.65	Ordinary	4,305
12/12/2018	HSBC Custody Nominees (Australia) Limited	Sell	-10,539	-26,874.45	Ordinary	26,874
12/12/2018	HSBC Custody Nominees (Australia) Limited	Sell	-33,443	-85,279.65	Ordinary	85,280
30/01/2019	HSBC Custody Nominees (Australia) Limited	Buy	3,346	7,394.66	Ordinary	7,395
12/02/2019	HSBC Custody Nominees (Australia) Limited	Sell	-20,595	-49,222.05	Ordinary	49,222
12/02/2019	HSBC Custody Nominees (Australia) Limited	Sell	-26,548	-63,184.24	Ordinary	63,184
12/02/2019	HSBC Custody Nominees (Australia) Limited	Sell	-11,384	-27,207.76	Ordinary	27,208
13/02/2019	HSBC Custody Nominees (Australia) Limited	Sell	-791	-1,882.58	Ordinary	1,883
13/02/2019	HSBC Custody Nominees (Australia) Limited	Sell	-55,905	-131,376.75	Ordinary	131,377
13/02/2019	HSBC Custody Nominees (Australia) Limited	Sell	-11,976	-28,023.84	Ordinary	28,024
14/02/2019	HSBC Custody Nominees (Australia) Limited	Sell	-555	-1,287.60	Ordinary	1,288
14/02/2019	HSBC Custody Nominees (Australia) Limited	Sell	-22,421	-52,465.14	Ordinary	52,465
15/02/2019	HSBC Custody Nominees (Australia) Limited	Sell	-2,671	-6,250.14	Ordinary	6,250
15/02/2019	HSBC Custody Nominees (Australia) Limited	Sell	-8,428	-19,637.24	Ordinary	19,637
18/02/2019	HSBC Custody Nominees (Australia) Limited	Sell	-6,238	-14,409.78	Ordinary	14,410
18/02/2019	HSBC Custody Nominees (Australia) Limited	Sell	-38,608	-87,254.08	Ordinary	87,254
	Total		-307,862	-742,712.34		
	Pendal Institutional Limited		-307,862	-742,712.34		

Pendal Institutional Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
3/12/2018	State Street Australia Limited	Sell	-104,305	-265,977.75	Ordinary	265,978
3/12/2018	State Street Australia Limited	Sell	-1,824	-4,651.20	Ordinary	4,651
3/12/2018	State Street Australia Limited	Sell	-47,186	-120,324.30	Ordinary	120,324
3/12/2018	State Street Australia Limited	Sell	-16,803	-42,847.65	Ordinary	42,848
3/12/2018	State Street Australia Limited	Sell	-8,316	-21,205.80	Ordinary	21,206
3/12/2018	State Street Australia Limited	Sell	-51,146	-130,422.30	Ordinary	130,422
4/12/2018	State Street Australia Limited	Sell	-4,426	-11,109.26	Ordinary	11,109
4/12/2018	State Street Australia Limited	Sell	-2,202	-5,527.02	Ordinary	5,527
12/12/2018	State Street Australia Limited	Sell	-21,407	-54,587.85	Ordinary	54,588
12/12/2018	State Street Australia Limited	Sell	-92,132	-234,936.60	Ordinary	234,937
12/12/2018	State Street Australia Limited	Sell	-39,480	-100,674.00	Ordinary	100,674
12/12/2018	State Street Australia Limited	Sell	-16,999	-43,347.45	Ordinary	43,347
30/01/2019	State Street Australia Limited	Buy	9,722	21,485.62	Ordinary	21,486
30/01/2019	State Street Australia Limited	Buy	4,837	10,689.77	Ordinary	10,690
12/02/2019	State Street Australia Limited	Sell	-22,568	-53,937.52	Ordinary	53,938

12/02/2019	State Street Australia Limited	Sell	-29,093	-69,241.34	Ordinary	69,241
12/02/2019	State Street Australia Limited	Sell	-12,474	-29,812.86	Ordinary	29,813
12/02/2019	State Street Australia Limited	Sell	-11,219	-26,813.41	Ordinary	26,813
12/02/2019	State Street Australia Limited	Sell	-6,201	-14,820.39	Ordinary	14,820
12/02/2019	State Street Australia Limited	Sell	-14,461	-34,417.18	Ordinary	34,417
13/02/2019	State Street Australia Limited	Sell	-15,677	-36,684.18	Ordinary	36,684
13/02/2019	State Street Australia Limited	Sell	-1,036	-2,465.68	Ordinary	2,466
13/02/2019	State Street Australia Limited	Sell	-73,179	-171,970.65	Ordinary	171,971
13/02/2019	State Street Australia Limited	Sell	-31,514	-73,742.76	Ordinary	73,743
13/02/2019	State Street Australia Limited	Sell	-147,108	-345,703.80	Ordinary	345,704
13/02/2019	State Street Australia Limited	Sell	-2,083	-4,957.54	Ordinary	4,958
14/02/2019	State Street Australia Limited	Sell	-727	-1,686.64	Ordinary	1,687
14/02/2019	State Street Australia Limited	Sell	-29,348	-68,674.32	Ordinary	68,674
14/02/2019	State Street Australia Limited	Sell	-58,998	-138,055.32	Ordinary	138,055
14/02/2019	State Street Australia Limited	Sell	-1,461	-3,389.52	Ordinary	3,390
15/02/2019	State Street Australia Limited	Sell	-22,178	-51,674.74	Ordinary	51,675
15/02/2019	State Street Australia Limited	Sell	-7,029	-16,447.86	Ordinary	16,448
15/02/2019	State Street Australia Limited	Sell	-3,497	-8,182.98	Ordinary	8,183
15/02/2019	State Street Australia Limited	Sell	-11,032	-25,704.56	Ordinary	25,705
18/02/2019	State Street Australia Limited	Sell	-16,415	-37,918.65	Ordinary	37,919
18/02/2019	State Street Australia Limited	Sell	-101,592	-229,597.92	Ordinary	229,598
18/02/2019	State Street Australia Limited	Sell	-8,165	-18,861.15	Ordinary	18,861
18/02/2019	State Street Australia Limited	Sell	-50,537	-114,213.62	Ordinary	114,214
	Total		-1,069,259	-2,582,410		
	Pendal Institutional Limited		-1,069,259	-2,582,410.38		