

FACSIMILE

To: The Manager
Company Announcements Office
ASX Limited
20 Bridge Street
Sydney
NSW 2000

Fax No.: +61 2 9347 0005

Date: 01 November 2017

Dear Sir,

Re: HOM – Notification of change in substantial holding

Please find attached Form 604 Notification of change in substantial holding for Homeloans Limited (ASX:HOM) for lodging with, and announcement by the ASX for ASX:HOM Homeloans.

Yours faithfully

Greg Segers
Notifications Administrator, Somers Limited

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme **HOMELOANS LIMITED**ACN/ARSN **095 034 003****1. Details of substantial holder (1)**Name **Somers Limited, ICM Limited, UIL Limited, Permanent Investments Limited, General Provincial Life Pension Fund Limited, Union Mutual Pension Fund Limited and Duncan Saville.**ACN/ARSN (if applicable) **N/A**

There was a change in the interests of the substantial holder on

31 October 2017

The previous notice was given to the company on

25 October 2016

The previous notice was dated

01 November 2016**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)
Ordinary Shares	231,922,076	58.91%	239,787,304	60.16%

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 changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
See Annexure 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
See Annexure B					

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

6. Addresses

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

Name	Address
Somers Limited, ICM Limited, UIL Limited, Permanent Investments Limited, General Provincial Life Pension Fund Limited, Union Mutual Pension Fund Limited and Duncan Saville	34 Bermudiana Road, Hamilton HM12 Bermuda

Signature

print name

sign here

Alasdair Younis

capacity

Director

date

01 November 2017

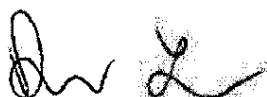
Annexure 'A'

This is Annexure A of 2 pages referred to in Form 604 Notice of change of interests of substantial holder signed by me and dated 01 November 2017.

Print Name Alasdair Younie

Capacity Director

Signature



Date

01 November 2017

Change in relevant interests

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
05 October 2017	Somers Limited	Shares issued as part of the HomeLoans Limited Dividend Reinvestment Plan	1,742,487	4,017,724	4,017,724
05 October 2017	ICM Limited	Relevant interest under sections 608(1)(b) and (c) of the Corporations Act by having power to control the exercise of voting or disposal of shares as investment manager for Somers Limited.		4,017,724	4,017,724
05 October 2017	UIL Limited	Relevant interest under section 608(3)(a) of the Corporations Act by having voting power of above 20% in Somers Limited.		4,017,724	4,017,724
05 October 2017	Permanent Investments Limited	Relevant interest under sections 608(3)(a) of the Corporations Act by having voting power of above 20% in Somers Limited.		4,017,724	4,017,724
05 October 2017	General Provincial Life Pension Fund Limited	Relevant interest under section 608(3)(b) of the Corporations Act by having control over UIL Limited holding greater than 50% of the shares on issue.		4,017,724	4,017,724
05 October 2017	Union Mutual Pension Fund Limited	Relevant interest under section 608(3)(b) of the Corporations Act by having control over General Provincial Life Pension Fund Limited holding 100% of the shares on issue.		4,017,724	4,017,724
05 October 2017	Duncan Saville	Relevant interest under section 608(3)(b) of the Corporations Act by having control over ICM Limited.		4,017,724	4,017,724

Annexure 'A' (contd)

Change in relevant interests

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
6 September 2017 to 31 October 2017	Somers Limited	On Market Purchases	1,676,988	3,847,504	3,847,504
6 September 2017 to 31 October 2017	ICM Limited	Relevant interest under sections 608(1)(b) and (c) of the Corporations Act by having power to control the exercise of voting or disposal of shares as investment manager for Somers Limited.		3,847,504	3,847,504
6 September 2017 to 31 October 2017	UIL Limited	Relevant interest under section 608(3)(a) of the Corporations Act by having voting power of above 20% in Somers Limited.		3,847,504	3,847,504
6 September 2017 to 31 October 2017	Permahent Investments Limited	Relevant interest under sections 608(3)(a) of the Corporations Act by having voting power of above 20% in Somers Limited.		3,847,504	3,847,504
6 September 2017 to 31 October 2017	General Provincial Life Pension Fund Limited	Relevant interest under section 608(3)(b) of the Corporations Act by having control over UIL Limited holding greater than 50% of the shares on issue.		3,847,504	3,847,504
6 September 2017 to 31 October 2017	Union Mutual Pension Fund Limited	Relevant interest under section 608(3)(b) of the Corporations Act by having control over General Provincial Life Pension Fund Limited holding 100% of the shares on issue.		3,847,504	3,847,504
6 September 2017 to 31 October 2017	Duncan Saville	Relevant interest under section 608(3)(b) of the Corporations Act by having control over ICM Limited.		3,847,504	3,847,504

Annexure 'B'

This is Annexure B of 1 page referred to in Form 604 Notice of change of interests of substantial holder signed by me and dated 1 November 2017.

Print Name Alasdair Younie

Capacity

Director

Signature



Date

1 November 2017

Present relevant interests

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
Somers Limited	JP Morgan Nominees Australia Limited	Somers Limited	Beneficial owner	239,787,304 ordinary shares	239,787,304
ICM Limited	JP Morgan Nominees Australia Limited	Somers Limited	Relevant interest under sections 608(1)(b) and (c) of the Corporations Act by having power to control the exercise of voting or disposal of shares as investment manager for Somers Limited.	239,787,304 ordinary shares	239,787,304
UIL Limited	JP Morgan Nominees Australia Limited	Somers Limited	Relevant interest under section 608(3)(a) of the Corporations Act by having voting power of above 20% in Somers Limited.	239,787,304 ordinary shares	239,787,304
Permanent Investments Limited	JP Morgan Nominees Australia Limited	Somers Limited	Relevant interest under sections 608(3)(a) of the Corporations Act by having voting power of above 20% in Somers Limited.	239,787,304 ordinary shares	239,787,304
General Provincial Life Pension Fund Limited	JP Morgan Nominees Australia Limited	Somers Limited	Relevant interest under section 608(3)(b) of the Corporations Act by having control over UIL Limited holding greater than 50% of the shares on issue.	239,787,304 ordinary shares	239,787,304
Union Mutual Pension Fund Limited	JP Morgan Nominees Australia Limited	Somers Limited	Relevant interest under section 608(3)(b) of the Corporations Act by having control over General Provincial Life Pension Fund Limited holding 100% of the shares on issue.	239,787,304 ordinary shares	239,787,304
Duncan Saville	JP Morgan Nominees Australia Limited	Somers Limited	Relevant interest under section 608(3)(b) of the Corporations Act by having control over ICM Limited.	239,787,304 ordinary shares	239,787,304