

NAOS ASSET
MANAGEMENT
LIMITED

ABN 22 107 824 120

N
A
O
S

Level 34, MLC Centre
19 Martin Place
Sydney NSW 2000

T (02) 8002 1576
F (02) 8215 0037
E enquiries@naos.com.au

www.naos.com.au

15 November 2019

The Manager
Market Announcements Office
ASX Limited
By fax: 1300 135 638

Dear Sir/Madam,

360 Capital Total Return Fund (ASX:TOT)
Notice of change of interests of substantial holder (Form 604)

In accordance with section 671B of the Corporations Act 2001 (Cth), please find attached a Form 604 in relation to 360 Capital Total Return Fund (ASX:TOT), lodged on behalf of NAOS Asset Management Limited and Related Parties.

Yours faithfully,



Sebastian Evans
Director

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/ Scheme 360 Capital Total Return Fund (TOT)

ACN/ARSN 602 303 613

1. Details of substantial holders(1)

Name Naos Asset Management Limited

ACN/ARSN (if applicable) 107 624 126

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

15 / 11 / 2019

The previous notice was given to the company on

21 / 10 / 2019

The previous notice was dated

21 / 10 / 2019

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	11,576,629	14.59%	9,908,511	12.48%

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
15/11/19	Naos Asset Management Limited & Related Parties	On Market		1,668,118 Ordinary Stapled Units	1,668,118

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
Naos Asset Management Limited	Various	Various entities which have appointed Naos Asset Management as Investment Manager.	Ability to influence the voting and disposal of the securities	9,908,511 Ordinary Stapled Units	12.48%

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 of AC/ARSN (if applicable)	Nature of association

6. Addresses

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

Name	Address
NAOS Substantial Holders	c/- Level 34, MLC Centre, 19 Martin Place, Sydney NSW 2000

Signature

print name Sebastian Evans capacity On behalf of the NAOS Substantial Holders

sign here



date 15 / 11 / 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 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 or 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 (eg. if the relevant interest arises because of an option) write "unknown".
 - (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.