

**Form 605**  
Corporations Act 2001  
Section 671B

## Notice of ceasing to be a substantial holder

To Company Name/Scheme TOTAL BRAIN LIMITED

ACN/ARSN 094 069 682

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

Name Morgan Stanley and its subsidiaries listed in Annexure A  
ACN/ARSN (if applicable) Not Applicable

The holder ceased to be a substantial holder on November 14, 2019  
The previous notice was given to the company on October 15, 2019  
The previous notice was dated October 11, 2019  
The holder became aware on November 18, 2019

### 2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to change (5)	Class (6) and number of Securities affected	Person's votes affected
10/14/2019	Morgan Stanley Australia Securities Limited	Buy	1,777.26	34,178 Ordinary Shares	34,178
10/14/2019	Morgan Stanley Australia Securities Limited	Buy	1,047.88	22,780 Ordinary Shares	22,780
10/14/2019	Morgan Stanley Australia Securities Limited	Buy	6,079.91	119,214 Ordinary Shares	119,214
10/14/2019	Morgan Stanley Australia Securities Limited	Buy	263.85	5,277 Ordinary Shares	5,277
10/15/2019	Morgan Stanley Australia Securities Limited	Buy	1,882.82	36,918 Ordinary Shares	36,918
10/15/2019	Morgan Stanley Australia Securities Limited	Buy	2,268.50	45,370 Ordinary Shares	45,370
10/16/2019	Morgan Stanley Australia Securities Limited	Buy	9,861.16	193,356 Ordinary Shares	193,356
10/16/2019	Morgan Stanley Australia Securities Limited	Buy	576.67	12,014 Ordinary Shares	12,014
10/16/2019	Morgan Stanley Australia Securities Limited	Buy	3,400.00	68,000 Ordinary Shares	68,000
10/16/2019	Morgan Stanley Australia Securities Limited	Buy	817.31	15,421 Ordinary Shares	15,421
10/17/2019	Morgan Stanley Australia Securities Limited	Buy	735.18	14,138 Ordinary Shares	14,138
10/18/2019	Morgan Stanley Australia Securities Limited	Buy	2,929.52	56,337 Ordinary Shares	56,337
10/18/2019	Morgan Stanley Australia Securities Limited	Buy	4,323.78	84,780 Ordinary Shares	84,780
10/18/2019	Morgan Stanley Australia Securities Limited	Buy	3,481.57	65,690 Ordinary Shares	65,690
10/21/2019	Morgan Stanley Australia Securities Limited	Buy	3,507.30	58,455 Ordinary Shares	58,455
10/21/2019	Morgan Stanley Australia Securities Limited	Buy	2,079.47	36,482 Ordinary Shares	36,482
10/21/2019	Morgan Stanley Australia Securities Limited	Buy	910.55	15,433 Ordinary Shares	15,433
10/21/2019	Morgan Stanley Australia Securities Limited	Buy	1,634.22	29,713 Ordinary Shares	29,713
10/21/2019	Morgan Stanley Australia Securities Limited	Buy	760.73	13,116 Ordinary Shares	13,116
10/21/2019	Morgan Stanley Australia Securities Limited	Buy	475.04	8,797 Ordinary Shares	8,797
11/14/2019	Morgan Stanley Australia Securities Limited	Buy	299,000.00	6,500,000 Ordinary Shares	6,500,000

### 3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) 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
Not Applicable	Not Applicable

#### 4. Addresses

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

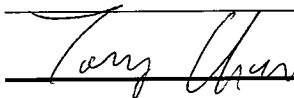
Name	Address
Morgan Stanley	1585 Broadway, New York, New York, 10036, USA.
Morgan Stanley Australia Securities Limited	Level 39, Chifley Tower, 2 Chifley Square, Sydney, 2000, AUSTRALIA.

**Signature**

print name Tony Chen

capacity Vice President

sign here



date November 18, 2019

## Annexure A

List of Morgan Stanley and its subsidiaries that have a relevant interest or deemed to have a relevant interest in the shares or units.

Name
└─ Morgan Stanley
└─ Morgan Stanley International Holdings Inc.
└─ Morgan Stanley (Australia) Securities Holdings Pty Limited
└─ Morgan Stanley Australia Securities Limited

### Signature

print name Tony Chen

capacity Vice President

sign here

*Tony Chen*

date November 18, 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 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) 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.
- (5) Details of the consideration must include any and all benefits, moneys 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

# GUIDE

**This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 605.**

## Signature

This form must be signed by either a director or a secretary of the substantial holder.

## Lodging period

Nil

## Lodging Fee

Nil

## Other forms to be completed

Nil

## Additional information

- (a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form.
- (b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange.
- (c) The person must give a copy of this notice:
  - (i) within 2 business days after they become aware of the information; or
  - (ii) by 9.30 am on the next trading day of the relevant securities exchange after they become aware of the information if:
    - (A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and
    - (B) the person becomes aware of the information during the bid period.

## Annexures

To make any annexure conform to the regulations, you must

- 1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides
- 2 show the corporation name and ACN or ARBN
- 3 number the pages consecutively
- 4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied
- 5 identify the annexure with a mark such as A, B, C, etc
- 6 endorse the annexure with the words:  
*This is annexure (mark) of (number) pages referred to in form (form number and title)*
- 7 sign and date the annexure.

The annexure must be signed by the same person(s) who signed the form.

**Information in this guide is intended as a guide only. Please consult your accountant or solicitor for further advice.**

