

Form 605

Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme Adairs Limited
ACN/ARSN 147 375 451

1. Details of substantial holder (1)

Name JPMorgan Chase & Co. and its affiliates
ACN (if applicable) NA

The holder ceased to be a
Substantial holder on 30/August/2018

The previous notice was given to the company on 30/August/2018

The previous notice was dated 27/August/2018

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 (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
See Appendix	J.P. Morgan Securities Australia Limited	Purchase and sales of shares in its capacity as Principal/Proprietary	See Appendix	29,596 (ordinary)	29,596 (ordinary)
See Appendix	J.P. Morgan Securities Australia Limited	J.P. Morgan ceased to have a relevant interest in Adairs Limited shares to the extent arising under the terms of a sale agreement between J.P. Morgan Securities Australia Limited and Catalyst Buyout Fund 2A Pty Ltd as trustee for the Catalyst Buyout Trust 2A, Catalyst Buyout Fund 2B Pty Ltd as trustee for the Catalyst Buyout Trust 2B and Catalyst General Partner 2 Limited as general partner of Catalyst Buyout Fund 2 LP pursuant to section 608(8) of the Corporations Act 2001 (Cth) (See agreement provided with Form 603 lodged on 29 August 2018)	See Appendix	20,000,000 (Ordinary)	20,000,000 (Ordinary)

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 (if applicable)	Nature of association
J.P. Morgan Securities Australia Limited	Subsidiary of JPMorgan Chase & Co.

4. Addresses

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


Name	Address
JPMorgan Chase & Co.	270 Park Avenue, New York 10017, United States
J.P. Morgan Securities Australia Limited	Level 18, 83-85 Castlereagh Street, Sydney, NSW 2000, Australia

Signature

Print name James Goodfellow

Capacity JPMorgan Chase Bank, N.A.

Sign here



Date 3/September/2018

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 Law.
 - (3) See the definition of "associate" in section 9 of the Corporations Law.
 - (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 Law.
- (5) 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.
 - (6) The voting shares of a company constitute one class unless divided into separate classes.
 - (7) Given details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

ADAIRES LIMITED - AU000000ADH2												
												Appendix
Transaction date	Entity	Type of transaction	Equity/ADR	Ccy	Price	Quantity	Consideration	Total Positions	Issued share capital	% Owned	--Proprietary-- JPMSAL	Total
Balance as of 27 August 2018								22,083,738	165,874,785	13.31%	22,083,738	22,083,738
28-Aug-18	JPMSAL	Purchase	Equity	AUD	2.44	8,751	\$ 21,379.44	22,092,489	165,874,785	13.32%	8,751	8,751
29-Aug-18	JPMSAL	Purchase	Equity	AUD	2.55	7,670	\$ 19,521.80	22,100,159	165,874,785	13.32%	7,670	7,670
30-Aug-18	JPMSAL	Purchase	Equity	AUD	2.59	4,300	\$ 11,130.00	22,104,459	165,874,785	13.33%	4,300	4,300
30-Aug-18	JPMSAL	Purchase	Equity	AUD	2.58	8,875	\$ 22,866.63	22,113,334	165,874,785	13.33%	8,875	8,875
30-Aug-18	JPMSAL	J.P. Morgan ceased to have a relevant interest in Adairs Limited shares to the extent arising under the terms of a sale agreement between J.P. Morgan Securities Australia Limited and Catalyst Buyout Fund 2A Pty Ltd as trustee for the Catalyst Buyout Trust 2A, Catalyst Buyout Fund 2B Pty Ltd as trustee for the Catalyst Buyout Trust 2B and Catalyst General Partner 2 Limited as general partner of Catalyst Buyout Fund 2 LP pursuant to section 608(8) of the Corporations Act 2001 (Cth) (See agreement provided with Form 603 lodged on 29 August 2018)	Equity	AUD	N/A	(20,000,000)	N/A	2,113,334	165,874,785	1.27%	(20,000,000)	(20,000,000)
Balance as of 30 August 2018								2,113,334	165,874,785	1.27%	2,113,334	2,113,334
JPMSAL-J.P. Morgan Securities Australia Limited												