

Fax Cover Sheet

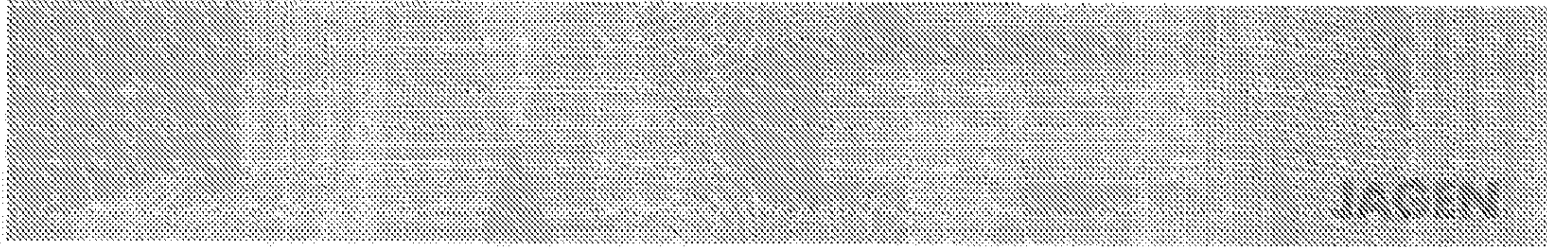
Fax Number: 1300135638

From: truc

Re: ASX Market announcement

Sent On: Tue Dec 04 2018, 15:33 AEDT

of pages to follow this sheet: 4



Facsimile

From: Jagen Pty Ltd

To: ASX Market Announcements

Tel: +61 3 96618270

Fax: +61 3 9661 8257

Fax:

1300135638

Date: 4/12/2018

Cc

Pages: 4 (including cover page)

Please find attached the amended Form 603 notification for Jagen Pty Ltd.

Regards

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To: Company Name/Scheme: OPTHEA LIMITED

ACN/ARSN 32 008 340 567

1. Details of substantial holder (1)

Name JAGEN PTY LTD

ACN/ARSN (if applicable) 63 005 137 851

The holder became a substantial holder on 28 /11 / 2018

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

| Class of securities (4) | Number of securities | Person's votes (5) | Voting power (6) |
|-------------------------|----------------------|--------------------|------------------|
| ORDINARY SHARES | 18,202,068 | 18,202,068 | 7.31% |

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

| Holder of relevant interest | Nature of relevant interest (7) | Class and number of securities |
|-----------------------------|---------------------------------|--------------------------------|
| SEE ANNEXURE A | | |

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder (8) | Class and number of securities |
|-----------------------------|---------------------------------|--|--------------------------------|
| SEE ANNEXURE B | | | |

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

| Holder of relevant interest | Date of acquisition | Consideration (9) | | Class and number of securities |
|-----------------------------|---------------------|-------------------|----------|--------------------------------|
| | | Cash | Non-cash | |
| JAGEN PTY LTD | 28/11/2018 | \$1,869,111.26 | | ORD 4,254,254 |

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

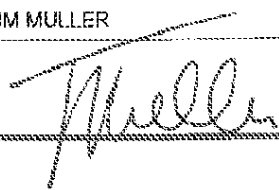
| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|--------------------------|
| ALL REGISTERED HOLDERS ARE | RELATED BODIES CORPORATE |
| | |

7. Addresses

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

| Name | Address |
|------------------------|--------------------------------------|
| ALL REGISTERED HOLDERS | 8 OXFORD STREET SOUTH YARRA VIC 3141 |
| | |

Signature

print name **TIM MULLER** capacity **COMPANY SECRETARY**
 sign here  date **4 / 12 / 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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) 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.

JAGEN PTY LTD (ACN 63 005 137 851)

ANNEXURE A: DETAILS OF RELEVANT INTEREST.

| HOLDER OF RELEVANT INTEREST | NATURE OF RELEVANT INTEREST | CLASS AND NUMBER OF SECURITIES |
|-----------------------------|-----------------------------|--------------------------------|
| JAGEN PTY LTD | ON MARKET SHARE ACQUISITION | ORD 1,439,056 |
| JAGEN PTY LTD | SHARE PLACEMENT | ORD 7,327,190 |
| JAGEN PTY LTD | CONVERSION OF OPTIONS | ORD 4,254,294 |
| BORL LIMITED PARTNERSHIP | ON MARKET SHARE ACQUISITION | ORD 74,000 |
| JL FAMILY NOMINEES PTY LTD | SHARE PLACEMENT | ORD 2,150,538 |
| LL FAMILY NOMINEES PTY LTD | SHARE PLACEMENT | ORD 2,150,538 |
| NL FAMILY NOMINEES PTY LTD | SHARE PLACEMENT | ORD 806,452 |

ANNEXURE B: DETAILS OF PRESENT REGISTERED HOLDERS.

| HOLDER OF RELEVANT INTEREST | REGISTERED HOLDER OF SECURITIES | PERSON ENTITLED TO BE REGISTERED AS HOLDER | CLASS AND NUMBER OF SECURITIES |
|-----------------------------|---------------------------------|--|--------------------------------|
| JAGEN PTY LTD | JAGEN PTY LTD | JAGEN PTY LTD | ORD 13,020,540 |
| BORL LIMITED PARTNERSHIP | BORL LIMITED PARTNERSHIP | BORL LIMITED PARTNERSHIP | ORD 74,000 |
| JL FAMILY NOMINEES PTY LTD | JL FAMILY NOMINEES PTY LTD | JL FAMILY NOMINEES PTY LTD | ORD 2,150,538 |
| LL FAMILY NOMINEES PTY LTD | LL FAMILY NOMINEES PTY LTD | LL FAMILY NOMINEES PTY LTD | ORD 2,150,538 |
| NL FAMILY NOMINEES PTY LTD | NL FAMILY NOMINEES PTY LTD | NL FAMILY NOMINEES PTY LTD | ORD 806,452 |

The above annexures are referred to Form 603, Notice of Initial Sustainable Shareholder.
Dated 28 November 2018.



Tim Muller

Company Secretary