

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme: **HEALTHSCOPE LIMITED**

ACN/ARSN **144 840 639**

1. Details of substantial shareholder

Name **Deutsche Bank AG and its related bodies corporate (together, the "Deutsche Bank Group")**

ACN/ARSN (if applicable) **064 165 162**

There was a change in the interests of the substantial holder on **30 November 2018**

The previous notice was given to the company on **28 November 2018**

The previous notice was dated **26 November 2018**

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	108,266,747	6.22%	152,124,927	8.74%

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
Refer to Schedule 1.					

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 (Ordinary shares)	Person's Votes
Deutsche Bank AG, Sydney Branch	Bainpro Nominees Pty Ltd	Deutsche Bank AG, Sydney Branch	Power to dispose of, or control the exercise of a power to dispose of, the securities held in capacity as principal	16,063,980	16,063,980
	Unknown			127,215,578	127,215,578
			Deutsche Bank AG, Sydney Branch has a deemed relevant interest under s608(3)(a) of the Corporations Act 2001 through its 49.9% shareholding in Craigs Investment Partners Ltd. Craigs Investment Partners Ltd has the power to dispose of or control the exercise of a power to dispose of, the securities held in the capacity as investment manager.	101,570	101,570
			Deutsche Bank AG, Sydney Branch has a deemed relevant interest under s608(3)(a) of the Corporations Act 2001 through its 49.9% shareholding in Craigs Investment Partners Ltd. For the purposes of this notice, Craigs Investment Partners Limited has a deemed relevant interest under s608(3)(b) of the Corporations Act 2001 through its 50% shareholding in Wilsons Holding Company Pty Ltd. Wilsons Holding Company Pty Ltd. has the power to dispose of or control the exercise of a power to dispose of, the securities held in the capacity as investment manager.	11,826	11,826

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 (Ordinary shares)	Person's Votes
Deutsche Asset Management (UK) Limited	Statestreet Bank Luxembourg	Deutsche Asset Management (UK) Limited	Power to dispose of, or control the exercise of a power to dispose of, the securities held in capacity as investment manager	125,617	125,617
Deutsche Asset Management S.A.		Deutsche Asset Management S.A.	Power to exercise, or control the exercise of, the voting rights of the securities held in capacity as investment manager		
Deutsche Bank AG London	Unknown	Deutsche Bank AG London	Power to dispose of, or control the exercise of a power to dispose of, the securities held pursuant to securities lending agreements Refer to Schedule 2	8,000,000	8,000,000
			Power to exercise, or control the exercise of, the voting rights and/or disposal of the securities held in capacity as principal	459,124	459,124
DWS International GmbH	Unknown	DWS International GmbH	Power to dispose of, or control the exercise of a power to dispose of, the securities held in capacity as investment manager	98,126	98,126
Deutsche Investment Management Americas Inc.	Unknown	Deutsche Investment Management Americas Inc.	Power to exercise, or control the exercise of, the voting rights of the securities held in capacity as investment manager	20,973	20,973
DBX Advisors LLC	Unknown	DBX Advisors LLC	Power to dispose of, or control the exercise of a power to dispose of, the securities held in capacity as investment manager	28,133	28,133

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
N/A	

6. Addresses

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

Name	Address
Deutsche Bank AG, Sydney Branch	Level 16, Deutsche Bank Place, Corner Hunter and Philip Street, Sydney, NSW, Australia 2000
Bainpro Nominees Pty Ltd	Level 16, Deutsche Bank Place, Corner Hunter and Philip Street, Sydney, NSW, Australia 2000
Deutsche Asset Management (UK) Limited	Winchester House, 1 Great Winchester Street, London, Great Britain EC2N 2DB
Deutsche Asset Management S.A.	2, Boulevard Konrad Adenauer, Luxembourg 1115, Luxembourg
Deutsche Bank AG, London Branch	Winchester House, 1 Great Winchester Street, London, Great Britain EC2N 2DB
Deutsche Investment Management Americas Inc.	1209 Orange Street, Corporation Trust Center, Wilmington, Delaware, United States 19801
DBX Advisors LLC	1209 Orange Street, Corporation Trust Center, Wilmington, Delaware, United States 19801
DWS International GmbH	Mainzer Landstraße 11-17, Frankfurt / 60329, Hessen, Germany



Signature

Name Harsha Narashimha
Deutsche Bank AG, Hong Kong Branch

4 December 2018

Schedule 1

Date of change	Holder of relevant interest	Nature of change	Consideration given in relation to change	Number of securities affected	Person's votes
27/11/2018	Deutsche Bank AG, Sydney Branch	SELL	2.19	-279,626	-279,626
27/11/2018	Deutsche Bank AG, Sydney Branch	SELL	2.17	-132,868	-132,868
27/11/2018	Deutsche Bank AG, Sydney Branch	SELL	2.17	-114,059	-114,059
27/11/2018	Deutsche Bank AG, Sydney Branch	SELL	2.20	-99,901	-99,901
27/11/2018	Deutsche Bank AG, London Branch	SELL	2.17	-68,812	-68,812
27/11/2018	Deutsche Bank AG, Sydney Branch	SELL	2.17	-67,285	-67,285
27/11/2018	Deutsche Bank AG, London Branch	SELL	2.17	-28,612	-28,612
27/11/2018	Deutsche Bank AG, Sydney Branch	SELL	2.17	-26,521	-26,521
27/11/2018	Deutsche Bank AG, Sydney Branch	SELL	2.19	-15,590	-15,590
27/11/2018	Deutsche Bank AG, Sydney Branch	SELL	2.19	-4,134	-4,134
27/11/2018	Deutsche Bank AG, Sydney Branch	SELL	2.17	-3,972	-3,972
27/11/2018	Deutsche Bank AG, Sydney Branch	SELL	2.20	-2,000	-2,000
27/11/2018	Deutsche Bank AG, London Branch	SELL	2.17	-461	-461
27/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.17	532	532
27/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.19	2,000	2,000
27/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.19	6,818	6,818
27/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.19	15,863	15,863
27/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.17	26,521	26,521
27/11/2018	Deutsche Bank AG, London Branch	BUY	2.17	28,612	28,612
27/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.17	67,285	67,285
27/11/2018	Deutsche Bank AG, London Branch	BUY	2.17	68,812	68,812
27/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.17	99,369	99,369
27/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.17	132,868	132,868
27/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.17	150,000	150,000
27/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.17	159,389	159,389
27/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.19	262,944	262,944
27/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.19	278,450	278,450
27/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.19	4,151,567	4,151,567
28/11/2018	Deutsche Bank AG, London Branch	SELL	2.15	-520,000	-520,000
28/11/2018	Deutsche Bank AG, Sydney Branch	SELL	2.15	-262,000	-262,000
28/11/2018	Deutsche Bank AG, Sydney Branch	SELL	2.14	-112,188	-112,188
28/11/2018	Deutsche Bank AG, Sydney Branch	SELL	2.16	-106,552	-106,552
28/11/2018	Deutsche Bank AG, Sydney Branch	SELL	2.16	-64,507	-64,507
28/11/2018	Deutsche Bank AG, Sydney Branch	SELL	2.16	-57,374	-57,374
28/11/2018	Deutsche Bank AG, Sydney Branch	SELL	2.15	-55,972	-55,972
28/11/2018	Deutsche Bank AG, Sydney Branch	SELL	2.16	-55,375	-55,375
28/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.14	597	597
28/11/2018	Deutsche Asset Management S.A.	BUY	2.16	878	878
28/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.16	1,388	1,388
28/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.13	9,085	9,085
28/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.16	55,375	55,375
28/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.16	57,374	57,374
28/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.16	57,592	57,592
28/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.16	106,552	106,552
28/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.16	106,552	106,552
28/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.14	306,657	306,657
28/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.13	703,006	703,006
29/11/2018	Deutsche Bank AG, London Branch	Return of stock borrow to Cit Bank	N/A	-8,000,000	-8,000,000
29/11/2018	Deutsche Bank AG, Sydney Branch	SELL	2.20	-1,650,401	-1,650,401
29/11/2018	Deutsche Bank AG, Sydney Branch	SELL	2.21	-415,868	-415,868
29/11/2018	Deutsche Bank AG, Sydney Branch	SELL	2.20	-240,095	-240,095
29/11/2018	Deutsche Bank AG, Sydney Branch	SELL	2.18	-198,777	-198,777
29/11/2018	Deutsche Bank AG, Sydney Branch	SELL	2.21	-100,000	-100,000
29/11/2018	Deutsche Bank AG, Sydney Branch	SELL	2.20	-71,655	-71,655
29/11/2018	Deutsche Bank AG, Sydney Branch	SELL	2.20	-50,000	-50,000
29/11/2018	Deutsche Bank AG, London Branch	SELL	2.20	-31,696	-31,696
29/11/2018	Deutsche Bank AG, Sydney Branch	SELL	2.20	-30,123	-30,123
29/11/2018	Deutsche Bank AG, Sydney Branch	SELL	2.19	-20,532	-20,532
29/11/2018	Deutsche Bank AG, Sydney Branch	SELL	2.21	-2,000	-2,000
29/11/2018	Deutsche Bank AG, London Branch	SELL	2.20	-1,394	-1,394
29/11/2018	Deutsche Bank AG, London Branch	BUY	2.20	1,394	1,394
29/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.20	2,000	2,000
29/11/2018	DBX Advisors LLC	BUY	2.20	4,432	4,432
29/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.20	5,879	5,879
29/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.21	6,944	6,944
29/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.20	8,889	8,889
29/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.20	11,432	11,432
29/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.20	20,532	20,532
29/11/2018	Deutsche Bank AG, London Branch	BUY	2.20	31,696	31,696
29/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.19	64,217	64,217
29/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.20	198,777	198,777
29/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.20	543,924	543,924
29/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.20	563,146	563,146
30/11/2018	Deutsche Bank AG, Sydney Branch	SELL	2.26	-2,310,395	-2,310,395
30/11/2018	Deutsche Bank AG, London Branch	SELL	2.24	-1,042,451	-1,042,451
30/11/2018	Deutsche Bank AG, Sydney Branch	SELL	2.25	-967,132	-967,132
30/11/2018	Deutsche Bank AG, Sydney Branch	SELL	2.26	-844,894	-844,894
30/11/2018	DBX Advisors LLC	SELL	2.26	-666,166	-666,166

Schedule 1

Date of change	Holder of relevant interest	Nature of change	Consideration given in relation to change	Number of securities affected	Person's votes
30/11/2018	Deutsche Asset Management S.A.	SELL	2.26	-619,200	-619,200
30/11/2018	Deutsche Bank AG, Sydney Branch	SELL	2.23	-200,000	-200,000
30/11/2018	Deutsche Bank AG, Sydney Branch	SELL	2.25	-200,000	-200,000
30/11/2018	Deutsche Bank AG, Sydney Branch	SELL	2.23	-188,760	-188,760
30/11/2018	Deutsche Asset Management S.A.	SELL	2.26	-178,370	-178,370
30/11/2018	Deutsche Bank AG, London Branch	SELL	2.26	-160,669	-160,669
30/11/2018	Deutsche Bank AG, London Branch	SELL	2.26	-158,677	-158,677
30/11/2018	Deutsche Bank AG, London Branch	SELL	2.26	-153,322	-153,322
30/11/2018	Deutsche Bank AG, London Branch	SELL	2.26	-149,047	-149,047
30/11/2018	Deutsche Asset Management S.A.	SELL	2.26	-128,254	-128,254
30/11/2018	Deutsche Bank AG, London Branch	SELL	2.26	-124,560	-124,560
30/11/2018	Deutsche Bank AG, Sydney Branch	SELL	2.24	-91,006	-91,006
30/11/2018	Deutsche Bank AG, London Branch	SELL	2.24	-31,068	-31,068
30/11/2018	Deutsche Bank AG, Sydney Branch	SELL	2.26	-24,709	-24,709
30/11/2018	Deutsche Bank AG, Sydney Branch	SELL	2.25	-24,153	-24,153
30/11/2018	Deutsche Bank AG, Sydney Branch	SELL	2.26	-14,924	-14,924
30/11/2018	Deutsche Bank AG, London Branch	SELL	2.26	-13,773	-13,773
30/11/2018	Deutsche Bank AG, Sydney Branch	SELL	2.26	-11,339	-11,339
30/11/2018	Deutsche Bank AG, Sydney Branch	SELL	2.24	-9,997	-9,997
30/11/2018	Deutsche Bank AG, Sydney Branch	SELL	2.26	-9,942	-9,942
30/11/2018	DBX Advisors LLC	SELL	2.26	-9,585	-9,585
30/11/2018	Deutsche Bank AG, London Branch	SELL	2.26	-9,157	-9,157
30/11/2018	Deutsche Bank AG, London Branch	SELL	2.26	-8,407	-8,407
30/11/2018	Deutsche Bank AG, London Branch	SELL	2.26	-6,444	-6,444
30/11/2018	Deutsche Bank AG, London Branch	SELL	2.26	-5,935	-5,935
30/11/2018	Deutsche Bank AG, London Branch	SELL	2.26	-3,707	-3,707
30/11/2018	Deutsche Bank AG, Sydney Branch	SELL	2.24	-2,914	-2,914
30/11/2018	DBX Advisors LLC	SELL	2.26	-1,781	-1,781
30/11/2018	Deutsche Bank AG, London Branch	SELL	2.26	-1,691	-1,691
30/11/2018	DBX Advisors LLC	SELL	2.26	-1,325	-1,325
30/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.24	2,914	2,914
30/11/2018	Deutsche Bank AG, London Branch	BUY	2.26	3,707	3,707
30/11/2018	Deutsche Bank AG, London Branch	BUY	2.26	5,935	5,935
30/11/2018	Deutsche Bank AG, London Branch	BUY	2.26	6,444	6,444
30/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.26	6,790	6,790
30/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.25	6,818	6,818
30/11/2018	Deutsche Bank AG, London Branch	BUY	2.26	8,407	8,407
30/11/2018	Deutsche Bank AG, London Branch	BUY	2.26	9,157	9,157
30/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.26	21,134	21,134
30/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.26	24,153	24,153
30/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.26	24,709	24,709
30/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.26	24,709	24,709
30/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.24	30,123	30,123
30/11/2018	Deutsche Bank AG, London Branch	BUY	2.24	31,068	31,068
30/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.24	104,404	104,404
30/11/2018	Deutsche Bank AG, London Branch	BUY	2.26	124,560	124,560
30/11/2018	Deutsche Bank AG, London Branch	BUY	2.26	149,047	149,047
30/11/2018	Deutsche Bank AG, London Branch	BUY	2.26	153,322	153,322
30/11/2018	Deutsche Bank AG, London Branch	BUY	2.26	158,677	158,677
30/11/2018	Deutsche Bank AG, London Branch	BUY	2.26	160,669	160,669
30/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.20	181,970	181,970
30/11/2018	Deutsche Bank AG, London Branch	BUY	2.26	459,981	459,981
30/11/2018	Deutsche Bank AG, London Branch	BUY	2.24	1,042,451	1,042,451
30/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.25	1,429,646	1,429,646
30/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.26	2,310,395	2,310,395
30/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.26	2,500,000	2,500,000
30/11/2018	Deutsche Bank AG, London Branch	Stock borrow from Citi Bank (Refer to Schedule 2)	N/A	8,000,000	8,000,000
30/11/2018	Deutsche Bank AG, Sydney Branch	BUY	2.26	40,000,000	40,000,000

Schedule 2

Type of Agreement:	Securities Lending Agreement
Parties to Agreement:	(1) Deutsche Bank AG, London Branch (2) CITIBANK
Transfer date:	From 27 November 2018 To 30 November 2018
Holder of voting rights:	Registered holder
Are there any restrictions on voting rights:	No
If yes, detail:	N/A
Scheduled return date (if any):	None (subject to the terms of the relevant loan)
Does the borrower have the right to return early:	Yes
If yes, detail:	The borrower has the right to return at any time (subject to the terms of the relevant loan)
Does the lender have the right to recall early:	Yes
If yes, detail:	The lender has the right to recall at any time (subject to the terms of the relevant loan)
Will the securities be returned on settlement:	Yes
If yes, detail any exceptions:	N/A