Form 604

Corporations Act 2001 Section 671B

Notice of change of interests of substantial holder

To:Company Name/Scheme

The Secretary **Healthscope Limited**

Level 1

312 St Kilda Road Melbourne VIC 3004

PH: (03) 9926 7500 Fax: (03) 9926 7533

ACN: 144 840 639

Details of substantial holder

Name National Australia Bank Limited and its associated entities listed in Annexure A

ACN (if applicable) (ACN 004 044 937)

There was a change in the interests of the substantial

holder on

The previous notice was given

18/03/2019

19/03/2019

to the company on

The previous notice was dated

13/03/2019

2. Previous and present voting power:

The total number of votes attached to all voting shares in the company or voting interests in the scheme that the substantial holder or an associate had a relevant interest in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

notice to the company of contents, are as remene.					
Class of securities	Previous Notice	Previous Notice			
	Person's votes	Voting power	Person's votes	Voting power	
Fully paid ordinary shares	92.878.205	5.334%	119.687.356	6.874%	

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

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
				Fully paid ordinary shares	
14/03/2019	MLC Investments Limited	Sale	\$487,924.20	200,000	200,000
14/03/2019	MLC Wealth Management Limited	Sale	\$8,473.15	3,470	3,470
15/03/2019	MLC Wealth Management Limited	Sale	\$68,508.63	28,036	28,036
19/03/2019	MLC Wealth Management Limited	Sale	\$15,058.95	6,151	6,151
14/03/2019 to 19/03/2019	National Australia Bank Limited	Securities Lending	No consideration directly referable to the securities provided by NAB	Refer to Appendix 1 Table	Refer to Appendix 1 Table
14/03/2019	National Australia Bank Limited	Stock borrow - refer Appendix 2(b)	No consideration directly referable to the securities provided by NAB	877,400	877,400

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14/03/2019	National Australia Bank Limited	Stock borrow - refer Appendix 2(b)	No consideration directly referable to the securities provided by NAB	273,900	273,900
15/03/2019	National Australia Bank Limited	Stock borrow - refer Appendix 2(b)	No consideration directly referable to the securities provided by NAB	1,052,300	1,052,300
19/03/2019	National Australia Bank Limited	Stock borrow - refer Appendix 2(c)	No consideration directly referable to the securities provided by NAB	30,000,000	30,000,000
15/03/2019	National Australia Bank Limited	Stock return - refer Appendix 2(a)	No consideration directly referable to the securities provided by NAB	66,496	66,496
18/03/2019	National Australia Bank Limited	Stock return - refer Appendix 2(a)	No consideration directly referable to the securities provided by NAB	133,008	133,008
19/03/2019	National Australia Bank Limited	Stock return - refer Appendix 2(a)	No consideration directly referable to the securities provided by NAB	176,288	176,288

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	Nature of relevant interest	Class and number of securities	Person's votes
MLC Investments Limited	National Nominees Limited (ACN 004 278 899)		Power to control the voting and /or disposal of securities pursuant to its position as the responsible entity or trustee of various managed investment schemes and trusts.	Fully paid ordinary shares 24,384,216	24,384,216
MLC Wealth Management Limited	Navigator Australia Limited (ACN 006 302 987)		Power to exercise voting rights pursuant to position held as the Registrable Superannuation Entity licensee for the superannuation products it issues.	Fully paid ordinary shares 1,794,319	1,794,319
National Australia Bank Limited	National Nominees Limited (ACN 004 278 899)		Power to control the voting and /or disposal of securities pursuant to securities lending agreements.	Fully paid ordinary shares 36,604,000	36,604,000
Antares Capital Partners Limited	National Nominees Limited (ACN 004 278 899)		Power to control the voting and /or disposal of securities pursuant to its position as the responsible entity, investment manager or trustee of various managed investment schemes or trusts.	Fully paid ordinary shares 303,659	303,659

National Australia Bank Limited	National Nominees Limited (ACN 004 278 899)		Power to control the voting and /or disposal of securities pursuant to securities lending agreements.	Fully paid ordinary shares 53,477,260	53,477,260
JBWere Limited	Invia Custodian Pty Limited (ACN 006 127 984)		Power to control the voting and /or disposal of securities pursuant to position as investment manager for various client portfolios.	Fully paid ordinary shares 161,717	161,717
JBWere (NZ) Pty Limited	JBWere (NZ) Nominees Limited (NZBN 9429031839822)		Power to control the voting and/or acquisition or disposal of securities pursuant to its position as the entity performing a discretionary investment management services to its clients.	Fully paid ordinary shares 2,962,185	2,962,185
		•	Grand tota	al	119,687,356

5. Changes in association

The persons who have become associates of, ceased to be associates of, or have changed the nature of their association with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if appl	licable)	Nature of Association
No change		

6. Addresses

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

Name	Address
National Australia Bank	Level 1
Limited	800 Bourke Street
	DOCKLANDS VIC 3008
MLC Investments Limited	Ground Floor
	105-153 Miller Street
	NORTH SYDNEY NSW 2060
MLC Wealth Management	Ground Floor
Limited	105-153 Miller Street
	NORTH SYDNEY NSW 2060
Antares Capital Partners	Ground Floor
Limited	105-153 Miller Street
	NORTH SYDNEY NSW 2060
National Nominees Limited	Level 1
	800 Bourke Street
	DOCKLANDS VIC 3008
Navigator Australia Limited	Ground Floor
	105-153 Miller Street
IDM and Limited	NORTH SYDNEY NSW 2060
JBWere Limited	Level 15 101 Collins Street
	MELBOURNE VIC 3000
Invia Custodian Dtv Limited	
Invia Custodian Pty Limited	Level 15 101 Collins Street
	MELBOURNE VIC 3000
IDWare (NZ) Pty Limited	Level 38
JBWere (NZ) Pty Limited	48 Shortland Street
	AUCKLAND NEW ZEALAND 1010
	AUGINEAN SEAFAIND 1010

Signature	•	
Name	Kelly Patterson	Capacity Company Secretary for and on behalf of National Australia Bank Limited
Signature		Date 22/03/2019

Appendix 1 - HSO

Type of agreement and parties to agreement	National Australia Bank Limited and	National Australia Bank Limited and
	Securities Borrowing Agreement (SBA) clients	AMSLA Counterparties
		(a) DEUTSCHE SECURITIES AUSTRALIA LIMITED
		(b) UBS SECURITIES AUSTRALIA LTD
		(d) MERRILL LYNCH EQUITIES (AUSTRALIA) LTD
		(f) CREDIT SUISSE
	14/3/2019 to 19/3/2019	14/3/2019 to 19/3/2019
Transfer dates	Specific dates for each transfer can be found by matching the number reference in the 'Type of agreement and parties to agreement' field to the accompanying list of transactions.	
Holder of voting rights	Registered owner	Registered owner
Are there any restrictions on voting	The registered owner holds voting rights. However, in certain circumstances the lender may request for the borrower to use best endeavours to arrange for voting instructions to be exercised in accordance with the instructions from the lender.	The registered owner holds voting rights. However, in certain circumstances the lender may request for the borrower to use best endeavours to arrange for voting instructions to be exercised in accordance with the instructions from the lender.
Scheduled date of return (if any)	On demand	On demand
Does the borrower have the right to return early?	Yes - at notice	Yes - at notice
Does the lender have the right to recall early?	Yes - at notice	Yes - at notice
Will the securities be returned on settlement?	Yes, or equivalent protection under Securities Borrowing Agreement.	Yes, or equivalent protection under AMSLA.
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National Australia Bank Limited will, if required by the company or responsible entity to whom the prescribed form must be given or ASIC give a copy of the agreements to the company, responsible entity or ASIC.

Appendix 1- HSO

			No. of		AMSLA
Date	Nature of Change	Consideration	Securities	Class	Counterparty
14/03/2019	Collateral Settle Sec	Loan	3400000	ORD	(f)
14/03/2019	Collateral Settle Sec	Loan	4492000	ORD	(d)
15/03/2019	Collateral Settle Sec	Loan	47437000	ORD	(a)
15/03/2019	Collateral Return Se	curity	-46000000	ORD	(a)
15/03/2019	Collateral Settle Sec	Loan	3400000	ORD	(f)
15/03/2019	Collateral Return Se	curity	-2548000	ORD	(b)
18/03/2019	Collateral Return Se	curity	-4000000	ORD	(a)
18/03/2019	Collateral Return Se	curity	-2785000	ORD	(a)
18/03/2019	Collateral Return Se	curity	-26000000	ORD	(a)
18/03/2019	Collateral Settle Sec	Loan	26000000	ORD	(a)
18/03/2019	Collateral Return Se	curity	-3000000	ORD	(f)
18/03/2019	Collateral Return Se	curity	-3000000	ORD	(f)
18/03/2019	Collateral Return Se	curity	-2052000	ORD	(b)
19/03/2019	Collateral Settle Sec	Loan	40000000	ORD	(a)
19/03/2019	Collateral Return Se	curity	-40000000	ORD	(a)

APPENDIX 2 – HSO

Type of agreement and parties to agreement	National Australia Bank Limited and Securities Borrowing Agreement clients
	AMSLA Counterparties Barclays Bank PLC (a) Morgan Stanley Australia Securities Limited (b) Deutsche Securities Australia Limited (c)
Transfer date	14 March 2019 to 19 March 2019 – inclusive
Holder of voting rights	Registered owner
Are there any restrictions on voting	No
Scheduled date of return (if any)	N/A
Does the borrower have the right to return early?	Yes – at notice
Does the lender have the right to recall early?	Yes – at notice
Will the securities be returned on settlement?	Yes, or equivalent protection under Securities Borrowing Agreement /AMSLA

National Australia Bank Limited will, if required by the company or responsible entity to whom the prescribed form must be given or ASIC, give a copy of the agreements to the company, responsible entity or ASIC.

This is Annexure A of 3 pages referred to in the Form 604 Notice of change of interests of substantial holder signed by me and dated 22/03/2019

Kelly Patterson, Company Secretary

ADVANTEDGE FINANCIAL SERVICES HOLDINGS PTY LTD
ADVANTEDGE FINANCIAL SERVICES PTY LTD
ADVANTEDGE FINANCIAL SOLUTIONS PTY LTD
AF&L DRAGON LEASING PTY LTD
AF&L GOLD PTY LTD
AF&L VISTA PTY LTD
AFSH NOMINEES PTY LTD
ANCHORAGE HOME LOANS PTY LTD
ANGARA COMPANY LIMITED
ANTARES CAPITAL PARTNERS LTD
APOGEE FINANCIAL PLANNING LIMITED
ARDB PTY LIMITED
ASIBOND PTY. LIMITED
AUSMAQ LIMITED
AUSTRALIAN COMPANY NUMBER 094 484 625 LIMITED
BANK OF NEW ZEALAND
BLSSA PTY LTD
BNZ BRANCH PROPERTIES LTD
BNZ EQUITY INVESTMENTS NO.2 LIMITED
BNZ FACILITIES MANAGEMENT LIMITED
BNZ INSURANCE SERVICES LIMITED
BNZ INTERNATIONAL FUNDING LTD
BNZ INVESTMENT SERVICES LIMITED
BNZ INVESTMENTS LTD
BNZ LIFE INSURANCE LIMITED
BNZ PROPERTY INVESTMENTS LTD
CHOICE LEND PTY LTD (IN LIQUIDATION)
CRUICKSHANK ASSET MANAGEMENT PTY LTD
CUSTOM CREDIT CORPORATION LTD (IN LIQUIDATION)
CUSTOM CREDIT HOLDINGS LTD (IN LIQUIDATION)
DIBA EQUITIES LIMITED
DIBA INVESTMENTS LIMITED
EQUITY MANAGEMENT UNIT HOLDINGS (NO.2) PTY LTD
EQUITY MANAGEMENT UNIT HOLDINGS PTY LTD
FASTLEND PTY LTD (IN LIQUIDATION)
FINANCE & SYSTEMS TECHNOLOGY HOLDINGS PTY LIMITED (IN LIQUIDATION)
FINANCE & SYSTEMS TECHNOLOGY PTY LTD
FINTRACK MEMBERS PTY LTD (IN LIQUIDATION)
GODFREY PEMBROKE LIMITED
GWM ADVISER SERVICES LIMITED
HICAPS PTY LTD
INDEPENDENT MORTGAGE AFFILIATES PTY LIMITED (IN LIQUIDATION)

INVIA CUSTODIAN PTY LIMITED
JBWERE (NZ) HOLDINGS LIMITED
JBWERE (NZ) NOMINEES LIMITED
JBWERE (NZ) PTY LTD
JBWERE LIMITED
LIMEHOUSE INVESTMENTS PTY LIMITED
MARGIN LENDING (NZ) LIMITED
MEDFIN AUSTRALIA PTY LIMITED
MERITUM FINANCIAL GROUP PTY LTD
MERITUM FINANCIAL PLANNING PTY LTD
MLC ALLIANCE HOLDINGS PTY LIMITED
MLC HOLDINGS LIMITED
MLC INVESTMENTS LIMITED
MLC LIFETIME COMPANY LIMITED
MLC NOMINEES PTY LTD
MLC PROPERTIES PTY. LIMITED
MLC WEALTH MANAGEMENT LIMITED
MORTGAGE SUPPORT SERVICES PTY LTD (IN LIQUIDATION)
MSS MF PTY LTD (IN LIQUIDATION)
MSS MFA PTY LTD (IN LIQUIDATION)
MUDCHUTE PTY LIMITED
NAB ASSET MANAGEMENT LIMITED
NAB ASSET MANAGEMENT SERVICES LIMITED
NAB EUROPE LIMITED
NAB INVESTMENTS LIMITED
NAB JAPAN SECURITIES LIMITED
NAB PROPERTIES AUSTRALIA PTY LIMITED
NAB TRUST SERVICES LIMITED
NAB VENTURES PTY LIMITED
NABCAPITAL LEASING (NO.2) PTY LIMITED
NABINVEST (UK) LIMITED
NABINVEST CAPITAL PARTNERS PTY LIMITED
NABINVEST UK RE LIMITED
NABSECURITIES, LLC
NATIONAL AMERICAS HOLDINGS LLC
NATIONAL ASSET MANAGEMENT LIMITED
NATIONAL AUSTRALIA BANK LIMITED
NATIONAL AUSTRALIA CORPORATE SERVICES PTY LIMITED
NATIONAL AUSTRALIA FINANCE (ASIA) LIMITED
NATIONAL AUSTRALIA FINANCE (COMMERCIAL LEASING) LIMITED
NATIONAL AUSTRALIA FINANCE (EUROPE HOLDINGS) LIMITED
NATIONAL AUSTRALIA FINANCE (INFRASTRUCTURE LEASING NO.2) LIMITED
NATIONAL AUSTRALIA FINANCE (VESSEL LEASING NO.1) LIMITED
NATIONAL AUSTRALIA FINANCE (VESSEL LEASING NO.5) LIMITED
NATIONAL AUSTRALIA FINANCE (VESSEL LEASING NO.6) LIMITED
NATIONAL AUSTRALIA FINANCE (VESSEL LEASING) LIMITED
NATIONAL AUSTRALIA FINANCIAL MANAGEMENT LIMITED
NATIONAL AUSTRALIA FUNDING (DELAWARE) INC.
NATIONAL AUSTRALIA FONDING (DELAWARE) INC. NATIONAL AUSTRALIA GROUP (NZ) LIMITED
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NATIONAL AUSTRALIA GROUP SERVICES LTD
NATIONAL AUSTRALIA INVESTMENT CAPITAL LIMITED
NATIONAL AUSTRALIA MANAGERS LIMITED
NATIONAL AUSTRALIA PKI HOLDINGS LLC
NATIONAL AUSTRALIA UNDERWRITERS LIMITED
NATIONAL CAPITAL HOLDINGS I INC.
NATIONAL EQUITIES LIMITED
NATIONAL FUNDING HOLDINGS PTY LTD
NATIONAL HK INVESTMENTS LIMITED
NATIONAL MARGIN SERVICES PTY LIMITED
NATIONAL MARKETS GROUP LIMITED
NATIONAL MORTGAGE SECURITIES, INC.
NATIONAL NOMINEES LIMITED
NATIONAL OBU PTY LIMITED
NATIONAL WEALTH MANAGEMENT HOLDINGS LIMITED
NATIONAL WEALTH MANAGEMENT INTERNATIONAL HOLDINGS LTD
NATIONAL WEALTH MANAGEMENT NEW ZEALAND HOLDINGS LTD
NATIONAL WEALTH MANAGEMENT SERVICES LTD
NAUTILUS INSURANCE PTE LIMITED
NAUTILUS NAB LIMITED
NAVIGATOR AUSTRALIA LIMITED
NBA PROPERTIES PTY LIMITED
NMS NOMINEES PTY LIMITED
NULIS NOMINEES (AUSTRALIA) LIMITED
NWMH SUB (CANADA) INC
NWMH SUB LIMITED
PARTOWN PTY. LIMITED
PENNLEY PTY LTD
PFS NOMINEES PTY LIMITED
PLAN AUSTRALIA OPERATIONS PTY. LTD.
PLAN GROUP NOMINEES PTY LTD
PLAN LENDING PTY LTD (IN LIQUIDATION)
PLUM FINANCIAL SERVICES LIMITED
PRESIMA INC.
PROFESSIONAL LENDERS ASSOCIATION NETWORK OF AUSTRALIA PTY. LTD.
TASOVAC PTY LIMITED
THE DEEP IN HULL LIMITED
VALEWIN PTY. LIMITED
WEALTHHUB SECURITIES LIMITED
WEALTHHUB SECURITIES NOMINEES PTY LIMITED
WM LIFE AUSTRALIA LIMITED