

Pendal Group Limited

Level 14, The Chifley Tower
2 Chifley Square
Sydney NSW 2000
Australia

ABN 28 126 385 822

PENDAL

Company Announcements Platform
Australian Securities Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

27 March 2020

Dear Sir/Madam

Re: Notice of Change of Interests of Substantial Holder

In accordance with section 671B of the Corporations Act 2001 (Cth), we attach a Notice of Change of Interests of Substantial Holder (Form 604) in respect of Japara Healthcare Limited (**JHC**).

Yours faithfully



Joanne Hawkins
Group Company Secretary

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme JAPARA HEALTHCARE LIMITED (JHC)

ACN/ARSN ACN 168 631 052

1. Details of substantial holder(1)

Name PENDAL GROUP LIMITED (PDL)

ACN/ARSN (if applicable) ACN 126 385 822

There was a change in the interests of the substantial holder on 25/03/2020

The previous notice was given to the company on 19/03/2020

The previous notice was dated 17/03/2020

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 in 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	22,078,580	8.26%	18,416,864	6.89%

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
25/03/2020	PDL & its Associates, Pental Fund Services Limited, Pental Institutional Limited	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'

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	Person's votes
Pendal Fund Services Limited *	HSBC Custody Nominees (Australia) Limited. State Street Australia Limited	HSBC Custody Nominees (Australia) Limited. State Street Australia Limited	Pendal Fund Services Limited is the trustee or responsible entity of various managed investment schemes and, in that capacity, can exercise the power to vote or dispose of the shares.	10,082,196 Ordinary	10,082,196
Pendal Institutional Limited	Australia and New Zealand Banking Group HSBC Custody Nominees (Australia) Limited. State Street Australia Limited Citicorp Nominees Pty Ltd	Australia and New Zealand Banking Group HSBC Custody Nominees (Australia) Limited. State Street Australia Limited Citicorp Nominees Pty Ltd	Pendal Institutional Limited is the investment manager appointed by various superannuation funds, institutional investors and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares..	8,334,668 Ordinary	8,334,668

* Pendal Fund Services Limited has appointed Pendal Institutional Limited to act as the investment manager of the trusts of which it is responsible entity, giving Pendal Institutional Limited the capacity to exercise the power to vote or dispose of the shares. Pendal Institutional Limited therefore also has a relevant interest in shares in which Pendal Fund Services Limited has a relevant interest.

5. Changes in association

The persons who have become associates (2) of, or 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

6. Addresses

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

Name	Address
Pendal Group Limited (PDL)	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
Pendal Fund Services Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
Pendal Institutional Limited	Level 14, Chifley Tower, 2 Chifley Square SYDNEY NSW 2000
JAPARA HEALTHCARE LIMITED (JHC)	The Company Secretary, JAPARA HEALTHCARE LIMITED (JHC) Q1 Building, Level 4, 1 Southbank Boulevard, SOUTHBANK VIC 3006

Signature

Print name Joanne Hawkins Capacity Company Secretary

Sign here _____ Date 27/03/2020

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (e.g. 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 6 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 person’s votes divided by the total votes in the body corporate scheme multiplied by 100.
 - (6) 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.
- (7) 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.
 - (8) If the substantial holder is unable to determine the identity of the person (e.g. if the relevant interest arises because of an option) write “unknown”.
 - (9) Give details, if appropriate, of the present association and any changes in that association since the last substantial holding notice.

ANNEXURE A

This is annexure 'A' referred to in Form 604, Notice of change of interests of substantial holder, lodged for Pendal Group Limited ACN 126 385 822

Joanne Hawkins – Company Secretary, Pendal Group Limited - 27/03/2020

TRANSACTION HISTORY

Sales & Purchases for the period : 18/03/2020 to
25/03/2020

SECURITY: JHC

Pendal Fund Services Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
18/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-30,183	-14,487.84	Ordinary	30,183
18/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-7,569	-3,633.12	Ordinary	7,569
18/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-65,832	-31,599.36	Ordinary	65,832
19/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-43,073	-19,382.85	Ordinary	43,073
19/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-53,776	-24,199.20	Ordinary	53,776
19/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-50,969	-22,936.05	Ordinary	50,969
20/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-23,738	-11,394.24	Ordinary	23,738
20/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-79,714	-38,262.72	Ordinary	79,714
20/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-8,670	-4,161.60	Ordinary	8,670
20/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-26,690	-12,811.20	Ordinary	26,690
20/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-11,624	-5,579.52	Ordinary	11,624
20/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-163,706	-78,578.88	Ordinary	163,706
20/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-70,259	-33,724.32	Ordinary	70,259
20/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-78,669	-37,761.12	Ordinary	78,669
20/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-191,971	-92,146.08	Ordinary	191,971
20/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-10,250	-4,920.00	Ordinary	10,250
23/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-51,476	-21,619.92	Ordinary	51,476
23/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-10,740	-4,510.80	Ordinary	10,740
23/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-13,864	-5,822.88	Ordinary	13,864
23/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-11,779	-4,947.18	Ordinary	11,779
23/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-55,243	-23,202.06	Ordinary	55,243
23/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-33,554	-14,092.68	Ordinary	33,554
23/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-111,298	-44,519.20	Ordinary	111,298
23/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-105,236	-42,094.40	Ordinary	105,236
23/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-165,422	-66,168.80	Ordinary	165,422
24/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-59,331	-23,732.40	Ordinary	59,331
24/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-87,817	-35,126.80	Ordinary	87,817
24/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-10,332	-4,132.80	Ordinary	10,332
24/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-8,588	-3,435.20	Ordinary	8,588

24/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-738	-295.20	Ordinary	738
24/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-36,807	-14,722.80	Ordinary	36,807
25/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-156,192	-67,162.56	Ordinary	156,192
25/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-379,834	-163,328.62	Ordinary	379,834
Total			-2,214,944	-163,328.62		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
18/03/2020	State Street Australia Limited	Sell	-1,028	-493.44	Ordinary	1,028
19/03/2020	State Street Australia Limited	Sell	-1,468	-660.60	Ordinary	1,468
20/03/2020	State Street Australia Limited	Sell	-9,075	-4,356.00	Ordinary	9,075
20/03/2020	State Street Australia Limited	Sell	-240	-115.20	Ordinary	240
23/03/2020	State Street Australia Limited	Sell	-1,754	-736.68	Ordinary	1,754
23/03/2020	State Street Australia Limited	Sell	-3,792	-1,516.80	Ordinary	3,792
24/03/2020	State Street Australia Limited	Sell	-2,022	-808.80	Ordinary	2,022
25/03/2020	State Street Australia Limited	Sell	-606	-260.58	Ordinary	606
25/03/2020	State Street Australia Limited	Sell	-4,716	-2,027.88	Ordinary	4,716
Total			-24,701	-10,975.98		
Pendal Fund Services Limited						
Total :			-2,239,645	-174,304.60		

Pendal Institutional Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
18/03/2020	Australia and New Zealand Banking Group Limited	Sell	-1,414	-678.72	Ordinary	1,414
19/03/2020	Australia and New Zealand Banking Group Limited	Sell	-2,018	-908.10	Ordinary	2,018
20/03/2020	Australia and New Zealand Banking Group Limited	Sell	-4,751	-2,280.48	Ordinary	4,751
20/03/2020	Australia and New Zealand Banking Group Limited	Sell	-13,706	-6,578.88	Ordinary	13,706
20/03/2020	Australia and New Zealand Banking Group Limited	Sell	-12,895	-6,189.60	Ordinary	12,895
20/03/2020	Australia and New Zealand Banking Group Limited	Sell	-4,299	-2,063.52	Ordinary	4,299
20/03/2020	Australia and New Zealand Banking Group Limited	Sell	-6,159	-2,956.32	Ordinary	6,159
23/03/2020	Australia and New Zealand Banking Group Limited	Sell	-2,412	-1,013.04	Ordinary	2,412
23/03/2020	Australia and New Zealand Banking Group Limited	Sell	-5,215	-2,086.00	Ordinary	5,215
24/03/2020	Australia and New Zealand Banking Group Limited	Sell	-2,780	-1,112.00	Ordinary	2,780
25/03/2020	Australia and New Zealand Banking Group Limited	Sell	-7,319	-3,147.17	Ordinary	7,319
Total			-62,968	-29,013.83		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
18/03/2020	Citicorp Nominees Pty Ltd	Sell	-24,207	-11,619.36	Ordinary	24,207

19/03/2020	Citicorp Nominees Pty Ltd	Sell	-14,138	-6,362.10	Ordinary	14,138
19/03/2020	Citicorp Nominees Pty Ltd	Sell	-20,406	-9,182.70	Ordinary	20,406
23/03/2020	Citicorp Nominees Pty Ltd	Sell	-89,260	-35,704.00	Ordinary	89,260
23/03/2020	Citicorp Nominees Pty Ltd	Sell	-41,283	-17,338.86	Ordinary	41,283
24/03/2020	Citicorp Nominees Pty Ltd	Sell	-47,583	-19,033.20	Ordinary	47,583
25/03/2020	Citicorp Nominees Pty Ltd	Sell	-125,265	-53,863.95	Ordinary	125,265
Total			-362,142	-53,863.95		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
18/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-11,824	-5,675.52	Ordinary	11,824
19/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-16,873	-7,592.85	Ordinary	16,873
20/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-45,558	-21,867.84	Ordinary	45,558
20/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-56,229	-26,989.92	Ordinary	56,229
23/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-12,936	-5,433.12	Ordinary	12,936
23/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-5,016	-2,006.40	Ordinary	5,016
23/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-7,229	-3,036.18	Ordinary	7,229
23/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-336	-134.40	Ordinary	336
23/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-18,061	-7,224.40	Ordinary	18,061
23/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-20,186	-8,074.40	Ordinary	20,186
24/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-1,134	-453.60	Ordinary	1,134
24/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-22,108	-8,843.20	Ordinary	22,108
25/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-22,452	-9,654.36	Ordinary	22,452
25/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-9,506	-4,087.58	Ordinary	9,506
25/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-29,228	-12,568.04	Ordinary	29,228
Total			-278,676	-123,641.81		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
18/03/2020	State Street Australia Limited	Sell	-30,362	-14,573.76	Ordinary	30,362
18/03/2020	State Street Australia Limited	Sell	-2,839	-1,362.72	Ordinary	2,839
18/03/2020	State Street Australia Limited	Sell	-12,189	-5,850.72	Ordinary	12,189
19/03/2020	State Street Australia Limited	Sell	-43,328	-19,497.60	Ordinary	43,328
19/03/2020	State Street Australia Limited	Sell	-21,445	-9,650.25	Ordinary	21,445
20/03/2020	State Street Australia Limited	Sell	-10,605	-5,090.40	Ordinary	10,605
20/03/2020	State Street Australia Limited	Sell	-15,692	-7,532.16	Ordinary	15,692
20/03/2020	State Street Australia Limited	Sell	-7,154	-3,433.92	Ordinary	7,154
20/03/2020	State Street Australia Limited	Sell	-5,787	-2,777.76	Ordinary	5,787
23/03/2020	State Street Australia Limited	Sell	-25,192	-10,076.80	Ordinary	25,192
23/03/2020	State Street Australia Limited	Sell	-26,920	-10,768.00	Ordinary	26,920
23/03/2020	State Street Australia Limited	Sell	-3,282	-1,312.80	Ordinary	3,282
23/03/2020	State Street Australia Limited	Sell	-11,040	-4,416.00	Ordinary	11,040
23/03/2020	State Street Australia Limited	Sell	-45,314	-19,031.88	Ordinary	45,314
23/03/2020	State Street Australia Limited	Sell	-6,467	-2,716.14	Ordinary	6,467

23/03/2020	State Street Australia Limited	Sell	-42,747	-17,098.80	Ordinary	42,747
23/03/2020	State Street Australia Limited	Sell	-2,776	-1,110.40	Ordinary	2,776
23/03/2020	State Street Australia Limited	Sell	-12,962	-5,184.80	Ordinary	12,962
23/03/2020	State Street Australia Limited	Sell	-1,373	-576.66	Ordinary	1,373
23/03/2020	State Street Australia Limited	Sell	-2,261	-949.62	Ordinary	2,261
23/03/2020	State Street Australia Limited	Sell	-1,429	-571.60	Ordinary	1,429
23/03/2020	State Street Australia Limited	Sell	-21,995	-9,237.90	Ordinary	21,995
23/03/2020	State Street Australia Limited	Sell	-316	-126.40	Ordinary	316
23/03/2020	State Street Australia Limited	Sell	-40,706	-16,282.40	Ordinary	40,706
24/03/2020	State Street Australia Limited	Sell	-59,682	-23,872.80	Ordinary	59,682
24/03/2020	State Street Australia Limited	Sell	-539	-215.60	Ordinary	539
24/03/2020	State Street Australia Limited	Sell	-29,001	-11,600.40	Ordinary	29,001
25/03/2020	State Street Australia Limited	Sell	-49,958	-21,481.94	Ordinary	49,958
25/03/2020	State Street Australia Limited	Sell	-61,159	-26,298.37	Ordinary	61,159
25/03/2020	State Street Australia Limited	Sell	-24,617	-10,585.31	Ordinary	24,617
25/03/2020	State Street Australia Limited	Sell	-8,237	-3,541.91	Ordinary	8,237
25/03/2020	State Street Australia Limited	Sell	-9,073	-3,901.39	Ordinary	9,073
25/03/2020	State Street Australia Limited	Sell	-4,073	-1,751.39	Ordinary	4,073
25/03/2020	State Street Australia Limited	Sell	-2,483	-1,067.69	Ordinary	2,483
25/03/2020	State Street Australia Limited	Sell	-25,350	-10,900.50	Ordinary	25,350
25/03/2020	State Street Australia Limited	Sell	-6,393	-2,748.99	Ordinary	6,393
25/03/2020	State Street Australia Limited	Sell	-4,391	-1,888.13	Ordinary	4,391
25/03/2020	State Street Australia Limited	Sell	-4,280	-1,840.40	Ordinary	4,280
25/03/2020	State Street Australia Limited	Sell	-5,939	-2,553.77	Ordinary	5,939
25/03/2020	State Street Australia Limited	Sell	-12,147	-5,223.21	Ordinary	12,147
25/03/2020	State Street Australia Limited	Sell	-14,775	-6,353.25	Ordinary	14,775
25/03/2020	State Street Australia Limited	Sell	-2,007	-863.01	Ordinary	2,007
Total			-718,285	-305,917.55		