

**Form 603**  
Corporations Act 2001  
Section 671B

## Notice of initial substantial holder

To Company Name/Scheme Vitaco Holdings Limited (**Company**)

ACN/ARSN 606 826 493

### 1. Details of substantial holder (1)

Name Vitaco Holdings Limited

ACN/ARSN (if applicable) 606 826 493

The holder became a substantial holder on 16/09/2015

### 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)
Fully paid ordinary shares	28,296,282	N/A	20.3%

### 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
Company	Restrictions on disposal of shares under voluntary escrow arrangements disclosed in the Company's replacement prospectus dated 4 September 2015 gives the Company a 'relevant interest' in its own shares under section 608(1)(c) of the Corporations Act 2001 (Cth). However, the Company has no right to acquire these shares or to control the voting rights attaching to these shares.	28,296,282 fully paid ordinary shares

### 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
Company	Those persons listed in Annexure A	Those persons listed in Annexure A	28,296,282 fully paid ordinary shares

### 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	
Company	16 September 2015	No consideration was paid by the Company. The Company has no right to acquire the shares that are subject to the voluntary escrow arrangements		28,296,282 fully paid ordinary shares

**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
N/A	N/A

**7. Addresses**

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

Name	Address
Vitaco Holdings Limited	Level 1, 82 Waterloo Road, NORTH RYDE NSW 2113

## Signature

print name	Phil Wiltshire	capacity	Secretary
sign here		date	16/09/2015

**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, moneys 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.

**This is Annexure A of 1 page referred to in the Form 603 'Notice of initial substantial holder' for Vitaco Holdings Limited ACN 606 826 493**

Item	Name	Restricted securities	Release date
1	Next Capital (Services A) Pty Limited (as trustee for the Next Capital Fund 1A)	8,262,413	The date on which Vitaco provides to ASX its preliminary final report for FY16. However, 25% of the restricted securities held by this entity will be released from escrow if: <ul style="list-style-type: none"> <li>• financial results for 1H16 are released; and</li> <li>• the VWAP of the Shares in any 20 consecutive trading days following the release of those financial results exceeds the offer price under the IPO by more than 20%.</li> </ul>
2	Next Capital (Services B) Pty Limited (as trustee for the Next Capital Fund 1B)	8,262,413	As for Item 1
3	Next Capital Pty Limited (as trustee for the Next Capital Health Group Co-investment Trust)	4,764,107	As for Item 1
4	Mike Thompson Investments Corporate Trustee Limited (as trustee for the Mike Thompson Investments Trust)	5,026,533	As for Item 1
5	Lorraine Moser	324,713	The date on which Vitaco provides ASX its preliminary final report for FY16
6	Ryan d'Almeida	357,391	As for Item 5
7	Stanton Family Trustees Limited	186,941	As for Item 5
8	Phil Wiltshire	355,113	As for Item 5
9	Roger Scott	358,936	As for Item 5
10	Brent Hall	254,865	As for Item 5
11	Andrew Lockhart & Co Pty Limited (as trustee for the Lockhart Investment Trust)	142,857	As for Item 5
	<b>Total</b>	<b>28,296,282</b>	