



*Trusted since 1888*

Equity Trustees Limited  
ABN 46 004 031 298  
AFS Licence No 240975  
RSE Licence No L0003094

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7 May 2013

ASX Limited  
Level 4, Stock Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir

**Takeover Bid by Equity Trustees Limited (ABN 46 004 031 298) in relation to The Trust Company Limited (ABN 59 004 027 749)**

Pursuant to section 671B of the *Corporations Act 2001* (Cth), we enclose Form 604 – notice of change of interests of substantial holder.

Yours sincerely

**Terry Ryan**  
CFO and Company Secretary  
Equity Trustees Limited  
[TRyan@eqt.com.au](mailto:TRyan@eqt.com.au)  
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**Form 604**  
Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme The Trust Company Limited ("TRU")

ACN/ARSN ABN 59 004 027 749

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

Equity Trustees Limited ("EQT")

Name (Equity Trustees Limited has made a takeover bid for The Trust Company Limited as set out in the replacement Bidder's Statement dated 27 March 2013. This notice is required pursuant to the *Corporations Act 2001* (Cth))

ACN/ARSN (if applicable) ABN 46 004 031 298

There was a change in the interests of the

substantial holder on 6/05/2013

The previous notice was given to the company on 15/04/2013

The previous notice was dated 15/04/2013

### 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)
Fully paid ordinary shares in TRU ("TRU Shares")	458,552	1.37% (based on 33,538,449 TRU Shares on issue)	851,920	2.54% (based on 33,555,862 TRU Shares on issue)

### 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
6/5/2013	Equity Trustees Limited	Acquisition of relevant interest in TRU Shares pursuant to acceptances of the offer made by EQT for TRU Shares as set out in the replacement Bidder's Statement dated 27 March 2013 (the "Offer")	0.33 Equity Trustees Limited Shares per TRU Share	393,368 TRU Shares	393,368

### 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	Nature of relevant interest (6)	Class and number of securities	Person's votes
Equity Trustees Limited	Various persons who have accepted the Offer	EQT (subject to the terms and conditions of the Offer)	EQT has a relevant interest in the TRU Shares under ss608(1)(c) and 608(8) of the Corporations Act as a result of the acceptances of the Offer.	851,920 TRU Shares	851,920

### 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
EQT	Level 2, 575 Bourke Street, Melbourne VIC 3000

## Signature

### Signed on behalf of Parent and the Parent Subsidiaries

print name Terry Ryan capacity Chief Financial Officer and Company Secretary

sign here



date 7 May 2013

### 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 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 or 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 on 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 (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.