



One Bryant Park • 39th Floor • New York, NY 10036 • p: 212-588-6200 • f: 212-727-7073

8 January 2016

VIA FACSIMILE

The Manager
Company Announcements
Australian Stock Exchange Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000
Facsimile +61 2 9347 0005

Notice of initial substantial holder

Dear Sir or Madam,

Manikay Partners, LLC and its associates Manikay Master Fund, LP and Manikay Merger Fund, LP are the substantial holders giving this notice.

Attached is a Form 603 Notice of initial substantial holder.

Kind regards,

Robert Ellis
General Counsel and Secretary

Attachment

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/SchemeVEDA GROUP LIMITED

ACN/ARSN124 306 958

1. Details of substantial holder (1)

NameManikay Partners, LLC and its associates Manikay Master Fund, LP and Manikay Merger Fund, LP

ACN/ARSN (if applicable)

The holder became a substantial holder on8 January 2016.

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	Persons' votes (5)	Voting power (6)
Ordinary	43,014,230	43,014,230	5.08%

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
Manikay Partners, LLC	Relevant interest under section 608(1) of the Corporations 2001 (Cth) (Act), being a relevant interest arising from having the power, in its capacity as fund manager of Manikay Master Fund, LP and Manikay Merger Fund, LP to control the exercise of a right to vote attached to the shares.	43,014,230 Ordinary
Manikay Master Fund, LP	Relevant interest under section 608(1) of the Act.	41,866,230 Ordinary
Manikay Merger Fund, LP	Relevant interest under section 608(1) of the Act.	1,148,000 Ordinary

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
Manikay Partners, LLC	UBS Securities, LLC;	Manikay Master Fund, LP and Manikay Merger Fund, LP	43,014,230 Ordinary
Manikay Master Fund, LP	UBS Securities, LLC;	Manikay Master Fund, LP	41,866,230 Ordinary
Manikay Merger Fund, LP	UBS Securities, LLC;	Manikay Merger Fund, LP	1,148,000 Ordinary

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	
PLEASE SEE APPENDIX A				

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
Manikay Master Fund, LP	Related body corporate of Manikay Partners, LLC
Manikay Merger Fund, LP	Related body corporate of Manikay Partners, LLC

7. Addresses

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

Name	Address
Manikay Partners, LLC Manikay Master Fund, LP Manikay Merger Fund, LP	One Bryant Park, 39th Floor New York, NY 10036 USA
UBS Securities, LLC	1285 Avenue of the Americas New York, New York 10019 USA

Signature


print name

Robert D. Ellis

capacity

Secretary

sign here



date

8 January 2016

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, 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.

Date of change	Person whose relevant interest changed	Nature of Change	Consideration given in relation to change	Number of Securities	Class
11/11/2015	MANMS	Buy	7,886,812.50	3,000,000	Ordinary
11/11/2015	MANMS	Buy	1,314,468.75	500,000	Ordinary
11/12/2015	MANMS	Buy	13,545,287.50	5,000,000	Ordinary
11/12/2015	MANMS	Buy	6,631,625.00	2,500,000	Ordinary
11/13/2015	MANMS	Buy	2,689,027.50	1,000,000	Ordinary
11/13/2015	MANMS	Buy	2,689,027.50	1,000,000	Ordinary
11/16/2015	MANMS	Buy	2,660,858.20	1,000,000	Ordinary
11/17/2015	MANMS	Buy	1,333,832.50	500,000	Ordinary
11/19/2015	MANMS	Buy	1,338,837.50	500,000	Ordinary
11/19/2015	MANMS	Buy	2,011,738.09	750,000	Ordinary
11/23/2015	MANMS	Buy	6,609,900.00	2,400,000	Ordinary
11/23/2015	MANMS	Buy	6,885,312.50	2,500,000	Ordinary
11/25/2015	MANMS	Buy	2,068,316.25	750,000	Ordinary
11/25/2015	MANMS	Buy	1,655,479.50	600,000	Ordinary
11/25/2015	MANMS	Buy	399,596.89	144,827	Ordinary
11/26/2015	MANMS	Buy	1,310,587.94	475,000	Ordinary
11/27/2015	MANMS	Buy	1,379,566.25	500,000	Ordinary
11/30/2015	MANMS	Buy	5,528,280.00	2,000,000	Ordinary
12/07/2015	MANMS	Buy	13,838,825.00	5,000,000	Ordinary
12/11/2015	MANMS	Buy	13,845,737.50	5,000,000	Ordinary
12/11/2015	MANMS	Buy	12,586,290.45	4,545,186	Ordinary
1/8/2016	MANMS	Buy	6,152,401.52	2,201,217	Ordinary
1/8/2016	MANMG	Buy	3,208,660.00	1,148,000	Ordinary

Signature

print name

Robert D. Ellis capacity Secretary

date 8 January 2016

sign here 