

Form 604

Corporations Law
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme **BEGA CHEESE LIMITED**

ACN/ARSN **008 358 503**

1. Details of substantial holder (1)

Name **PERPETUAL LIMITED and its related bodies corporate**

ACN (if applicable) **000 431 827**

There was a change in the interests of the Substantial holder on 07 / 02 / 2019

The previous notice was given to the company on 23 / 11 / 2018

The previous notice was dated 21 / 11 / 2018

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)
Ordinary	29,678,485	13.92%	26,462,732	12.42%

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 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
	Refer annexure 3				

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
	Refer annexure 1 & 2				

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 (if applicable)	Nature of association
Perpetual Investment Management Limited	Related bodies corporate of Perpetual Limited
Perpetual Trustee Company Limited	Related bodies corporate of Perpetual Limited

6. Addresses

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

Name	Address
Perpetual Limited	18/123 Pitt Street Sydney, NSW 2000
Perpetual Investment Management Limited	18/123 Pitt Street Sydney, NSW 2000
Perpetual Trustee Company Limited	18/123 Pitt Street Sydney, NSW 2000



Signature

Print name **ELEANOR PADMAN**

Capacity **COMPANY SECRETARY**

ANNEXURE 1 - Perpetual Investments Account Codes & Details

Perpetual Investment Management Limited (PIML), subsidiary of Perpetual Limited, as Responsible Entity for:

INTERNAL CODE	REGISTRATION DETAILS
17	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
26	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
33	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
118	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
212	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
649	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
650	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
652	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
653	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
651	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
654	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
670	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
695	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
774	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001

855	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
2093	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
2095	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
2124	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
2125	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
2127	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
2128	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
2199	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
2210	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
2219	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
2130	RBC Investor Services Australia Nominees Pty Ltd <BKCUST A/C> GPO Box 5430 Sydney NSW 2001
2089	RBC Investor Services Australia Nominees Pty Limited <PICREDIT> GPO Box 5430 Sydney NSW 2001
2086	RBC Investor Services Australia Nominees Pty Ltd <PI CREDIT A/C> GPO Box 5430 Sydney NSW 2001
106	RBC Investor Services Australia Nominees Pty Ltd <PI POOLED A/C> GPO Box 5430 Sydney NSW 2001
133	RBC Investor Services Australia Nominees Pty Ltd <PI POOLED A/C> GPO Box 5430 Sydney NSW 2001

323	RBC Investor Services Australia Nominees Pty Ltd <PI POOLED A/C> GPO Box 5430 Sydney NSW 2001
669	RBC Investor Services Australia Nominees Pty Ltd <PI POOLED A/C> GPO Box 5430 Sydney NSW 2001
139	RBC Investor Services Australia Nominees Pty Ltd <PIQTE2 A/C> GPO Box 5430 Sydney NSW 2001
44	UBS Nominees Pty Ltd Level 16 Chifley Tower 2 Chifley Square Sydney NSW 2000
108	UBS Nominees Pty Ltd Level 16, Chifley Tower 2 Chifley Square Sydney NSW 2000
414	UBS Nominees Pty Ltd Level 16 Chifley Tower 2 Chifley Square Sydney NSW 2000
696	UBS Nominees Pty Ltd Level 16 Chifley Tower 2 Chifley Square Sydney NSW 2000
941	UBS Nominees Pty Ltd Level 16 Chifley Tower 2 Chifley Square Sydney NSW 2000

Perpetual Investment Management Limited (PIML), subsidiary of Perpetual Limited, as Trustee for:

ALL 'SS' CODES	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
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Perpetual Investment Management Limited (PIML), subsidiary of Perpetual Limited, under Investment Management Agreements with:

INTERNAL CODE	REGISTRATION DETAILS
227	BNP Paribas Nominees Pty Ltd PO Box R209 Royal Exchange NSW 1225
248	BNP Paribas Noms Pty Ltd P.O. Box R209 Royal Exchange Sydney NSW 1225
702	BNP Paribas Nominees Pty Ltd PO Box R209 Royal Exchange NSW 1225
740	BNP Paribas Nominees Pty Ltd PO Box R209 Royal Exchange NSW 1225

786	BNP Paribas Nominees Pty Ltd PO Box R209 Royal Exchange NSW 1225
2085	BNP Paribas Nominees Pty Ltd PO Box R209 Royal Exchange NSW 1225
2122	BNP Paribas Nominees Pty Ltd PO Box R209 Royal Exchange NSW 1225
2131	BNP Paribas Nominees Pty Ltd PO Box R209 Royal Exchange NSW 1225
2216	BNP Paribas Nominees Pty Ltd PO Box R209 Royal Exchange NSW 1225
220	Citicorp Nominees Pty Ltd GPO Box 764G Melbourne VIC 3001
221	Citicorp Nominees Pty Ltd GPO Box 764G Melbourne VIC 3001
222	Citicorp Nominees Pty Ltd GPO Box 764G Melbourne VIC 3001
224	Citicorp Nominees Pty Ltd GPO Box 764G Melbourne VIC 3001
2163	Citicorp Nominees Pty Ltd GPO Box 764G Melbourne VIC 3001
2222	Citicorp Nominees Pty Ltd GPO Box 764G Melbourne VIC 3001
194	Northern Trust Company Melbourne Branch: HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
779	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
2101	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
2152	Northern Trust Company Melbourne Branch: HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001

2161	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
2172	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
210	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001
215	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001
230	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001
231	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001
392	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001
394	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001
449	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001
773	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001
788	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001
791	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001
2100	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001
2166	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001
711	National Nominees Pty Ltd PO Box 1406 Melbourne VIC 3001

787	National Nominees Pty Ltd PO Box 1406 Melbourne VIC 3001
2083	National Nominees Pty Ltd PO Box 1406 Melbourne VIC 3001
2097	National Nominees Pty Ltd PO Box 1406 Melbourne VIC 3001
2160	National Nominees Pty Ltd PO Box 1406 Melbourne VIC 3001
2220	National Nominees Pty Ltd PO Box 1406 Melbourne VIC 3001

Perpetual Trustee Company Limited as trustee, custodian or nominee

INTERNAL CODE	REGISTRATION DETAILS
T2	Perpetual Trustee Company Limited GPO Box 4172 Sydney NSW 2001
T3	The Trust Company Limited GPO Box 4270 Sydney NSW 2001
T4	Perpetual Trustee Company Limited GPO Box 4172 Sydney NSW 2001
T6	Perpetual Trustee Company Limited GPO Box 4172 Sydney NSW 2001
T7	Perpetual Trustee Company Limited GPO Box 4172 Sydney NSW 2001

ANNEXURE 2

PRESENT RELEVANT INTERESTS

ASXCode	Internal Code	Holding
BGA	17	755,373
BGA	2130	1,041,008
BGA	2166	2,389,947
BGA	212	2,822,053
BGA	2172	416,709
BGA	2161	276,816
BGA	670	8,953
BGA	2219	5,951
BGA	2097	913,314
BGA	696	3,493,711
BGA	695	9,293,174
BGA	653	5,044,432
BGA	T2	1,291

ANNEXURE 3**CHANGES IN RELEVANT INTERESTS**

Account	Security	Volume	Value	AsAtDate
2130	BGA	- 60,469	\$ 299,618.81	07/02/2019
2130	BGA	- 28,171	\$ 139,625.84	07/02/2019
2130	BGA	- 9,144	\$ 45,420.55	06/02/2019
653	BGA	6,585	\$ 39,326.07	29/11/2018
2130	BGA	- 19,977	\$ 100,068.51	05/02/2019
2130	BGA	- 1,037	\$ 5,191.94	05/02/2019
2130	BGA	- 424	\$ 2,147.94	04/02/2019
2130	BGA	- 5,868	\$ 29,812.23	01/02/2019
2130	BGA	- 14,000	\$ 71,989.15	31/01/2019
2130	BGA	- 778	\$ 4,015.46	31/01/2019
2130	BGA	- 2,579	\$ 12,823.67	19/12/2018
2130	BGA	4,650	\$ 27,770.12	29/11/2018
2097	BGA	- 20,808	\$ 103,101.89	07/02/2019
2172	BGA	- 11,338	\$ 56,174.62	07/02/2019
2172	BGA	- 5,282	\$ 26,176.59	07/02/2019
2097	BGA	- 9,694	\$ 48,047.04	07/02/2019
2097	BGA	- 4,458	\$ 22,144.01	06/02/2019
2172	BGA	- 2,858	\$ 14,194.80	06/02/2019
2172	BGA	- 518	\$ 2,593.17	05/02/2019
2172	BGA	- 9,989	\$ 50,031.12	05/02/2019
2097	BGA	- 363	\$ 1,817.43	05/02/2019
2097	BGA	- 6,991	\$ 35,019.23	05/02/2019
2172	BGA	- 170	\$ 861.11	04/02/2019
2172	BGA	- 1,660	\$ 8,432.64	01/02/2019
2172	BGA	- 6,000	\$ 30,849.01	31/01/2019
2172	BGA	- 333	\$ 1,718.50	31/01/2019
2172	BGA	- 2,872	\$ 15,086.66	30/01/2019
2097	BGA	- 2,004	\$ 10,181.27	01/02/2019
2172	BGA	- 1,967	\$ 10,315.99	29/01/2019
2172	BGA	- 11,800	\$ 62,057.43	24/01/2019
2097	BGA	- 2,021	\$ 10,617.55	30/01/2019
2097	BGA	- 2,357	\$ 12,362.76	29/01/2019
2097	BGA	- 9,881	\$ 51,973.03	24/01/2019
2172	BGA	- 1,290	\$ 6,413.60	19/12/2018
2097	BGA	- 15,357	\$ 76,463.61	18/01/2019
2097	BGA	- 991	\$ 4,924.34	18/01/2019
2097	BGA	1,915	\$ 11,436.51	29/11/2018
695	BGA	- 197,625	\$ 979,215.28	07/02/2019
695	BGA	- 92,071	\$ 456,337.74	07/02/2019
695	BGA	- 30,862	\$ 153,299.30	06/02/2019
695	BGA	- 5,434	\$ 27,206.36	05/02/2019
695	BGA	- 104,725	\$ 524,587.06	05/02/2019
695	BGA	- 2,126	\$ 10,770.11	04/02/2019
695	BGA	- 16,797	\$ 85,336.78	01/02/2019
695	BGA	- 58,949	\$ 303,120.59	31/01/2019
695	BGA	- 3,274	\$ 16,897.94	31/01/2019
695	BGA	- 20,709	\$ 108,797.01	30/01/2019

695	BGA	-	10,069	\$	52,813.15	29/01/2019
695	BGA	-	268,554	\$	1,337,176.48	18/01/2019
695	BGA	-	17,325	\$	86,087.09	18/01/2019
695	BGA	-	11,421	\$	56,789.14	19/12/2018
695	BGA	-	15,661	\$	93,528.56	29/11/2018
696	BGA	-	207,861	\$	1,029,933.80	07/02/2019
696	BGA	-	96,838	\$	479,964.74	07/02/2019
696	BGA	-	29,148	\$	144,785.44	06/02/2019
696	BGA	-	6,946	\$	34,776.46	05/02/2019
696	BGA	-	133,846	\$	670,459.58	05/02/2019
696	BGA	-	2,715	\$	13,754.19	04/02/2019
696	BGA	-	17,951	\$	91,199.64	01/02/2019
696	BGA	-	3,777	\$	19,494.05	31/01/2019
696	BGA	-	67,999	\$	349,656.43	31/01/2019
696	BGA	-	231,197	\$	1,151,146.50	18/01/2019
696	BGA	-	14,915	\$	74,113.40	18/01/2019
696	BGA	-	100,000	\$	495,955.69	17/01/2019
696	BGA	-	216,085	\$	1,080,044.06	16/01/2019
696	BGA	-	25,211	\$	126,058.43	15/01/2019
17	BGA	-	38,884	\$	193,292.36	17/01/2019
696	BGA	-	11,476	\$	57,062.61	19/12/2018
696	BGA	-	16,250	\$	97,046.11	29/11/2018
17	BGA	-	9,395	\$	54,104.11	13/12/2018
2161	BGA	-	6,456	\$	31,988.94	07/02/2019
2161	BGA	-	3,008	\$	14,908.75	07/02/2019
2161	BGA	-	164	\$	821.10	05/02/2019
2161	BGA	-	3,152	\$	15,788.96	05/02/2019
2161	BGA	-	165	\$	835.87	04/02/2019
2161	BGA	-	3,052	\$	15,693.63	31/01/2019
2161	BGA	-	169	\$	872.25	31/01/2019
2161	BGA	-	877	\$	4,607.42	30/01/2019
2161	BGA	-	5,001	\$	26,230.86	29/01/2019
2161	BGA	-	1,059	\$	5,262.13	18/01/2019
2161	BGA	-	16,424	\$	81,777.92	18/01/2019
2161	BGA	-	357	\$	1,775.12	19/12/2018
2161	BGA	-	489	\$	2,920.34	29/11/2018
212	BGA	-	60,469	\$	299,618.81	07/02/2019
653	BGA	-	75,586	\$	374,522.28	07/02/2019
653	BGA	-	77,454	\$	383,778.07	07/02/2019
212	BGA	-	28,171	\$	139,625.84	07/02/2019
212	BGA	-	9,144	\$	45,420.55	06/02/2019
653	BGA	-	35,214	\$	174,533.55	07/02/2019
653	BGA	-	36,084	\$	178,845.58	07/02/2019
212	BGA	-	829	\$	4,150.55	05/02/2019
212	BGA	-	15,982	\$	80,056.82	05/02/2019
212	BGA	-	509	\$	2,578.54	04/02/2019
212	BGA	-	4,883	\$	24,807.97	01/02/2019
653	BGA	-	11,430	\$	56,775.68	06/02/2019
653	BGA	-	10,402	\$	51,669.35	06/02/2019
653	BGA	-	2,073	\$	10,378.87	05/02/2019
212	BGA	-	14,000	\$	71,989.15	31/01/2019
212	BGA	-	778	\$	4,015.46	31/01/2019
653	BGA	-	2,333	\$	11,680.61	05/02/2019

212	BGA	-	6,318	\$	33,192.30	30/01/2019
212	BGA	-	4,401	\$	23,083.78	29/01/2019
653	BGA	-	39,955	\$	200,142.04	05/02/2019
653	BGA	-	44,949	\$	225,157.92	05/02/2019
212	BGA	-	116,800	\$	614,344.09	24/01/2019
653	BGA	-	1,103	\$	5,587.69	04/02/2019
653	BGA	-	849	\$	4,300.95	04/02/2019
653	BGA	-	6,118	\$	31,082.35	01/02/2019
653	BGA	-	5,911	\$	30,030.69	01/02/2019
653	BGA	-	1,222	\$	6,307.04	31/01/2019
653	BGA	-	22,000	\$	113,125.80	31/01/2019
212	BGA	-	3,439	\$	17,099.89	19/12/2018
653	BGA	-	8,174	\$	42,943.02	30/01/2019
653	BGA	-	4,744	\$	24,882.87	29/01/2019
212	BGA	-	4,450	\$	26,575.70	29/11/2018
653	BGA	-	32,719	\$	172,098.51	24/01/2019
653	BGA	-	5,589	\$	27,772.03	18/01/2019
653	BGA	-	86,642	\$	431,396.75	18/01/2019
2166	BGA	-	37,793	\$	187,261.14	07/02/2019
2166	BGA	-	17,607	\$	87,266.77	07/02/2019
2166	BGA	-	6,858	\$	34,065.40	06/02/2019
2166	BGA	-	19,977	\$	100,068.51	05/02/2019
2166	BGA	-	1,037	\$	5,191.94	05/02/2019
2166	BGA	-	424	\$	2,147.94	04/02/2019
2166	BGA	-	5,868	\$	29,812.23	01/02/2019
2166	BGA	-	14,000	\$	71,989.15	31/01/2019
2166	BGA	-	778	\$	4,015.46	31/01/2019
2166	BGA	-	6,892	\$	36,207.88	30/01/2019
2166	BGA	-	4,801	\$	25,181.84	29/01/2019
2166	BGA	-	28,800	\$	151,484.98	24/01/2019
2166	BGA	-	42,472	\$	206,639.36	04/01/2019
653	BGA	-	4,298	\$	21,371.13	19/12/2018
653	BGA	-	5,545	\$	27,571.65	19/12/2018
2166	BGA	-	2,579	\$	12,823.67	19/12/2018