

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Healthscope Limited (HSO)

ACN/ARSN 144 840 639

1. Details of substantial holder (1)

Name AustralianSuper Pty Ltd (ACN 006 457 987) as trustee for AustralianSuper ABN 65 714 394 898 (AusSuper)

ACN/ARSN (if applicable) _____

There was a change in the interests of the substantial holder on 31 March 2019

The previous notice was given to the company on 9 November 2018

The previous notice was dated 9 November 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 shares (<i>Shares</i>)	333,082,823	19.13% (based on 1,741,161,795 HSO Shares on issue)	276,211,611 HSO Shares	15.86% (based on 1,741,161,795 HSO 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
31 March 2019	AusSuper	Ceasing to hold a relevant interest in 56,657,975 HSO Shares under section 608(8) of the Corporations Act 2001 (Cth) (<i>Corporations Act</i>), by virtue of the expiration on 31 March 2019 of the Co-operation Agreement as amended by the Amendment Deed. Refer to the below note for further information on the Co-operation Agreement	N/A	56,657,975 HSO Shares	56,657,975
Refer to Annexure "A"	AusSuper	Relevant interest in 213,237 HSO Shares under sections 608(1)(b) and (c) of the Corporations Act	Refer to Annexure "A"	213,237 HSO Shares	213,237

Note: The *Co-Operation Agreement* is the Co-Operation and Process Agreement between BGH, AusSuper, CPPIB, Carob and OTTP (each as defined in section 5 below) dated 24 April 2018. A copy of the Co-Operation Agreement was attached as Annexure "A" to the notice (Form 603 – Notice of initial substantial holder) given by BGH, CPPIB, the GIC Entities and OTTP (each as defined in section 5 below) on 26 April 2018. A copy of an amendment deed in respect of the Co-Operation Agreement (the *Amendment Deed*) was attached as Annexure "C" to the notice (Form 604 – Notice of change of interests of substantial holder) given by BGH, CPPIB, the GIC Entities, OTTP and AusSuper on 25 October 2018.

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
AusSuper	JPMorgan Nominees Australia Ltd	AusSuper	Relevant interest under sections 608(1)(b) and (c) of the Corporations Act	276,211,611 HSO Shares	276,211,611

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
BGH Capital Pty Ltd (ACN 617 386 982) as manager or adviser to the constituent entities of the BGH Capital Fund I (<i>BGH</i>)	Ceased to be an associate of AusSuper, by virtue of the expiration on 31 March 2019 of the Co-operation Agreement
BGH Capital Healthcare Pty Ltd (ACN 625 900 030)	Ceased to be an associate of AusSuper, by virtue of the expiration on 31 March 2019 of the Co-operation Agreement
Canada Pension Plan Investment Board (<i>CPPIB</i>)	Ceased to be an associate of AusSuper, by virtue of the expiration on 31 March 2019 of the Co-operation Agreement
GIC Private Limited, Carob Investment Private Limited (<i>Carob</i>), GIC Special Investments Pte Ltd, GIC (Ventures) Pte Ltd, GIC Asset Management Pte Ltd, GIC Infra Holdings Pte Ltd, Buckland Investment Pte Ltd, Devonshire Investment Pte Ltd, GIC Real Estate Pte Ltd, GIC (Realty) Pte Ltd, Recosia Pte Ltd and Reco 175LS Aust Pte Ltd (together, the <i>GIC Entities</i>)	Ceased to be associates of AusSuper, by virtue of the expiration on 31 March 2019 of the Co-operation Agreement
Ontario Teachers' Pension Plan Board (<i>OTPP</i>)	Ceased to be an associate of AusSuper, by virtue of the expiration on 31 March 2019 of the Co-operation Agreement

6. Addresses

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

Name	Address
AusSuper	Level 33, 50 Lonsdale Street, Melbourne VIC 3000

Signature

print name	ANDREW MANTUZZO	CHLOE BRAYNE	capacity	ATTORNEYS
sign here			date	2 April 2019

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:
(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
(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.

Annexure 'A'

This is annexure 'A' of 1 page referred to in the accompanying Form 604.

Company name: AustralianSuper Pty Ltd (ACN 006 457 987) as trustee for AustralianSuper ABN 65 714 394 898 (**AusSuper**)

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
14/11/2018	AusSuper	Sale	\$2.35	9400 Shares	9400
15/11/2018	AusSuper	Sale	\$2.37	58681 Shares	58681
16/11/2018	AusSuper	Sale	\$2.37	792 Shares	792
19/11/2018	AusSuper	Sale	\$2.34	4464 Shares	4464
22/11/2018	AusSuper	Sale	\$2.34	2036 Shares	2036
23/11/2018	AusSuper	Sale	\$2.32	1632 Shares	1632
30/11/2018	AusSuper	Sale	\$2.16	3541 Shares	3541
10/12/2018	AusSuper	Sale	\$2.25	886 Shares	886
19/12/2018	AusSuper	Sale	\$2.15	1000 Shares	1000
27/12/2018	AusSuper	Sale	\$2.20	911 Shares	911
3/01/2019	AusSuper	Sale	\$2.23	2445 Shares	2445
9/01/2019	AusSuper	Sale	\$2.23	3000 Shares	3000
15/01/2019	AusSuper	Sale	\$2.27	7356 Shares	7356
22/01/2019	AusSuper	Sale	\$2.39	5937 Shares	5937
23/01/2019	AusSuper	Sale	\$2.39	10024 Shares	10024
24/01/2019	AusSuper	Sale	\$2.39	3332 Shares	3332
25/01/2019	AusSuper	Sale	\$2.39	7980 Shares	7980
31/01/2019	AusSuper	Sale	\$2.38	5445 Shares	5445
5/02/2019	AusSuper	Sale	\$2.45	6364 Shares	6364
6/02/2019	AusSuper	Sale	\$2.47	18871 Shares	18871
7/02/2019	AusSuper	Sale	\$2.47	5370 Shares	5370
8/02/2019	AusSuper	Sale	\$2.47	2000 Shares	2000
12/02/2019	AusSuper	Sale	\$2.47	8690 Shares	8690
14/02/2019	AusSuper	Sale	\$2.47	7410 Shares	7410
15/02/2019	AusSuper	Sale	\$2.47	913 Shares	913
18/02/2019	AusSuper	Sale	\$2.48	10250 Shares	10250
20/02/2019	AusSuper	Sale	\$2.46	2108 Shares	2108
8/03/2019	AusSuper	Sale	\$2.45	1122 Shares	1122
11/03/2019	AusSuper	Sale	\$2.45	4900 Shares	4900
13/03/2019	AusSuper	Sale	\$2.45	8142 Shares	8142
25/03/2019	AusSuper	Sale	\$2.44	7500 Shares	7500
27/03/2019	AusSuper	Sale	\$2.43	735 Shares	735

Signed by:



[print name]

Andrew
MANTELLO



CHLOE BRAYNE

Date:

02 / 04 / 2019

GUIDE

This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 604.

Signature	This form must be signed by either a director or a secretary of the substantial holder.
Lodging period	Nil
Lodging Fee	Nil
Other forms to be completed	Nil
Additional information	<p>(a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form.</p> <p>(b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange.</p> <p>(c) The person must give a copy of this notice:</p> <ul style="list-style-type: none"> (i) within 2 business days after they become aware of the information; or (ii) by 9.30 am on the next trading day of the relevant securities exchange after they become aware of the information if: <ul style="list-style-type: none"> (A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and (B) the person becomes aware of the information during the bid period.
Annexures	<p>To make any annexure conform to the regulations, you must</p> <ol style="list-style-type: none"> 1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides 2 show the corporation name and A.C.N or ARBN 3 number the pages consecutively 4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied 5 identify the annexure with a mark such as A, B, C, etc 6 endorse the annexure with the words: <i>This is annexure (mark) of (number) pages referred to in form (form number and title)</i> 7 sign and date the annexure. <p>The annexure must be signed by the same person(s) who signed the form.</p>