

**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To Company Name/Scheme ONEMARKET LIMITED

ACN/ARSN 623 247 549

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

Name Morgan Stanley and its subsidiaries listed in Annexure A  
ACN/ARSN (if applicable) Not Applicable

There was a change in the interests of the substantial holder on June 13, 2018  
The previous notice was given to the company on June 14, 2018  
The previous notice was dated June 12, 2018  
The holder became aware on June 15, 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	14,320,649	13.78%	15,384,112	14.80%
		Based on 103,929,134 Ordinary Shares Outstanding		Based on 103,929,134 Ordinary Shares Outstanding

**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
06/13/2018	Morgan Stanley & Co. International plc	Buy	31.63	25 Ordinary Shares	25
06/13/2018	Morgan Stanley Australia Securities Limited	Buy	243.46	188 Ordinary Shares	188
06/13/2018	Morgan Stanley Australia Securities Limited	Buy	318.72	249 Ordinary Shares	249
06/13/2018	Morgan Stanley Australia Securities Limited	Buy	295.55	230 Ordinary Shares	230
06/13/2018	Morgan Stanley Australia Securities Limited	Buy	1,577.98	1,228 Ordinary Shares	1,228
06/13/2018	Morgan Stanley Australia Securities Limited	Buy	1,371.60	1,080 Ordinary Shares	1,080
06/13/2018	Morgan Stanley Australia Securities Limited	Buy	127,500.00	100,000 Ordinary Shares	100,000
06/13/2018	Morgan Stanley Australia Securities Limited	Buy	127,250.00	100,000 Ordinary Shares	100,000
06/13/2018	Morgan Stanley Australia Securities Limited	Buy	94,698.71	73,891 Ordinary Shares	73,891
06/13/2018	Morgan Stanley Australia Securities Limited	Buy	731.43	567 Ordinary Shares	567
06/13/2018	Morgan Stanley Australia Securities Limited	Buy	30.90	24 Ordinary Shares	24
06/13/2018	Morgan Stanley Australia Securities Limited	Buy	773.93	607 Ordinary Shares	607
06/13/2018	Morgan Stanley Australia Securities Limited	Buy	495.30	381 Ordinary Shares	381
06/13/2018	Morgan Stanley Australia Securities Limited	Buy	300.90	236 Ordinary Shares	236
06/13/2018	Morgan Stanley Australia Securities Limited	Buy	298.85	229 Ordinary Shares	229
06/13/2018	Morgan Stanley Australia Securities Limited	Buy	1,002,753.49	784,443 Ordinary Shares	784,443
06/13/2018	Morgan Stanley Australia Securities Limited	Buy	134.09	106 Ordinary Shares	106
06/13/2018	Morgan Stanley Wealth Management Australia Pty Ltd	Transfer out	N/A	-22 Ordinary Shares	-22
06/13/2018	Morgan Stanley Investment Management Inc.	Transfer In	N/A	1 Ordinary Share	1

#### 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
Morgan Stanley & Co. LLC	Unknown	Not Applicable	Shares held or in respect of which the holder may exercise control over disposal in the ordinary course of sales and trading businesses. Right as lender to recall the shares under a prime brokerage arrangement.	1,100 Ordinary Shares	1,100
Morgan Stanley & Co. International plc	Unknown	Not Applicable	Shares held or in respect of which the holder may exercise control over disposal in the ordinary course of sales and trading businesses. Right as lender to recall the shares under a prime brokerage arrangement.	6,995 Ordinary Shares	6,995
Morgan Stanley & Co. International plc	HSBC Custody Nominees (Australia) Limited	Not Applicable	Shares held or in respect of which the holder may exercise control over disposal in the ordinary course of sales and trading businesses.	5,050,818 Ordinary Shares	5,050,818
Morgan Stanley Australia Securities Limited	Morgan Stanley Australia Securities (Nominee) Pty Limited	Not Applicable	Shares held or in respect of which the holder may exercise control over disposal in the ordinary course of sales and trading businesses.	9,539,900 Ordinary Shares	9,539,900
Morgan Stanley Wealth Management Australia Pty Ltd	Morgan Stanley Wealth Management Australia Pty discretionary client account	Not Applicable	Shares held or in respect of which the holder may exercise control over disposal in the ordinary course of discretionary managed business.	16,814 Ordinary Shares	16,814
Morgan Stanley Investment Management Limited	Union Life Insurance Co Limited SMA	Not Applicable	Shares held or in respect of which the holder may exercise control over disposal in the ordinary course of investment management business.	600 Ordinary Shares	600
Morgan Stanley Investment Management Inc.	HSBC Bank Australia Limited	Not Applicable	Shares held or in respect of which the holder may exercise control over disposal in the ordinary course of investment management business.	137 Ordinary Shares	137
Morgan Stanley Investment Management Inc.	HSBC Custody Nominees (Australia) Limited	Not Applicable	Shares held or in respect of which the holder may exercise control over disposal in the ordinary course of investment management business.	116,915 Ordinary Shares	116,915
Morgan Stanley Investment Management Inc.	JP MORGAN Nominees Australia Limited	Not Applicable	Shares held or in respect of which the holder may exercise control over disposal in the ordinary course of investment management business.	463 Ordinary Shares	463
Morgan Stanley Investment Management Inc.	National Australia Bank, Ltd	Not Applicable	Shares held or in respect of which the holder may exercise control over disposal in the ordinary course of investment management business.	33,748 Ordinary Shares	33,748
Morgan Stanley Investment Management Company	HSBC Bank Australia Limited	Not Applicable	Shares held or in respect of which the holder may exercise control over disposal in the ordinary course of investment management business.	133,287 Ordinary Shares	133,287
Morgan Stanley Investment Management Company	HSBC Custody Nominees (Australia) Limited	Not Applicable	Shares held or in respect of which the holder may exercise control over disposal in the ordinary course of investment management business.	372,865 Ordinary Shares	372,865

Morgan Stanley Investment Management Company	JP MORGAN Nominees Australia Limited	Not Applicable	Shares held or in respect of which the holder may exercise control over disposal in the ordinary course of investment management business.	110,470 Ordinary Shares	110,470
Each of the entities (as listed in Annexure A) in the Morgan Stanley group upstream of the above entities			Each of the above entities is a body corporate that each upstream entity controls and therefore has the relevant interests that the above entities collectively have.	15,384,112 Ordinary Shares	15,384,112

#### 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
Not applicable	Not applicable

#### 6. Addresses

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

Name	Address
Morgan Stanley	1585 Broadway, New York 10036, USA
Morgan Stanley & Co. LLC	1585 Broadway, New York 10036, USA
Morgan Stanley Australia Securities Limited	Level 39 Chifley Tower, 2 Chifley Square, Sydney NSW 2000, Australia
Morgan Stanley & Co. International plc	25 Cabot Square, Canary Wharf, London, E14 4QA, United Kingdom
Morgan Stanley Wealth Management Australia Pty Ltd	Level 39 Chifley Tower, 2 Chifley Square, Sydney NSW 2000, Australia
Morgan Stanley Investment Management Limited	25 Cabot Square, Canary Wharf, London, E14 4QA, United Kingdom
Morgan Stanley Investment Management Inc.	522 5th Avenue 6th Floor, New York 10036, USA
Morgan Stanley Investment Management Company	#16-01 Capital Square 23 Church Street, Singapore 049481, Singapore


## Signature

print name Annie Gong

capacity Executive Director

sign here

date June 18, 2018



## Annexure A

List of Morgan Stanley and its subsidiaries that have a relevant interest or deemed to have a relevant interest in the shares or units stated in Section 4.

Name
└─ Morgan Stanley
├─ Morgan Stanley Capital Management, LLC
├─ Morgan Stanley Domestic Holdings, Inc.
│ └─ Morgan Stanley & Co. LLC
│ └─ Morgan Stanley Wealth Management Australia Pty Ltd
├─ Morgan Stanley Investment Management Inc.
├─ Morgan Stanley International Holdings Inc.
│ └─ Morgan Stanley Asia Holdings Limited
│ └─ Morgan Stanley Asia Regional (Holdings) III LLC
│ └─ Morgan Stanley (Singapore) Holdings Pte. Ltd.
│ └─ Morgan Stanley Investment Management Company
├─ Morgan Stanley International Limited
│ └─ Morgan Stanley Investments (UK)
│ └─ Morgan Stanley & Co. International plc
│ └─ Morgan Stanley Investment Management Limited
├─ Morgan Stanley International Incorporated
├─ Morgan Stanley (Australia) Securities Holdings Pty Limited
└─ Morgan Stanley Australia Securities Limited

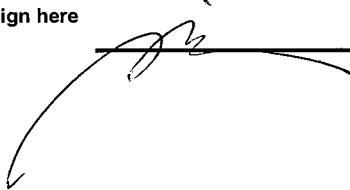
### Signature

print name Annie Gong

capacity Executive Director

sign here

date June 18, 2018



#### 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.

# 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

- (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.
- (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.
- (c) The person must give a copy of this notice:
  - (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:
    - (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

To make any annexure conform to the regulations, you must

- 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:  
*This is annexure (mark) of (number) pages referred to in form (form number and title)*
- 7 sign and date the annexure.  
The annexure must be signed by the same person(s) who signed the form.

**Information in this guide is intended as a guide only. Please consult your accountant or solicitor for further advice.**

**Appendix B**

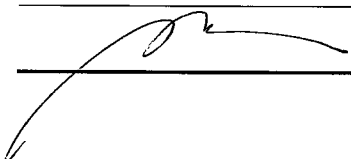
*This is Annexure B referred to in the Form 604: Notice of change of interests of substantial holder issued by Morgan Stanley and its subsidiaries. The following is description of the securities lending agreements referenced in the accompanying Form 604.*

<b>Schedule</b>	
<b>Type of Agreement</b>	International Prime Brokerage Agreement
<b>Parties to agreement</b>	Morgan Stanley & Co. International plc for itself and as agent and trustee for and on behalf of the other Morgan Stanley Companies and ALPHANATICS MASTER FUND LTD.
<b>Transfer Date</b>	20180607;
<b>Holder of Voting Rights</b>	If prime broker has settled a short sale for the client, voting rights will pass to the purchaser of the securities.
<b>Are there any restrictions on voting rights?</b>	Yes/No
<b>If yes, detail</b>	Not applicable
<b>Scheduled Return Date (if any)</b>	Open
<b>Does the borrower have the right to return early?</b>	Yes/No
<b>If yes, detail</b>	At any time the client may return to the prime broker shares which the client previously sold short.
<b>Does the lender have the right to recall early?</b>	Yes/No
<b>If yes, detail</b>	The prime broker may require the client to return shares delivered on behalf of the client at any time.
<b>Will the securities be returned on settlement?</b>	Yes/No
<b>If yes, detail any exceptions</b>	Upon an Event of Default, the default market value of all Equivalent Securities to be delivered will be determined and on the basis of the amounts so established, an account shall be taken of what is due from each party to the other. The amounts due from one party shall be set off against the amounts due from the other party and only the balance of the account shall be payable.

<b>Schedule</b>	
<b>Type of Agreement</b>	Master Securities Lending Agreement
<b>Parties to agreement</b>	Prime Dealer Services Corp. and BLACKWELL PARTNERS LLC-SERIES A
<b>Transfer Date</b>	20180607;
<b>Holder of Voting Rights</b>	Borrower
<b>Are there any restrictions on voting rights?</b>	No
<b>If yes, detail</b>	Not applicable
<b>Scheduled Return Date (if any)</b>	Open
<b>Does the borrower have the right to return early?</b>	Yes
<b>If yes, detail</b>	The borrower may return shares at any time.
<b>Does the lender have the right to recall early?</b>	Yes
<b>If yes, detail</b>	The lender may recall shares from the borrower at any time.
<b>Will the securities be returned on settlement?</b>	Yes
<b>If yes, detail any exceptions</b>	In the ordinary course of business, loaned securities will be returned to the Lender. Upon an Event of Default, Borrower may sell the loaned securities or do a deemed sale of the securities to satisfy amounts owed to Borrower by Lender. Any remaining loaned securities or excess cash proceeds will be returned to the lender.

*The above schedules are based on the relevant standard agreements. The entity filing the report will, if requested by the company or responsible entity to whom the prescribed form must be given or ASIC, give a copy of the agreement to the company, responsible entity or ASIC.*

**Signature**

print name	Annie Gong	capacity	Executive Director
sign here		date	June 18, 2018

