

Form 603
Corporations Act 2001
Section 671B
Notice of Initial substantial holder

To: **Company Name/Scheme:** HT&E LIMITED

ACN/ARSN: 008 837 643

1. Details of substantial holder

Name Mitsubishi UFJ Financial Group, Inc.

The holder became a substantial holder on: 02/08/2019

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 had a relevant interest in on the date the substantial holder became a substantial holder are as follows:

| Class of securities | Number of securities | Person's votes | Voting power (%) |
|----------------------------|----------------------|----------------|------------------|
| Fully Paid ordinary shares | 16,092,391 | 16,092,391 | 5.65% |

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 | Class and number of securities |
|--------------------------------------|---|--------------------------------------|
| Mitsubishi UFJ Financial Group, Inc. | Relevant interest in securities that Morgan Stanley has a relevant interest in under section 608(3) of the Corporations Act as Mitsubishi UFJ Financial Group, Inc. has voting power of over 20% in Morgan Stanley. | 322,700 Ordinary Shares |
| Mitsubishi UFJ Financial Group, Inc. | Relevant interest in securities that Morgan Stanley has a relevant interest in under section 608(3) of the Corporations Act as Mitsubishi UFJ Financial Group, Inc. has voting power of over 20% in Morgan Stanley. | 565 Ordinary Shares |
| Mitsubishi UFJ Financial Group, Inc. | Relevant interest in securities that Morgan Stanley has a relevant interest in under section 608(3) of the Corporations Act as Mitsubishi UFJ Financial Group, Inc. has voting power of over 20% in Morgan Stanley. | 24,203 Ordinary Shares |
| Mitsubishi UFJ Financial Group, Inc. | Relevant interest in securities that Morgan Stanley has a relevant interest in under section 608(3) of the Corporations Act as Mitsubishi UFJ Financial Group, Inc. has voting power of over 20% in Morgan Stanley. | 2,958 Ordinary Shares |
| Mitsubishi UFJ Financial Group, Inc. | Relevant interest in securities that Carol Australia Holdings Pty Limited has a relevant interest in under section 608(3) of the Corporations Act as Mitsubishi UFJ Financial Group, Inc. has voting power of 100% in Carol Australia Holdings Pty Limited. | 7,427,739 Fully paid ordinary shares |
| Mitsubishi UFJ Financial Group, Inc. | Relevant interest in securities that Carol Australia Holdings Pty Limited has a relevant interest in under section 608(3) of the Corporations Act as Mitsubishi UFJ Financial Group, Inc. has voting power of 100% in Carol Australia Holdings Pty Limited. | 8,314,226 Fully paid ordinary shares |

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 | Class and number of securities |
|--------------------------------------|---|--|--------------------------------------|
| Mitsubishi UFJ Financial Group, Inc. | HSBC Custody Nominees (Australia) Limited | | 2,958 Ordinary Shares |
| Mitsubishi UFJ Financial Group, Inc. | HSBC Custody Nominees (Australia) Limited | | 565 Ordinary Shares |
| Mitsubishi UFJ Financial Group, Inc. | Morgan Stanley Australia Securities (Nominee) Pty Limited | | 24,203 Ordinary Shares |
| Mitsubishi UFJ Financial Group, Inc. | Unknown | | 322,700 Ordinary Shares |
| Mitsubishi UFJ Financial Group, Inc. | Citibank N A Hong Kong | | 2,211,582 Fully paid ordinary shares |

| | | | |
|--------------------------------------|---|-----------|----------------------------|
| Mitsubishi UFJ Financial Group, Inc. | Citicorp Nominees Pty Limited (Australia) | 5,216,157 | Fully paid ordinary shares |
| Mitsubishi UFJ Financial Group, Inc. | Citibank N A Hong Kong | 4,926,660 | Fully paid ordinary shares |
| Mitsubishi UFJ Financial Group, Inc. | JPMorgan (UK) | 1,339,904 | Fully paid ordinary shares |
| Mitsubishi UFJ Financial Group, Inc. | National Custodian Services | 2,047,662 | Fully paid ordinary shares |

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 | | Class and number of securities |
|-------------------------------|---------------------|---------------|----------|--------------------------------|
| | | Cash | Non-cash | |
| See annexure B to this notice | | | | |

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

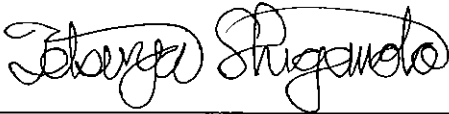
| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|---|
| See annexure A to this notice | Each company referred to is an associate of Mitsubishi UFJ Financial Group, Inc. under section 12 of the Corporations Act |

7. Addresses

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

| Name | Address |
|--------------------------------------|--|
| Mitsubishi UFJ Financial Group, Inc. | 2-7-1, Marunouchi, Chiyoda-ku, Tokyo 100-8330, Japan |

8. Signature



Dated 06/08/2019

Tetsuya Shigemoto

Authorised signatory

Annexure A

This is annexure A of 5 pages referred to in Form 603, Notice of initial substantial holder dated 08/08/2019



Tetsuya Shigemoto

Authorised signatory

Dated the 08/08/2019

SCHEDULE

MUFG Bank, Ltd.
Mitsubishi UFJ Trust and Banking Corporation
Mitsubishi UFJ Securities Holdings Co., Ltd.
MU Business Engineering, Ltd.
The Mitsubishi UFJ Factors Limited
Mitsubishi UFJ Jinji Service Co., Ltd.
MU Techno-service Co., Ltd.
Tokyo Credit Service, Ltd.
Tokyo Associates Finance Corp.
MU Business Service Co., Ltd.
Mitsubishi UFJ Loan Business Co., Ltd.
Mitsubishi UFJ Information Technology, Ltd.
MU Center Service Tokyo Co., Ltd.
MU Center Service Nagoya Co., Ltd.
MU Center Service Osaka Co., Ltd.
MU Business Aid Co., Ltd.
MU Property Reserch Company Limited
Mitsubishi UFJ Home Loan CREDIT CO., LTD.
The Diamond Home Credit Company Limited
Mitsubishi UFJ Reserch & Consulting Co., Ltd.
MU Frontier Servicer Co., Ltd.
Otemachi Guarantee Co., Ltd.
GD Holdings Company Limited
MU Loan Administration Support Co., Ltd.
MU Communications Co., Ltd.
Japan Electronic Monetary Claim Organization
MU Business Partner Co., Ltd.
MUT Business Outsourcing Co., Ltd.
Mezzanine Solution II Limited Partnership
Mezzanine Solution III Limited Partnership
Mitsubishi UFJ Capital Co., Ltd.
Mitsubishi UFJ Capital III, Limited Partnership
Mitsubishi UFJ Capital IV, Limited Partnership
Mitsubishi UFJ Capital V, Limited Partnership
Mitsubishi UFJ Capital VI, Limited Partnership
Mitsubishi UFJ Capital VII, Limited Partnership
Mitsubishi UFJ Life Science 1, Limited Partnership
Mitsubishi UFJ Life Science 2, Limited Partnership
Tohoku Senary Industry Support, Limited Partnership
OIDE Fund Investment Limited Partnership
Mitsubishi UFJ Personal Financial Advisers Co., Ltd.
Mitsubishi UFJ Financial Partners Co., Ltd.
The Mitsubishi Asset Brains Company, Limited
BOT Lease Co., Ltd.
The Chukyo Bank, Ltd.
Nippon Mutual Housing Loan Co., Ltd.
JM Real Estate Co., Ltd.
Jibun Bank Corporation
JACCS CO., LTD.
JALCARD Inc.
Yume Shokei Fund No.2
Yume Shokei Fund No.3
Marunouchi Capital Fund II Limited Partnership
M-U-Trust Sougou Kanri Co., Ltd.
Mitsubishi UFJ Trust Business Co., Ltd.
Ryoshin Data Co., Ltd.

Annexure B

Annexure B

This is annexure B of 23 pages referred to in Form 603, Notice of initial substantial holder dated 08/08/2019



Tetsuya Shigemoto

Authorised signatory

Dated the 08/08/2019

This disclosure is being made as a consequence of Mitsubishi UFJ Trust and Banking Corporation, a consolidated subsidiary of Mitsubishi UFJ Financial Group, Inc., completing its acquisition the global asset management business of Colonial First State Global Asset Management, and aggregates the trade data in respect of Mitsubishi UFJ Financial Group, Inc., Carol Australia Holdings Pty Limited and each of their respective associates.

| Holder's name and interest | Date of acquisition | Consideration cash | Consideration non-cash | Class and number of shares |
|--------------------------------------|---------------------|--------------------|------------------------|----------------------------|
| Carol Australia Holdings Pty Limited | 12/04/2019 | 2,347.65 | N/A | 1,332 Ordinary shares |
| Carol Australia Holdings Pty Limited | 12/04/2019 | 1,090.99 | N/A | 619 Ordinary shares |
| Carol Australia Holdings Pty Limited | 12/04/2019 | 3,937.81 | N/A | 2,213 Ordinary shares |
| Carol Australia Holdings Pty Limited | 12/04/2019 | 8,469.94 | N/A | 4,760 Ordinary shares |
| Carol Australia Holdings Pty Limited | 12/04/2019 | 22,998.86 | N/A | 13,049 Ordinary shares |
| Carol Australia Holdings Pty Limited | 12/04/2019 | 82,982.32 | N/A | 46,635 Ordinary shares |
| Carol Australia Holdings Pty Limited | 15/05/2019 | 25,159.94 | N/A | 13,812 Ordinary shares |
| Carol Australia Holdings Pty Limited | 15/05/2019 | 30,083.63 | N/A | 16,575 Ordinary shares |
| Carol Australia Holdings Pty Limited | 15/05/2019 | 25,068.78 | N/A | 13,812 Ordinary shares |
| Carol Australia Holdings Pty Limited | 15/05/2019 | 30,191.20 | N/A | 16,574 Ordinary shares |
| Carol Australia Holdings Pty Limited | 19/06/2019 | 88,221.77 | N/A | 46,802 Ordinary shares |
| Carol Australia Holdings Pty Limited | 19/06/2019 | 23,781.16 | N/A | 12,616 Ordinary shares |
| Carol Australia Holdings Pty Limited | 19/06/2019 | 2,822,980.16 | N/A | 1,440,296 Ordinary shares |
| Carol Australia Holdings Pty Limited | 19/06/2019 | 19,947.07 | N/A | 10,582 Ordinary shares |
| Carol Australia Holdings Pty Limited | 19/06/2019 | 5,940.76 | N/A | 3,031 Ordinary shares |
| Carol Australia Holdings Pty Limited | 19/06/2019 | 26,277.72 | N/A | 13,407 Ordinary shares |
| Carol Australia Holdings Pty Limited | 19/06/2019 | 7,083.44 | N/A | 3,614 Ordinary shares |
| Carol Australia Holdings Pty Limited | 20/06/2019 | 579,322.36 | N/A | 294,416 Ordinary shares |
| Carol Australia Holdings Pty Limited | 20/06/2019 | 152,821.42 | N/A | 77,665 Ordinary shares |
| Carol Australia Holdings Pty Limited | 20/06/2019 | 129,848.52 | N/A | 65,990 Ordinary shares |
| Carol Australia Holdings Pty Limited | 21/06/2019 | 740.88 | N/A | 392 Ordinary shares |
| Carol Australia Holdings Pty Limited | 21/06/2019 | 824.04 | N/A | 436 Ordinary shares |
| Carol Australia Holdings Pty Limited | 21/06/2019 | 17,288.62 | N/A | 9,028 Ordinary shares |
| Carol Australia Holdings Pty Limited | 21/06/2019 | 81,640.28 | N/A | 42,632 Ordinary shares |
| Carol Australia Holdings Pty Limited | 21/06/2019 | 19,209.37 | N/A | 10,031 Ordinary shares |
| Carol Australia Holdings Pty Limited | 21/06/2019 | 3,502.17 | N/A | 1,853 Ordinary shares |
| Carol Australia Holdings Pty Limited | 24/06/2019 | 278.22 | N/A | 151 Ordinary shares |
| Carol Australia Holdings Pty Limited | 24/06/2019 | 66.33 | N/A | 36 Ordinary shares |
| Carol Australia Holdings Pty Limited | 24/06/2019 | 58.96 | N/A | 32 Ordinary shares |
| Carol Australia Holdings Pty Limited | 27/06/2019 | 38,328.34 | N/A | 21,591 Ordinary shares |
| Carol Australia Holdings Pty Limited | 27/06/2019 | 45,388.31 | N/A | 25,568 Ordinary shares |
| Carol Australia Holdings Pty Limited | 27/06/2019 | 166,425.00 | N/A | 93,750 Ordinary shares |

Annexure C

This is Annexure C of 3 pages referred to in Form 603, Notice of Initial substantial holder dated 08/08/19



Tetsuya Shigemoto Authorised signatory Dated the 08/08/2019

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|---|---|
| Schedule | |
| Type of Agreement | Master Securities Loan Agreement |
| Parties to agreement | Morgan Stanley & Co. LLC, MS Securities Services Inc. and JPMORGAN CHASE BANK, N.A. |
| Transfer Date | 20180726; |
| Holder of Voting Rights | Borrower |
| Are there any restrictions on voting rights? | Yes/No |
| If yes, detail | Not applicable |
| Scheduled Return Date (if any) | Open |
| Does the borrower have the right to return early? | Yes/No |
| If yes, detail | Either party may terminate a Loan on a termination date established by notice given to the other party prior to the Close of Business on a Business Day. The termination date established by a termination notice shall be a date no earlier than the standard settlement date that would apply to a purchase or sale of the Loaned Securities (in the case of a notice given by Lender) or the non-cash Collateral securing the Loan (in the case of a notice given by Borrower) entered into at the time of such notice, which date shall, unless Borrower and Lender agree to the contrary, be the third Business Day following such notice. |
| Does the lender have the right to recall early? | Yes/No |
| If yes, detail | Either party may terminate a Loan on a termination date established by notice given to the other party prior to the Close of Business on a Business Day. The termination date established by a termination notice shall be a date no earlier than the standard settlement date that would apply to a purchase or sale of the Loaned Securities (in the case of a notice given by Lender) or the non-cash Collateral securing the Loan (in the case of a notice given by Borrower) entered into at the time of such notice, which date shall, unless Borrower and Lender agree to the contrary, be the third Business Day following such notice. |
| Will the securities be returned on settlement? | Yes/No |
| If yes, detail any exceptions | Upon the occurrence of a Default entitling the Lender to terminate all Loans, the Lender has the right to purchase a like amount of Loaned Securities, to sell any Collateral and to apply and set off the Collateral and any proceeds thereof against the payment of the purchase price for such Replacement Securities. In the event the Lender exercises such rights, the Borrower's obligation to return a like amount of the Loaned Securities shall terminate. |

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| Schedule | |
| Type of Agreement | Master Securities Loan Agreement |
| Parties to agreement | Morgan Stanley & Co. LLC, MS Securities Services Inc. and STATE STREET BANK AND TRUST COMPANY |
| Transfer Date | 20171004; 20171012; 20171016; 20171025; 20171027; 20171102; 20171113; 20171121; 20171124; 20171128; 20171129; 20171204; 20171207; 20171211; 20171212; 20171213; 20171219; 20171220; 20171221; 20171227; 20171229; 20180102; 20180104; 20180105; 20180108; 20180113; 20180112; 20180117; 20180118; 20180119; 20180122; 20180124; 20180125; 20180129; 20180205; 20180209; 20180302; 20180309; 20180314; 20180315; 20180329; 20180413; 20180416; 20180418; 20180618; 20180719; 20180808; 20180810; 20180814; 20180815; 20180817; 20180906; 20180925; 20181210; 20190123; 20190125; 20190129; 20190131; 20190204; 20190219; 20190314; 20190411; 20190417; 20190501; 20190523; |
| Holder of Voting Rights | Borrower |
| Are there any restrictions on voting rights? | Yes/No |
| If yes, detail | Not applicable |
| Scheduled Return Date (if any) | Open |
| Does the borrower have the right to return early? | Yes/No |
| If yes, detail | Either party may terminate a Loan on a termination date established by notice given to the other party prior to the Close of Business on a Business Day. The termination date established by a termination notice shall be a date no earlier than the standard settlement date that would apply to a purchase or sale of the Loaned Securities (in the case of a notice given by Lender) or the non-cash Collateral securing the Loan (in the case of a notice given by Borrower) entered into at the time of such notice, which date shall, unless Borrower and Lender agree to the contrary, be the third Business Day following such notice. |
| Does the lender have the right to recall early? | Yes/No |
| If yes, detail | Either party may terminate a Loan on a termination date established by notice given to the other party prior to the Close of Business on a Business Day. The termination date established by a termination notice shall be a date no earlier than the standard settlement date that would apply to a purchase or sale of the Loaned Securities (in the case of a notice given by Lender) or the non-cash Collateral securing the Loan (in the case of a notice given by Borrower) entered into at the time of such notice, which date shall, unless Borrower and Lender agree to the contrary, be the third Business Day following such notice. |
| Will the securities be returned on settlement? | Yes/No |
| If yes, detail any exceptions | Upon the occurrence of a Default entitling the Lender to terminate all Loans, the Lender has the right to purchase a like amount of Loaned Securities, to sell any Collateral and to apply and set off the Collateral and any proceeds thereof against the payment of the purchase price for such Replacement Securities. In the event the Lender exercises such rights, the Borrower's obligation to return a like amount of the Loaned Securities shall terminate. |

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|---|---|
| Schedule | |
| Type of Agreement | Global Master Securities Lending Agreement |
| Parties to agreement | Morgan Stanley & Co. International plc and STATE STREET BANK AND TRUST COMPANY |
| Transfer Date | 20180717; 20180718; 20180719; 20180803; 20180831; 20180906; 20180925; 20190131; 20190204; 20190207; 20190213; 20190214; 20190221; 20190412; 20190415; 20190417; 20190430; 20190624; |
| Holder of Voting Rights | Borrower |
| Are there any restrictions on voting rights? | Yes/No |
| If yes, detail | Not applicable |
| Scheduled Return Date (if any) | Open |
| Does the borrower have the right to return early? | Yes/No |