

**Form 605**  
Corporations Act 2001  
Section 671B

**Notice of ceasing to be a substantial holder**

To Company Name/Scheme PRIMERO GROUP LIMITED

ACN/ARSN 149 964 045

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

Name Morgan Stanley and its subsidiaries listed in Annexure A

ACN/ARSN (if applicable) Not Applicable

The holder ceased to be a substantial holder on February 18, 2019  
 The previous notice was given to the company on October 01, 2018  
 The previous notice was dated September 27, 2018  
 The holder became aware on February 20, 2019

**2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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
09/28/2018	Morgan Stanley Australia Securities Limited	Buy	12,600.00	30,000 Ordinary Shares	30,000
10/17/2018	Morgan Stanley Australia Securities Limited	Buy	16,802.90	42,582 Ordinary Shares	42,582
10/23/2018	Morgan Stanley Australia Securities Limited	Buy	17.86	47 Ordinary Shares	47
10/23/2018	Morgan Stanley Australia Securities Limited	Buy	353.34	906 Ordinary Shares	906
10/26/2018	Morgan Stanley Australia Securities Limited	Buy	3,550.00	10,000 Ordinary Shares	10,000
10/29/2018	Morgan Stanley Australia Securities Limited	Buy	4,233.02	11,924 Ordinary Shares	11,924
10/29/2018	Morgan Stanley Australia Securities Limited	Buy	26.60	76 Ordinary Shares	76
10/30/2018	Morgan Stanley Australia Securities Limited	Buy	14,664.21	39,633 Ordinary Shares	39,633
10/30/2018	Morgan Stanley Australia Securities Limited	Buy	133.96	367 Ordinary Shares	367
10/31/2018	Morgan Stanley Australia Securities Limited	Buy	7,771.88	20,725 Ordinary Shares	20,725
10/31/2018	Morgan Stanley Australia Securities Limited	Buy	30,400.00	80,000 Ordinary Shares	80,000
10/31/2018	Morgan Stanley Australia Securities Limited	Buy	70,200.00	180,000 Ordinary Shares	180,000
11/07/2018	Morgan Stanley Australia Securities Limited	Buy	7,611.45	19,770 Ordinary Shares	19,770
11/07/2018	Morgan Stanley Australia Securities Limited	Buy	13,825.00	35,000 Ordinary Shares	35,000
11/07/2018	Morgan Stanley Australia Securities Limited	Buy	10,092.00	25,230 Ordinary Shares	25,230
11/08/2018	Morgan Stanley Australia Securities Limited	Buy	3,850.00	10,000 Ordinary Shares	10,000
11/08/2018	Morgan Stanley Australia Securities Limited	Buy	9,298.38	25,475 Ordinary Shares	25,475
12/03/2018	Morgan Stanley Australia Securities Limited	Buy	489.45	1,255 Ordinary Shares	1,255
12/03/2018	Morgan Stanley Australia Securities Limited	Buy	3,366.83	8,745 Ordinary Shares	8,745
01/31/2019	Morgan Stanley Australia Securities Limited	Buy	21,000.00	50,000 Ordinary Shares	50,000
02/07/2019	Morgan Stanley Australia Securities Limited	Sell	7,043.64	16,989 Ordinary Shares	16,989
02/08/2019	Morgan Stanley Australia Securities Limited	Sell	7,521.04	18,344 Ordinary Shares	18,344
02/11/2019	Morgan Stanley Australia Securities Limited	Sell	54,407.41	132,701 Ordinary Shares	132,701
02/12/2019	Morgan Stanley Australia Securities Limited	Sell	2,050.00	5,000 Ordinary Shares	5,000
02/12/2019	Morgan Stanley Australia Securities Limited	Sell	283,291.14	690,954 Ordinary Shares	690,954
02/13/2019	Morgan Stanley Australia Securities Limited	Sell	4,100.00	10,000 Ordinary Shares	10,000
02/18/2019	Morgan Stanley Australia Securities Limited	Sell	675,702.96	1,648,056 Ordinary Shares	1,648,056

**3. Changes in association**

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) 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

**4. Addresses**

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

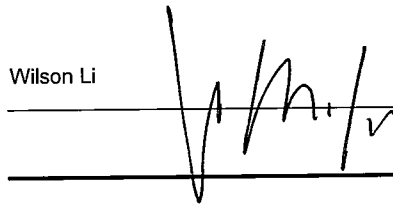
Name	Address
Morgan Stanley Australia Securities Limited	Level 39, Chifley Tower, 2 Chifley Square, Sydney, 2000, AUSTRALIA.
Morgan Stanley	1585 Broadway, New York, New York, 10036, USA.

**Signature**

print name Wilson Li

capacity Vice President

sign here



date February 20, 2019

## 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.

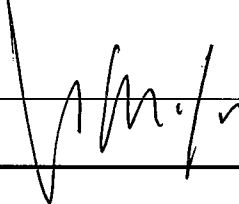
Name
└─ Morgan Stanley
└─ Morgan Stanley International Incorporated
└─ Morgan Stanley (Australia) Securities Holdings Pty Limited
└─ Morgan Stanley Australia Securities Limited

### Signature

print name Wilson Li

capacity Vice President

sign here



date February 20, 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 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
  - (a) 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
  - (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.
- (5) 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

# GUIDE

This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 605.

## 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 ACN 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.**

