

**Form 605**Corporations Act 2001  
Section 671B**Notice of ceasing to be a substantial holder**To Company Name/Scheme **Sigma Healthcare Limited (SIG)**ACN/ARSN **088 417 403****1. Details of substantial holder (1)**Name **Australian Pharmaceutical Industries Limited (API)**ACN/ARSN (if applicable) **000 004 320**The holder ceased to be a substantial holder on **16/12/2019**The previous notice was given to the company on **13/12/2018**The previous notice was dated **14/12/2018****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 (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
16 December 2019	API and each other API Group Entity as described in the document of 2 pages which accompanies this notice and is marked as "A" (Annexure A)	Sell	\$82,358,755.20	137,264,592 fully paid ordinary shares	137,264,592

**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
API and each other API Group Entity as described in Annexure A	These entities are all associates of each other by virtue of section 12(2)(a) of the Corporations Act as API controls each other entity.

**4. Addresses**

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

Name	Address
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As set out in Annexure A	As set out in Annexure A

## Signature

print name **Anne Mustow**capacity **Company Secretary**

sign here

date **16 / 12 / 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, 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 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.

# ANNEXURE A

Company Name		ACN	Registered Office
<b>API GROUP</b>			
<b>Australia</b>			
1.	Australian Pharmaceutical Industries Limited	000 004 320	L5, 250 Camberwell Rd, Camberwell VIC 3124
2.	API (Canberra) Pty Ltd atf the Canberra Pharmaceutical Supplies Trust	002 300 932	L5, 250 Camberwell Rd, Camberwell VIC 3124
3.	API Leasing Pty Ltd	628 549 333	L5, 250 Camberwell Rd, Camberwell VIC 3124
4.	API Financial Services Australia Pty Ltd	103 954 294	L5, 250 Camberwell Rd, Camberwell VIC 3124
5.	API Ownership Pty Ltd	629 420 097	L5, 250 Camberwell Rd, Camberwell VIC 3124
6.	API Services Australia Pty Ltd	166 626 428	L5, 250 Camberwell Rd, Camberwell VIC 3124
7.	API Victoria Pty Ltd	001 941 608	L5, 250 Camberwell Rd, Camberwell VIC 3124
8.	Australian Pharmaceutical Industries (Queensland) Pty Ltd	009 781 668	L5, 250 Camberwell Rd, Camberwell VIC 3124
9.	Making Life Easy – Mobility and Independent Living Superstore Pty Ltd atf the MLE Unit Trust	109 511 266	L5, 250 Camberwell Rd, Camberwell VIC 3124
10.	New Price Retail Finance Pty Ltd	107 444 315	L5, 250 Camberwell Rd, Camberwell VIC 3124
11.	New Price Retail Pty Ltd	082 268 362	L5, 250 Camberwell Rd, Camberwell VIC 3124
12.	New Price Retail Services Pty Ltd	100 732 750	L5, 250 Camberwell Rd, Camberwell VIC 3124
13.	Pharma-Pack Pty Ltd	000 655 550	L5, 250 Camberwell Rd, Camberwell VIC 3124
14.	Priceline Proprietary Limited atf the Priceline Unit Trust and the Second Priceline Unit Trust	005 968 310	L5, 250 Camberwell Rd, Camberwell VIC 3124
15.	Synapse Finance Pty Ltd	107 444 299	L5, 250 Camberwell Rd, Camberwell VIC 3124
16.	Soul Pattinson (Manufacturing) Pty Ltd	000 026 031	L5, 250 Camberwell Rd, Camberwell VIC 3124
<b>New Zealand</b>			
17.	API Healthcare Holdings (NZ) Limited	1286527	14 Norman Spencer Dve, Manukau City, Auckland NZ
18.	Garrett Investments Limited	707030	14 Norman Spencer Dve, Manukau City, Auckland NZ
19.	PSM Healthcare Limited	97646	14-16 Norman Spencer Dve, Manukau City, Auckland, 2104 NZ
20.	Priceline (NZ) Pty Ltd	1685457	14 Norman Spencer Dve, Manukau City, Auckland NZ
<b>CSC GROUP</b>			
<b>Australia</b>			
21.	Clearskincare Clinics Australia Pty Ltd	608 881 170	L1, 53 Walker St, North Sydney NSW 2060



	<b>Company Name</b>	<b>ACN</b>	<b>Registered Office</b>
22.	Clearskincare Clinics Pty Ltd	169 437 790	L1, 53 Walker St, North Sydney NSW 2060
23.	Clearskincare Clinics Payroll Pty Ltd	169 902 765	L1, 53 Walker St, North Sydney NSW 2060
24.	Clearskincare Robina Pty Ltd	168 893 918	L1, 53 Walker St, North Sydney NSW 2060
25.	Clearskincare Sunshine Plaza Pty Ltd	169 751 731	L1, 53 Walker St, North Sydney NSW 2060
26.	Clearskincare Ventures Pty Ltd	627 348 190	L1, 53 Walker St, North Sydney NSW 2060
27.	Clearskincare Chermside Pty Ltd	163 964 289	L1, 53 Walker St, North Sydney NSW 2060
28.	Clearskincare South Australia Pty Ltd	168 548 034	L1, 53 Walker St, North Sydney NSW 2060
29.	Clearskincare Adelaide Street Pty Ltd	138 673 051	L1, 53 Walker St, North Sydney NSW 2060
30.	Clearskincare Bondi Beach Pty Ltd	169 311 988	L1, 53 Walker St, North Sydney NSW 2060
31.	Clearskincare Bondi Junction Pty Ltd	112 996 817	L1, 53 Walker St, North Sydney NSW 2060
32.	Clearskincare Canberra City Pty Ltd	161 157 740	L1, 53 Walker St, North Sydney NSW 2060
33.	Clearskincare Chatswood Pty Ltd	159 948 768	L1, 53 Walker St, North Sydney NSW 2060
34.	Clearskincare City Square Pty Ltd	156 039 075	L1, 53 Walker St, North Sydney NSW 2060
35.	Clearskincare Claremont Pty Ltd	149 776 796	L1, 53 Walker St, North Sydney NSW 2060
36.	Clearskincare Clarence Street Pty Ltd	129 681 698	L1, 53 Walker St, North Sydney NSW 2060
37.	Clearskincare Cockburn Gateway Pty Ltd	613 429 744	L1, 53 Walker St, North Sydney NSW 2060
38.	Clearskincare Cremorne Pty Ltd	112 012 695	L1, 53 Walker St, North Sydney NSW 2060
39.	Clearskincare Cronulla Pty Ltd	144 965 560	L1, 53 Walker St, North Sydney NSW 2060
40.	Clearskincare Fremantle Pty Ltd	600 199 068	L1, 53 Walker St, North Sydney NSW 2060
41.	Clearskincare Leichhardt Pty Ltd	127 080 022	L1, 53 Walker St, North Sydney NSW 2060
42.	Clearskincare Macarthur Square Pty Ltd	143 533 411	L1, 53 Walker St, North Sydney NSW 2060
43.	Clearskincare Macquarie Centre Pty Ltd	605 453 834	L1, 53 Walker St, North Sydney NSW 2060
44.	Clearskincare Miranda Pty Ltd	130 094 389	L1, 53 Walker St, North Sydney NSW 2060
45.	Clearskincare Mt Lawley Pty Ltd	603 977 019	L1, 53 Walker St, North Sydney NSW 2060

Company Name		ACN	Registered Office
46.	Clearskincare Norwood Pty Ltd	605 395 319	L1, 53 Walker St, North Sydney NSW 2060
47.	Clearskincare Parramatta Pty Ltd	117 182 206	L1, 53 Walker St, North Sydney NSW 2060
48.	Clearskincare Quentin Ave Pty Ltd	165 308 127	L1, 53 Walker St, North Sydney NSW 2060
49.	Clearskincare Rockdale Pty Ltd	133 866 752	L1, 53 Walker St, North Sydney NSW 2060
50.	Clearskincare Southport Pty Ltd	146 628 597	L1, 53 Walker St, North Sydney NSW 2060
51.	Clearskincare Toowong Pty Ltd	150 839 062	L1, 53 Walker St, North Sydney NSW 2060
52.	Clearskincare West End Pty Ltd	128 520 301	L1, 53 Walker St, North Sydney NSW 2060
53.	Clearskincare Bendigo Pty Ltd	162 557 593	L1, 53 Walker St, North Sydney NSW 2060
54.	Clearskincare Brighton Pty Ltd	149 793 313	L1, 53 Walker St, North Sydney NSW 2060
55.	Clearskincare Chirnside Park Pty Ltd	607 484 499	L1, 53 Walker St, North Sydney NSW 2060
56.	Clearskincare Collins Street Pty Ltd	139 364 588	L1, 53 Walker St, North Sydney NSW 2060
57.	Clearskincare Moonee Ponds Pty Ltd	150 113 198	L1, 53 Walker St, North Sydney NSW 2060
58.	Clearskincare Northland Pty Ltd	605 526 163	L1, 53 Walker St, North Sydney NSW 2060
59.	Clearskincare South Yarra Pty Ltd	142 668 657	L1, 53 Walker St, North Sydney NSW 2060
60.	Clearskincare Southland Pty Ltd	605 776 476	L1, 53 Walker St, North Sydney NSW 2060
61.	Clearskincare QV Melbourne Pty Ltd	604 349 484	L1, 53 Walker St, North Sydney NSW 2060
62.	Clearskincare Carindale Pty Ltd	163 964 207	L1, 53 Walker St, North Sydney NSW 2060
63.	Clearskincare Carousel Pty Ltd	614 145 961	L1, 53 Walker St, North Sydney NSW 2060
64.	Clearskincare Hurstville Pty Ltd	614 145 989	L1, 53 Walker St, North Sydney NSW 2060
65.	Clearskincare Doncaster Pty Ltd	160 711 839	L1, 53 Walker St, North Sydney NSW 2060
66.	Clearskincare Warringah Mall Pty Ltd	169 135 175	L1, 53 Walker St, North Sydney NSW 2060
67.	CSC Holdings Australia Pty Ltd	625 519 075	L5, 250 Camberwell Rd, Camberwell VIC 3124
68.	CSC Products Pty Ltd	625 520 238	L5, 250 Camberwell Rd, Camberwell VIC 3124
69.	CSC Franchising Pty Ltd	629 421 110	L5, 250 Camberwell Rd, Camberwell VIC 3124

	<b>Company Name</b>	<b>ACN</b>	<b>Registered Office</b>
70.	CSC Shared Services Pty Ltd	629 624 817	L5, 250 Camberwell Rd, Camberwell VIC 3124
71.	CSC Camberwell Pty Ltd	629 625 654	L5, 250 Camberwell Rd, Camberwell VIC 3124
72.	CSC Port Melbourne Pty Ltd	629 480 397	L5, 250 Camberwell Rd, Camberwell VIC 3124
73.	CSC Bayside Frankston Pty Ltd	629 635 203	L5, 250 Camberwell Rd, Camberwell VIC 3124
74.	CSC Whitford Pty Ltd	629 638 222	L5, 250 Camberwell Rd, Camberwell VIC 3124
75.	CSC Mordialloc Pty Ltd	629 642 833	L5, 250 Camberwell Rd, Camberwell VIC 3124
76.	CSC North Sydney Pty Ltd	634 272 398	L5, 250 Camberwell Rd, Camberwell VIC 3124
77.	CSC West Lakes Pty Ltd	634 272 334	L5, 250 Camberwell Rd, Camberwell VIC 3124
78.	CSC Ashfield Mall Pty Ltd	635 603 566	L5, 250 Camberwell Rd, Camberwell VIC 3124
79.	CSC Mt Ommaney Pty Ltd	636 093 920	L5, 250 Camberwell Rd, Camberwell VIC 3124
80.	CSC Forrest Chase Pty Ltd	636 287 815	L5, 250 Camberwell Rd, Camberwell VIC 3124
81.	CSC Joondalup Pty Ltd	636 349 570	L5, 250 Camberwell Rd, Camberwell VIC 3124
82.	CSC Forest Hill Pty Ltd	637 341 292	L5, 250 Camberwell Rd, Camberwell VIC 3124
83.	CSC Riverton Pty Ltd	638 048 763	L5, 250 Camberwell Rd, Camberwell VIC 3124
84.	CSC Northbridge Pty Ltd	638 048 683	L5, 250 Camberwell Rd, Camberwell VIC 3124
85.	CSC Manuka Pty Ltd	638 048 718	L5, 250 Camberwell Rd, Camberwell VIC 3124
<b>New Zealand</b>			
86.	Clearskincare Newmarket Limited	4395559	Walker Wayland Auckland Ltd, L7, 53 Fort St, Auckland 1010 NZ
87.	Clearskincare Takapuna Limited	5791551	Walker Wayland Auckland Ltd, L7, 53 Fort St, Auckland 1010 NZ
88.	CSC Holdings New Zealand Limited	330035	14 Norman Spencer Dve, Manukau City, Auckland NZ
89.	CSC Ponsonby Limited	7517256	Walker Wayland Auckland Ltd, L7, 53 Fort St, Auckland 1010 NZ