

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Opthea Limited

ACN/ARSN 006 340 567

1. Details of substantial holder (1)

Name The Bank of New York Mellon Corporation (BNYMC) and each Group Entity listed in Annexure A (Group Entity), (together BNYMC Group)

ACN/ARSN (if applicable) _____

There was a change in the interests of the substantial holder on 03/October/2022

The previous notice was given to the company on 26/August/2022

The previous notice was dated 25/August/2022

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	93,948,681	23.20%	94,238,337*	20.28%*
			*See Note 1 in Annexure C	

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
See Annexure B					

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
See Annexure C					

Annexure A

This is Annexure A of 1 page referred to in Form 604 Notice of Change of Interests of Substantial Holder given by The Bank of New York Mellon Corporation and its related bodies corporate

The Bank of New York Mellon Corporation is the ultimate parent company of a corporate group comprised of a large number of operating and holding companies. Details of the entities directly owned and controlled by The Bank of New York Mellon Corporation are listed below.

- The Bank of New York Mellon

print name Andrew Weiser capacity Attorney-In-Fact

sign here  date 04/October/2022

Annexure B

This is Annexure B of 1 page referred to in Form 604 Notice of Change of Interests of Substantial Holder given by The Bank of New York Mellon Corporation and its related bodies corporate

Changes in relevant interests

Date of change	Person whose relevant interest changed	Nature of Change	Consideration given in relation to change	Class and number of securities affected (Ordinary Shares)	Person's votes affected
26-Aug-22	The Bank of New York Mellon	Deposit of securities	N/A	48,544	48,544
31-Aug-22	The Bank of New York Mellon	Deposit of securities	N/A	8,000	8,000
01-Sep-22	The Bank of New York Mellon	Deposit of securities	N/A	8,000	8,000
06-Sep-22	The Bank of New York Mellon	Deposit of securities	N/A	18,528	18,528
08-Sep-22	The Bank of New York Mellon	Transfer out of securities	N/A	(384)	(384)
09-Sep-22	The Bank of New York Mellon	Deposit of securities	N/A	140,816	140,816
14-Sep-22	The Bank of New York Mellon	Deposit of securities	N/A	64,792	64,792
20-Sep-22	The Bank of New York Mellon	Deposit of securities	N/A	1,264	1,264
26-Sep-22	The Bank of New York Mellon	Deposit of securities	N/A	96	96

Print Name - Andrew Weiser

Capacity - Attorney - In - Fact

Sign Here



Date - 04 October 2022

Annexure C

This is Annexure C of 1 page referred to in Form 604 Notice of Change of Interests of Substantial Holder given by The Bank of New York Mellon Corporation and its related bodies corporate

Present relevant interests

Holder of relevant interest	Nature of relevant interest	Class and number of securities
The Bank of New York Mellon (BNYM)	<p>Remote Interest Held Under Deposit Agreement</p> <p>Relevant interest under section 608(1)(c) of the Corporations Act 2001 (Cth) arising from BNYM having the limited power to dispose of, or control the exercise of a power to dispose of, securities deposited with or held by BNYM (or its custodian or agent) in its capacity as depository administering an ADR program for Opthea Limited (Company) under the Deposit Agreement dated October 16, 2020 between the Company, holders of American depository receipts (ADRs) and BNYM (Deposit Agreement).</p> <p>[*See Note 1 below].</p>	94,238,337 ordinary shares
BNYMC Group (other than BNYM)	<p>Relevant interest under section 608(3)(a) and/or section 608(3)(b) of the Corporations Act 2001 (Cth) being a relevant interest held through a body corporate (namely BNYM) in which the voting power of each other entity in the BNYMC Group is above 20%, or that each other entity in the BNYMC Group controls.</p> <p>[*See Note 1 and Note 2 below]</p>	94,238,337 ordinary shares

NOTES:

***Note 1:** Of the total of **94,238,337** securities in which the BNYMC Group has a relevant interest, BNYM has a relevant interest in **94,238,337** securities as depository for **Opthea Limited** ADR program administered under the Deposit Agreement. BNYM's relevant interest in these securities arises as a result of the Deposit Agreement containing rights for BNYM to dispose of securities held under the ADR program in limited circumstances. Under the Deposit Agreement, ADR holders retain their rights to dispose of those securities and to give voting instructions for the exercise of voting rights attached to the securities. BNYMC Group's power to vote or dispose of these securities is qualified accordingly.

***Note 2:** Each Group Entity is a direct or indirect wholly owned subsidiary of BNYMC, the ultimate parent company. Other than BNYM in respect of **94,238,337** securities (of which BNYM's power to only dispose of **94,238,337** securities is limited – see Note 1), none of the BNYMC Group entities are entitled to be registered as holder of the securities and their power to vote or dispose of the securities is qualified accordingly.

print name Andrew Weiser

capacity Attorney-In-Fact

sign here



date 04/October/2022