

Form 604

Corporations Act
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

Name **Bank of America Corporation and its related bodies corporate
(See Appendix C)**

ACN/ARSN (if applicable):

There was a change in the interests of the substantial holder on **2 February 2022**

The previous notice was given to the company on **3 February 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	12,722,763	3.62%	13,497,641	3.83%
American Depository Shares (ADS)	12,288,224	3.49%	5,654,592	1.61%
Total	25,010,987	7.11%	19,152,233	5.44%

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
Please see Appendix A					

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 holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Merrill Lynch (Australia) Futures Limited	Merrill Lynch (Australia) Nominees Pty. Ltd	Merrill Lynch (Australia) Futures Limited	Power to control voting and/or disposal of securities in its capacity as ultimate beneficial owner having a principal position.	Ordinary 4,582,406	4,582,406
Merrill Lynch International	Merrill Lynch (Australia) Nominees Pty. Ltd	Merrill Lynch International	Power to control voting and/or disposal of securities in its capacity as ultimate beneficial owner having a principal position.	Ordinary 5,074	5,074
Merrill Lynch Markets (Australia) Pty. Limited	Merrill Lynch (Australia) Nominees Pty. Ltd	Merrill Lynch Markets (Australia) Pty. Limited	Borrowing of securities pursuant to a Prime Brokerage Agreement (see Appendix B), with power to control the voting and/or disposal of borrowed securities.	Ordinary 8,910,161	8,910,161
Merrill Lynch International		Merrill Lynch International	Borrowing of securities pursuant to a Prime Brokerage Agreement (see Appendix B), with power to control the voting and/or disposal of borrowed securities.	703,424 ADS representing 5,627,392 Ordinary Shares	5,627,392
BofA Securities, Inc.		BofA Securities, Inc.	Borrowing of securities pursuant to a Stock Borrow Loan Agreement (see Appendix B), with power to control the voting and/or disposal of borrowed securities.	3,400 ADS representing 27,200 Ordinary Shares	27,200

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
N/A	N/A

6. Addresses

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

Name	Addresses
Bank of America Corporation	100 North Tryon Street, Charlotte, North Carolina, 28255, USA
Merrill Lynch (Australia) Futures Limited	Level 34, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000, Australia
Merrill Lynch (Australia) Nominees Pty. Limited	Level 19, 120 Collins St, Melbourne Vic 3000, Australia
Merrill Lynch Markets (Australia) Pty. Limited	Level 34, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000, Australia
Merrill Lynch International	2 King Edward Street, London, England, EC1A 1HQ, United Kingdom
BofA Securities, Inc.	One Bryant Park, New York NY 10036, USA

SIGNATURE

Print Name: Kelvin Kwok

Capacity: Authorised signatory

Sign Here:



Date: 4 February 2022

Appendix A

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration (5)	Class (6) of securities	Securities affected	Person's votes affected	Remark
02/02/2022	Merrill Lynch Markets (Australia) Pty. Limited	Securities borrowed	N/A	Ordinary	776,349	776,349	Refer to App. B
02/02/2022	Merrill Lynch International	Securities returned	N/A	ADS	(483,563)	(3,868,504)	Refer to App. B
02/02/2022	Merrill Lynch International	Securities returned	N/A	ADS	(345,141)	(2,761,128)	Refer to App. B
02/02/2022	Merrill Lynch International	Securities borrowed	N/A	ADS	828,704	6,629,632	Refer to App. B
02/02/2022	Merrill Lynch International	Securities returned	N/A	ADS	(176,001)	(1,408,008)	Refer to App. B
02/02/2022	Merrill Lynch International	Securities returned	N/A	ADS	(527,423)	(4,219,384)	Refer to App. B
02/02/2022	Merrill Lynch International	Securities borrowed	N/A	ADS	703,424	5,627,392	Refer to App. B
02/02/2022	Merrill Lynch International	Securities returned	N/A	ADS	(828,704)	(6,629,632)	Refer to App. B
02/02/2022	BofA Securities, Inc.	Securities returned	N/A	ADS	(100)	(800)	Refer to App. B
02/02/2022	BofA Securities, Inc.	Securities returned	N/A	ADS	(300)	(2,400)	Refer to App. B
02/02/2022	BofA Securities, Inc.	Securities returned	N/A	ADS	(300)	(2,400)	Refer to App. B
02/02/2022	BofA Securities, Inc.	Securities borrowed	N/A	ADS	100	800	Refer to App. B
02/02/2022	BofA Securities, Inc.	Securities borrowed	N/A	ADS	200	1,600	Refer to App. B
02/02/2022	BofA Securities, Inc.	Securities returned	N/A	ADS	(100)	(800)	Refer to App. B
02/02/2022	BofA Securities, Inc.	Securities returned	N/A	ADS	(100)	(800)	Refer to App. B
02/02/2022	BofA Securities, Inc.	Securities borrowed	N/A	ADS	100	800	Refer to App. B
02/02/2022	Merrill Lynch (Australia) Futures Limited	SELL	(21,436)	Ordinary	(18,970)	(18,970)	N/A
02/02/2022	Merrill Lynch (Australia) Futures Limited	BUY	283	Ordinary	250	250	N/A
02/02/2022	Merrill Lynch (Australia) Futures Limited	BUY	20,312	Ordinary	17,780	17,780	N/A
02/02/2022	Merrill Lynch (Australia) Futures Limited	SELL	(3,936)	Ordinary	(3,428)	(3,428)	N/A
02/02/2022	Merrill Lynch (Australia) Futures Limited	BUY	3,274	Ordinary	2,897	2,897	N/A

Appendix B-1: Prescribed information

Type of agreement	International Prime Brokerage Agreement
Parties to agreement	Merrill Lynch International, Merrill Lynch Markets (Australia) Pty Limited and Equity Trustees Limited As Trustee And Responsible Entity Of Regal Investment Fund
Holder of voting rights	Securities borrower. Securities lender may instruct the registered holder to vote on securities.
Are there any restrictions on voting rights?	No
If yes, detail	N/A
Scheduled return date (if any)	On recall of the securities loan by the securities lender.
Does the borrower have the right to return early?	Yes
If yes, detail	Securities borrower will have right to return assets at any time.
Does the lender have the right to recall early?	Yes
If yes, detail	Securities lender will have right to recall assets at any time.
Will the securities be returned on settlement?	Yes
If yes, detail any exceptions	N/A

Appendix B-2: Prescribed information

Type of agreement	International Prime Brokerage Agreement
Parties to agreement	Merrill Lynch International, Merrill Lynch Markets (Australia) Pty Limited and Regal Funds Management Pty Limited as Trustee of Regal Australian Long Short Equity Fund
Holder of voting rights	Securities borrower. Securities lender may instruct the registered holder to vote on securities.
Are there any restrictions on voting rights?	No
If yes, detail	N/A
Scheduled return date (if any)	On recall of the securities loan by the securities lender.
Does the borrower have the right to return early?	Yes
If yes, detail	Securities borrower will have right to return assets at any time.
Does the lender have the right to recall early?	Yes
If yes, detail	Securities lender will have right to recall assets at any time.
Will the securities be returned on settlement?	Yes
If yes, detail any exceptions	N/A

Appendix B-3: Prescribed information

Type of agreement	International Prime Brokerage Agreement
Parties to agreement	Merrill Lynch International, Merrill Lynch Markets (Australia) Pty Limited and Regal Funds Management Pty Limited as Trustee of Atlantic Absolute Return Fund
Holder of voting rights	Securities borrower. Securities lender may instruct the registered holder to vote on securities.
Are there any restrictions on voting rights?	No
If yes, detail	N/A
Scheduled return date (if any)	On recall of the securities loan by the securities lender.
Does the borrower have the right to return early?	Yes
If yes, detail	Securities borrower will have right to return assets at any time.
Does the lender have the right to recall early?	Yes
If yes, detail	Securities lender will have right to recall assets at any time.
Will the securities be returned on settlement?	Yes
If yes, detail any exceptions	N/A

Appendix B-4: Prescribed information

Type of agreement	International Prime Brokerage Agreement
Parties to agreement	Merrill Lynch International, Merrill Lynch Markets (Australia) Pty Limited and Regal Funds Management Pty Limited as Trustee of Tasman Market Neutral Fund
Holder of voting rights	Securities borrower. Securities lender may instruct the registered holder to vote on securities.
Are there any restrictions on voting rights?	No
If yes, detail	N/A
Scheduled return date (if any)	On recall of the securities loan by the securities lender.
Does the borrower have the right to return early?	Yes
If yes, detail	Securities borrower will have right to return assets at any time.
Does the lender have the right to recall early?	Yes
If yes, detail	Securities lender will have right to recall assets at any time.
Will the securities be returned on settlement?	Yes
If yes, detail any exceptions	N/A

Appendix B-5: Prescribed information

Type of agreement	International Prime Brokerage Agreement
Parties to agreement	Merrill Lynch International, Merrill Lynch Markets (Australia) Pty Limited and Susquehanna Pacific Pty Ltd
Holder of voting rights	Securities borrower. Securities lender may instruct the registered holder to vote on securities.
Are there any restrictions on voting rights?	No
If yes, detail	N/A
Scheduled return date (if any)	On recall of the securities loan by the securities lender.
Does the borrower have the right to return early?	Yes
If yes, detail	Securities borrower will have right to return assets at any time.
Does the lender have the right to recall early?	Yes
If yes, detail	Securities lender will have right to recall assets at any time.
Will the securities be returned on settlement?	Yes
If yes, detail any exceptions	N/A

Appendix B-6: Prescribed information

Type of agreement	International Prime Brokerage Agreement
Parties to agreement	Merrill Lynch International, Merrill Lynch Markets (Australia) Pty Limited and Amazon Market Neutral Fund (GCM)
Holder of voting rights	Securities borrower. Securities lender may instruct the registered holder to vote on securities.
Are there any restrictions on voting rights?	No
If yes, detail	N/A
Scheduled return date (if any)	On recall of the securities loan by the securities lender.
Does the borrower have the right to return early?	Yes
If yes, detail	Securities borrower will have right to return assets at any time.
Does the lender have the right to recall early?	Yes
If yes, detail	Securities lender will have right to recall assets at any time.
Will the securities be returned on settlement?	Yes
If yes, detail any exceptions	N/A

Appendix B-7: Prescribed information

Type of agreement	International Prime Brokerage Agreement
Parties to agreement	Merrill Lynch International, Merrill Lynch Markets (Australia) Pty Limited and Zambezi Absolute Return Fund (GCM)
Holder of voting rights	Securities borrower. Securities lender may instruct the registered holder to vote on securities.
Are there any restrictions on voting rights?	No
If yes, detail	N/A
Scheduled return date (if any)	On recall of the securities loan by the securities lender.
Does the borrower have the right to return early?	Yes
If yes, detail	Securities borrower will have right to return assets at any time.
Does the lender have the right to recall early?	Yes
If yes, detail	Securities lender will have right to recall assets at any time.
Will the securities be returned on settlement?	Yes
If yes, detail any exceptions	N/A

Appendix B-8: Prescribed information

Type of agreement	Securities Lending Agreement
Parties to agreement	BofA Securities, Inc. and THE NORTHERN TRUST COMPANY
Holder of voting rights	Securities borrower. Securities lender may instruct the registered holder to vote on securities.
Are there any restrictions on voting rights?	No
If yes, detail	N/A
Scheduled return date (if any)	On recall of the securities loan by the securities lender.
Does the borrower have the right to return early?	Yes
If yes, detail	Securities borrower will have right to return assets at any time.
Does the lender have the right to recall early?	Yes
If yes, detail	Securities lender will have right to recall assets at any time.
Will the securities be returned on settlement?	Yes
If yes, detail any exceptions	N/A

Appendix B-9: Prescribed information

Type of agreement	Securities Lending Agreement
Parties to agreement	BofA Securities, Inc. and CHARLES SCHWAB & CO INC
Holder of voting rights	Securities borrower. Securities lender may instruct the registered holder to vote on securities.
Are there any restrictions on voting rights?	No
If yes, detail	N/A
Scheduled return date (if any)	On recall of the securities loan by the securities lender.
Does the borrower have the right to return early?	Yes
If yes, detail	Securities borrower will have right to return assets at any time.
Does the lender have the right to recall early?	Yes
If yes, detail	Securities lender will have right to recall assets at any time.
Will the securities be returned on settlement?	Yes
If yes, detail any exceptions	N/A

Appendix B-10: Prescribed information

Type of agreement	Securities Lending Agreement
Parties to agreement	BofA Securities, Inc. and INTERACTIVE BROKERS
Holder of voting rights	Securities borrower. Securities lender may instruct the registered holder to vote on securities.
Are there any restrictions on voting rights?	No
If yes, detail	N/A
Scheduled return date (if any)	On recall of the securities loan by the securities lender.
Does the borrower have the right to return early?	Yes
If yes, detail	Securities borrower will have right to return assets at any time.
Does the lender have the right to recall early?	Yes
If yes, detail	Securities lender will have right to recall assets at any time.
Will the securities be returned on settlement?	Yes
If yes, detail any exceptions	N/A

Appendix C

Related bodies corporate	Incorporated	ACN/Registration/Incorporation Number
Merrill Lynch International	United Kingdom	2312079
ML UK Capital Holdings Limited	United Kingdom	4971231
BofAML EMEA Holdings 2 Limited	United States	119605
Merrill Lynch (Australia) Futures Limited	Australia	003639674
Merrill Lynch Markets (Australia) Pty. Limited	Australia	075587816
Merrill Lynch (Australasia) Pty. Ltd	Australia	075923894
Bank of America Global Holdings, LLC	United States	5169939
BofAML Jersey Holdings Limited	Jersey	115831
BofA Securities, Inc.	United States	5793661
NB Holdings Corporation	United States	2361372
Bank of America Corporation	United States	N/A628