Form 603

Corporations Act 2001 Section 671B Notice of initial substantial holder

To: Company Name/Scheme: Wellcom Group Limited

ACN/ARSN: 114 312 542

1. Details of substantial holder

Name Mitsubishi UFJ Financial Group, Inc.

The holder became a substantial holder on: 19/08/2019
The holder became aware on: 21/08/2019

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	2,010,291	2,010,291	5.12%

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.	21,620 Fully paid 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.	26,180 Fully paid 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.	21,127 Fully paid 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.	188 Fully paid 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.	498 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.	1,940,678 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		47,495 Fully paid ordinary shares
Mitsubishi UFJ Financial Group, Inc.	Morgan Stanley Australia Securities (Nominee) Pty Limited		498 Fully paid ordinary shares
Mitsubishi UFJ Financial Group, Inc.	Unknown		21,620 Fully paid ordinary shares
Mitsubishi UFJ Financial Group, Inc.	Citicorp Nominees Pty Limited (Australia)		1,940,678 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				

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
ISee anneyure 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 22 August 2019

etsuya Shigemoto

Authorised signatory

Annexure A

This is annexure A of 5 pages referred to in Form 603, Notice of initial substantial holder dated 22 August 2019



Tetsuya Shigemoto

Authorised signatory

Dated 22 August 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 Communications Co.,Ltd. Japan Electronic Monetary Claim Organization Japan Electronic Monetary Claim Organization MU Business Partner Co., Ltd.

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 III, Limited Partnership Mitsubishi UFJ Capital III, Limited Partnership Mitsubishi UFJ Capital III, Limited Partnership Mitsubishi UFJ Capital III, Limited Partnership Mitsubishi UFJ Capital III, Limited Partnership Mitsubishi UFJ Life Science 1, Limited Partnership Mitsubishi UFJ Life Science 2, 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 Personal Financial Advisers Co., Ltd. The Mitsubishi Asset Brains Company, Limited BOT Lease Co., Ltd.

Nippon Mutual Housing Loan Co., Ltd.

JM Real Estate Co., Ltd.

Jibun Bank Corporation

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.

Mitsubishi UFJ Trust Systems Co., Ltd.

Mitsubishi UFJ Trust Investment Technology Institute Co., Ltd.

Mitsubishi UFJ Trust Hosyo Co., Ltd.

M·U·Trust·Apple Planning Company, Ltd.

Mitsubishi UFJ Real Estate Services Co., Ltd.

Mitsubishi UFJ Ball Estate Services Co., Ltd.

The Master Trust Bank of Japan, Ltd.

MU Investments Co., Ltd.

Japan Shareholder Services Ltd.

Mitsubishi UFJ Kokusai Asset Management Co., Ltd.

Tokumei-Kumiai (CPI)

Tokumei-Kumiai (GII)

Tokumei-Kumiai (CENTOMILIARDO) Tokumei-Kumiai (MEET)

Tokumei-Kumiai (FIELD)

Ippan Shadan Houjin Leone

Jointly Managed Monetary Trust Fund (Fund Number:550001)

MU Trust Property Management Co., Ltd. Tokumei-Kumiai (RICE)

TOKKINGAI (Fund Number.900338)

TOKKINGAI (Fund Number.900327)

TOKKINGAI (Fund Number.900344)

AMP Capital Investors KK

MM Partnership

MUS Information Systems Co., Ltd.

MUS Business Service Co., Ltd.

Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. Mitsubishi UFJ Morgan Stanley PB Securities Co., Ltd. kabu.com Securities Co., Ltd.

Morgan Stanley MUFG Securities Co., Ltd.

Mitsubishi UFJ NICOS Co., Ltd.

Card Business Service Co.,Ltd.
MU NICOS Business Service Co., Ltd.

MU NICOS Credit Co.,Ltd.

Ryoshin DC Card Company Ltd.

JMS Co., Ltd. Paygent Co., Ltd. JA Card Co., Ltd

ACOM CO., LTD.

IR Loan Servicing, Inc.
MU Credit Guarantee Co., Ltd.

MUFG Bank (Europe) N.V.

MUFG Business Services (Holland) B.V.

MUFG Funding (UK) Limited

MUFG Europe Lease (Deutschland) GmbH MUFG Bank (Malaysia) Berhad

MUFG North America International, Inc.

MUFG Bank Mexico, S.A.

MUFG Nominees (HK) Limited

MUFG Nominees (UK) Limited MUFG Americas Holdings Corporation

MUFG Union Bank, N.A.

Union Bank of California Leasing, Inc.

UBOC Community Development Corporation UnionBanc Investment Services, LLC

Bankers Commercial Corporation

UnionBanCal Equities, Inc.

UnionBanCal Leasing Corporation

UnionBanCal Mortgage Corporation

Mills-Ralston, Inc.

HighMark Capital Management, Inc.

BCC OX I, Inc.

BCC OX II, Inc.

SEMA OP9 LLC

SEMA OP8 LLC

MORGANTOWN OL6 LLC

MORGANTOWN OL7 LLC MORGANTOWN OL5 LLC

DICKERSON OL4 LLC

TRL One A, LLC

TRL One B, LLC

TRL One, LP BM1.LLC

UB Leasing Corporation

Pacific Capital Statutory Trust I

Shiloh IV Wind Project, LLC

Shiloh IV Holdings Lessor Trust Green Union I Trust

Green Union II Trust

Green Union III Trust Tohlease Corporation

MUFG Americas Funding Corporation
MUFG Americas Financial & Leasing Corporation B-4

U.B. Vehicle Leasing, Inc.

MUFG Americas Leasing Corporation MUFG Americas Financial Services, Inc.

MUFG Americas Leasing (Canada) Corporation

MUFG Americas Leasing & Finance, Inc.

MUFG Americas Capital Leasing & Finance, LLC

MUFG Americas Corporate Advisory, Inc. MUFG Americas LF Capital LLC

MUFG Americas Capital Company

MUFG Fund Services (USA) LLC

MUFG Securities Americas Inc.

MUFG Capital Analytics LLC

MUFG Investor Services (US), LLC

Intrepid Investment Bankers LLC

Southern California Business Development Corporation

Catalina Solar Holdings Lessor Trust

Catalina Solar, LLC

Morgan Stanley MUFG Loan Partners, LLC

PT U Finance Indonesia

PT. MU Research and Consulting Indonesia MU Research and Consulting (Thailand) Co., Ltd. MUFG Participation (Thailand) Co., Ltd.

AO MUFG Bank (Eurasia)

MUFG Bank (China), Ltd.

BTMU Preferred Capital 8 Limited BTMU Preferred Capital 9 Limited

BTMU Liquidity Reserve Investment Limited

MUFG Bank Turkey Anonim Sirketi

Bank of Ayudhya Public Company Limited Krungsri Ayudhya AMC Limited

Krungsri Factoring Company Limited

Ayudhya Development Leasing Company Limited

Ayudhya Capital Auto Lease Public Company Limited Krungsriayudhya Card Company Limited

General Card Services Limited

Ayudhya Capital Services Company Limited

Krungsri General Insurance Broker Limited

Krungsri Life Assurance Broker Limited

Krungsri Asset Management Company Limited

Total Services Solutions Public Company Limited

Ngern Tid Lor Company Limited

Krungsri Securities Public Company Limited

Siam Realty and Services Security Co.,Ltd. Krungsri Leasing Services Co., Ltd.

Hattha Kaksekar Limited

Krungsri Finnovate Co., Ltd.

Tesco Card Services Limited

BTMU Liquidity Reserve Investment 2 Limited BTMU Liquidity Reserve Investment 3 Limited

PT Guna Dharma

PT Bank Danamon Indonesia, Tbk.

PT Adira Quantum Multifinance

PT Adira Dinamika Multi Finance Tbk

PT Asuransi Adira Dinamika

BOT Lease (HK) Co., Ltd.

PT Bumiputera - BOT Finance BOT Lease Holding Philippines, Inc.

BOT Lease and Finance, Philippines, Inc. BOT Lease (Thailand) Co., Ltd.

MUFG Holding (Thailand) Co., Ltd.

Bangkok MUFG Limited

BOT Lease(Eurasia)LLC

BOT Lease (Tianjin) Co., Ltd.

BOTL Factoring (Shanghai) Co., Ltd.

BOT LEASE MEXICO S.A. DE C.V. BOT FINANCE MEXICO, S.A. DE C.V., SOFOM, E.N.R.

GOLDEN ASIA FUND VENTURES LTD.

Lakefield Wind Project OP Trust

Lakefield Wind Project, LLC Pacwind Holdings Lessor Trust

Pacific Wind, LLC

Vietnam Joint Stock Commercial Bank for Industry and Trade

GOLDEN ASIA FUND II, L.P.

Security Bank Corporation
Mitsubishi UFJ Trust International Limited

Mitsubishi UFJ Baillie Gifford Asset Management Limited

Mitsubishi UFJ Investor Services & Banking (Luxembourg) S.A.

MUFG Lux Management Company S.A.

Mitsubishi UFJ Investment Services (HK) Limited Mitsubishi UFJ Asset Management (UK) Ltd.

LUX J1 FUND

MUFG Investor Services Holdings Limited

MUFG Fund Services (Bermuda) Limited

MUFG Fund Services (Cayman) Limited
MUFG Fund Services (Cayman) Group Limited

MUFG Fund Services (Ireland) Limited

Fund Secretaries Limited

MUFG Fund Services Limited

MUFG Fund Services (Canada) Limited MUFG Fund Services (UK) Limited

MUFG Fund Services (Halifax) Limited

MUFG Fund Services (Singapore) Pte. Ltd.

MUFG Fund Services (Hong Kong) Limited MUFG Alternative Fund Services (Cayman) Limited

Firtown International Holdings Ltd.

General Secretaries Ltd.

AFS Controlled Subsidiary 1 Ltd. AFS Controlled Subsidiary 2 Ltd.

AFS Controlled Subsidiary 3 Ltd.

MUFG Alternative Fund Services (Ireland) Limited

MUFG Alternative Fund Services (Jersey) Limited

AnnexureA

MUFG Jersey Management Company Limited MUFG Controlled Subsidiary 1 (Cayman) Limited SWS MU FUND MANAGEMENT CO.,LTD. SWSMU (SHANGHAI) ASSETS MANAGEMENT COMPANY LIMITED AMP Capital Holdings Limited MUFG Global Fund SICAV

MUFG Securities EMEA plc

MUFG Securities (Europe) N.V.

MUFG Securities Asia (Singapore) Limited

MUFG Securities Asia Limited

Mitsubishi UFJ Wealth Management Bank (Switzerland), Ltd.

MUFG Securities (Canada), Ltd.

EASY BUY Public Company Limited
ACOM CONSUMER FINANCE CORPORATION

MUFG Capital Finance 8 Limited MUFG Capital Finance 9 Limited GOLDEN ASIA FUND, L.P.

DCS Information Technology (Shanghai) Co., Ltd

MRIDCS Americas, Inc.

Morgan Stanley

Purple Finance (Cayman) International Ltd. Bangkok Mitsubishi UFJ Lease Co., Ltd

The California-Sansome Corporation

CAROL AUSTRALIA HOLDINGS PTY LIMITED (ACN 630 725 558)

CFSGAM IP HOLDINGS PTY LIMITED (ACN 625 765 399)

CFSGAM SERVICES PTY LTD (ACN 624 305 595)
CFSPAI EUROPE CO LIMITED (COMPANY CODE C41267)

CFSPAI EUROPE HOLDCO LIMITED (COMPANY CODE C41260)

COLONIAL FIRST STATE ASSET MANAGEMENT (AUSTRALIA) LIMITED (ACN 114 194 311)

COLONIAL FIRST STATE INFRASTRUCTURE HOLDINGS LIMITED (ACN 085 313 926)

COLONIAL FIRST STATE INFRASTRUCTURE MANAGERS (AUSTRALIA) PTY LTD (ACN 101 384 294)

COLONIAL FIRST STATE INVESTMENT MANAGERS (UK) LIMITED (COMPANY NO. 00153197)

COLONIAL FIRST STATE MANAGED INFRASTRUCTURE LIMITED (ACN 006 464 428)

EDIF II GP S.A.R.L. (COMPANY NO. B204413)

FIRST STATE EUROPEAN DIVERSIFIED INFRASTRUCTURE S.A.R.L. (COMPANY NO. B134314)

FIRST STATE INFRASTRUCTURE MANAGERS (INTERNATIONAL) LIMITED (COMPANY NO. 298444)

FIRST STATE INVESTMENT MANAGEMENT (UK) LIMITED (COMPANY NO. SC047708)

FIRST STATE INVESTMENT MANAGERS (ASIA) LIMITED (ACN 054 571 701) FIRST STATE INVESTMENT SERVICES (UK) LIMITED (COMPANY NO. 03904320)

FIRST STATE INVESTMENTS (HONG KONG) LIMITED (CR NO. 0206616)

FIRST STATE INVESTMENTS (IRELAND) LIMITED (COMPANY NO. 629188)

FIRST STATE INVESTMENTS (JAPAN) LIMITED (COMPANY NUMBER 0104-01-093090) FIRST STATE INVESTMENTS (SINGAPORE) (COMPANY NO. 02294743)

FIRST STATE INVESTMENTS (UK HOLDINGS) LIMITED (COMPANY NO. 03904310)

FIRST STATE INVESTMENTS (UK) LIMITED (COMPANY NO. 02294743) FIRST STATE INVESTMENTS (US) LLC (FILE NUMBER 546 9442)

FIRST STATE INVESTMENTS FUND MANAGEMENT S.A.R.L (COMPANY NO. B128117)

FIRST STATE INVESTMENTS HOLDINGS (SINGAPORE) LIMITED (REGISTRATION NO. 199901706Z)

FIRST STATE INVESTMENTS INTERNATIONAL LIMITED (COMPANY NO. SC079063)

FIRST STATE NOMINEES (HONG KONG) LIMITED (CR NO. 0206615)

FSIB LTD

REALINDEX INVESTMENTS PTY LIMITED (ACN 133 312 017)

SI HOLDINGS LIMITED (COMPANY NO. SC109439)

TOTAL KEEN INVESTMENT LIMITED (CR NO. 0580652)

Annexure B

This is annexure B of 1 page referred to in Form 603, Notice of initial substantial holder dated 22 August 2019

Letompo Sugamoro

Tetsuya Shigemoto

Authorised signatory

Dated 22 August 2019

Holder of relevant interest	Date of acquisition	Consideration cash	Consideration non-cash	Class and number of securities affected
Mitsubishi UFJ Financial Group, Inc.	15/04/2019	435.000.00	N/A	87,000 Ordinary shares
Mitsubishi UFJ Financial Group, Inc.	13/06/2019	44.00	N/A	8 Ordinary Shares
Mitsubishi UFJ Financial Group, Inc.	13/08/2019	1,282.16	N/A	188 Ordinary Shares
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Mitsubishi UFJ Financial Group, Inc.	14/08/2019	31,208.60	N/A	4,556 Ordinary Shares
Mitsubishi UFJ Financial Group, Inc.	14/08/2019	6,290.43	N/A	921 Ordinary Shares
Mitsubishi UFJ Financial Group, Inc.	14/08/2019	N/A	Collateral received by an entity controlled by Morgan Stanley – see Annexure C	7,554 Ordinary Shares
Mitsubishi UFJ Financial Group, Inc.	16/08/2019	1,106,933.74	N/A	162,307 Ordinary shares
Mitsubishi UFJ Financial Group, Inc.	16/08/2019	1,650.44	N/A	242 Ordinary Shares
Mitsubishi UFJ Financial Group, Inc.	19/08/2019	1,743.36	N/A	256 Ordinary Shares
Mitsubishi UFJ Financial Group, Inc.	19/08/2019	N/A	Collateral received by an entity controlled by Morgan Stanley – see Annexure C	33,734 Ordinary Shares
Mitsubishi UFJ Financial Group, Inc.	19/08/2019	N/A	Collateral received by an entity controlled by Morgan Stanley – see Annexure C	13,573 Ordinary Shares

Annexure C

This is annexure C of 2 pages referred to in Form 603, Notice of initial substantial holder dated 22 August 2019



Tetsuya Shigemoto

Authorised signatory

Dated 22 August 2019

Schedule		
Type of Agreement	Global Master Securities Lending Agreement	
Parties to agreement	Morgan Stanley & Co. International plc and SPECIFIED MONEY TRUST FUND NO.400076183 FOR KURARAY CO., LTD. ENTRUSTED TO THE MASTER TRUST BANK OF JAPAN, LTD.	
Transfer Date	20190814;	
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 The Borrower is entitled at any time to ter Lender in accordance with the Lender's instructions.	minate a Loan and to redeliver all and any Equivalent Securities due and outstanding to the	
Does the lender have the right to recall early? Yes /No		
• •	and to call for the redelivery of all or any Equivalent Securities at any time by giving notice ment time for such Equivalent Securities on the exchange or in the clearing organisation ivered.	
Will the securities be returned on settlement?	Yes /No	
	edeliver Equivalent Securities in accordance with the Agreement, the Lender may by written e Parties' delivery and payment obligations in respect thereof.	

Schedule		
Type of Agreement	Customer Prime Broker Account Agreement	
Parties to agreement	Morgan Stanley & Co. LLC on behalf of all Morgan Stanley entities and customer PRELUDE OPPORTUNITY FUND, LP	
Transfer Date	20190819;	
Holder of Voting Rights	Morgan Stanley	
Are there any restrictions on voting rights?	No	
If yes, detail Not applicable		

AnnexureC

Scheduled Return Date (if any)	Open
Does the borrower have the right to return early?	Yes
If yes, detail Morgan Stanley may return rehypothecated shares at any time.	
Does the lender have the right to recall early?	Yes
If yes, detail The customer may recall shares from Morgan Stanley at any time.	
Will the securities be returned on settlement?	Yes

If yes, detail any exceptions In the ordinary course of business, securities will be returned to customers. Upon a customer Event of Default, Morgan Stanley has the right to set off obligations owed to the customer against obligations of the customer to Morgan Stanley and to foreclose on any collateral, including rehypothecated securities, for the purpose of arriving at a single closeout amount. In such a default scenario, Morgan Stanley may do an actual or deemed sale of the rehypothecated securities.

Schedule		
Type of Agreement	International Prime Brokerage Agreement	
Parties to agreement	Morgan Stanley & Co. International plc for itself and as agent and trustee for and on behalf of the other Morgan Stanley Companies and LMA SPC-MAP 250 SEGREGATED PORTFOLIO	
Transfer Date	20190819;	
Holder of Voting Rights	Prime broker has the right to vote securities rehypothecated from the Client.	
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 Prime broker may return shares which w	ere rehypothecated from the client at any time.	
Does the lender have the right to recall early?	Yes /No	
If yes, detail Prime broker will be required to return t the client.	to the client shares rehypothecated from the client's account upon a sale of those shares by	
Will the securities be returned on settlement?	Yes /No	

on the basis of the amounts so established, an account shall be taken of what is due from each party to the other. The amounts due from one party shall be set off against the amounts due from the other party and only the balance of the account shall be payable.