

## ASX RELEASE

1 December 2017

### COMPLETION OF THE ACQUISITION OF INTERPRAC LTD

The Directors of Sequoia Financial Group Limited (ASX: SEQ) ("**SEQ**", "**Sequoia**" or "**the Company**") are pleased to announce that the acquisition of all issued shares in InterPrac Ltd ACN 096 781 976 (**InterPrac**) has been completed today.

As announced yesterday, at the 2017 Annual General Meeting of the Company the shareholders of the Company approved the necessary resolutions regarding the acquisition of InterPrac. All conditions precedent to completion of the acquisition of InterPrac have now been satisfied.

As consideration for the acquisition of InterPrac the Company has today issued 42,777,000 fully paid ordinary shares at a deemed issue price of \$0.30 to the InterPrac vendors.

For further information regarding the acquisition of InterPrac please refer to the Company's previous ASX announcement dated 9 October 2017 and the Company's Notice of 2017 Annual General Meeting, Explanatory Memorandum and Independent Expert's Report despatched to shareholders on 27 October 2017.

Each of Garry Crole and Brent Jones have commenced employment as joint managing directors of InterPrac and related subsidiaries pursuant to the terms of their respective 3-year employment agreements as set out in the Company's Notice of 2017 Annual General Meeting and Explanatory Memorandum.

### Management commentary

Sequoia's Group Managing Director and CEO Scott Beeton commented "Interprac will bring scale and executive skill, which in turn will allow us to start providing our services and products to a significantly wider customer base. Combining the two group of companies should see an uplift on current profit levels reported by Sequoia in June 2018, whereby increasing shareholder value."

An Appendix 3B and Cleansing Statement follow this announcement

<ends>

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### For further information please contact:

Scott Beeton, Managing Director & CEO +61 2 8114 2222  
Tharun Kuppanda, Company Secretary +61 2 8016 2875

### ABOUT SEQUOIA FINANCIAL GROUP LIMITED

ASX-listed Sequoia Financial Group Limited (ASX: SEQ) is an integrated financial services company providing products and services to self-directed retail and wholesale clients and those of third party professional service firms.

It provides:

- Investment and superannuation products
- Wealth management and advisory services
- Corporate advisory and capital markets expertise
- Retail, wholesale and institutional trading platforms
- Market data and financial news services

Sequoia operates various AFS Licenses and Its subsidiaries D2MX Pty Ltd and Morrison Securities Pty Ltd are ASX Market Participants.

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

SEQUOIA FINANCIAL GROUP LTD

ABN

90 091 744 884

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |   |  |
|---|---|--|
| 1 | +Class of +securities issued or to be issued  | <div>A. Options under Employee Incentive Plan</div> <div>B. Fully paid ordinary shares</div> <div>C. Fully paid ordinary shares</div> <div>D. Options</div> <div>E. Options</div>  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | <div>A. 2,000,000</div> <div>B. 10,461,500</div> <div>C. 32,315,500</div> <div>D. 1,750,000</div> <div>E. 1,750,000</div>  |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | <div>A. Unlisted Options are exercisable at \$0.45 on or before 31 December 2019</div> <div>B. Fully paid ordinary shares</div> <div>C. Fully paid ordinary shares</div> <div>D. Unlisted Options are exercisable at \$0.35 on or before 1 June 2019</div> <div>E. Unlisted Options are exercisable at \$0.35 on or before 1 June 2019</div> |

+ See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

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- 4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

- A. No. On exercise of an Option into a fully paid ordinary share (FPO) the FPO will rank equally with the existing fully paid ordinary shares
- B. '*Pari Passu*' with existing FPOs. All 10,461,500 shares will be subject to a 12 month voluntary escrow period from the date of issue.
- C. '*Pari Passu*' with existing FPOs. 21,621,251 of 32,315,500 shares will be subject to a 12 month voluntary escrow period from the date of issue.
- D. No. On exercise of an Option into a fully paid ordinary share (FPO) the FPO will rank equally with the existing fully paid ordinary shares.
- E. No. On exercise of an Option into a fully paid ordinary share (FPO) the FPO will rank equally with the existing fully paid ordinary shares.

- 5 Issue price or consideration

- A. Nil.  
(Refer to Resolution 5, AGM: 30 November 2017)
- B. Shares issued as part consideration of Interprac Acquisition with a deemed issue price of 30 cents  
(Refer to Resolution 17, AGM: 30 November 2017)
- C. Shares issued as part consideration of Interprac Acquisition with a deemed issue price of 30 cents  
(Refer to Resolution 18, AGM: 30 November 2017)
- D. Options issued as consideration for the entry into the ACN Loan Agreement  
(Refer to Resolution 19, AGM: 30 November 2017)
- E. Options issued as consideration for the entry into the ACN Loan Agreement  
(Refer to Resolution 20, AGM: 30 November 2017)

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+ See chapter 19 for defined terms.

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>A. Options issued to Mr. Scott Beeton under the Company's Employee Incentive Plan as approved by shareholders. (Refer to Resolution 5, AGM: 30 November 2017)</p> <p>B. Shares issued as part consideration of Interprac Acquisition (Refer to Resolution 17, AGM: 30 November 2017)</p> <p>C. Shares issued as part consideration of Interprac Acquisition (Refer to Resolution 18, AGM: 30 November 2017)</p> <p>D. Options issued as consideration for the entry into the ACN Loan Agreement (Refer to Resolution 19, AGM: 30 November 2017)</p> <p>E. Options issued as consideration for the entry into the ACN Loan Agreement (Refer to Resolution 20, AGM: 30 November 2017)</p>
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?  If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	30 November 2017
6c	Number of +securities issued without security holder approval under rule 7.1	nil.
6d	Number of +securities issued with security holder approval under rule 7.1A	nil.
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	nil
6f	Number of +securities issued under an exception in rule 7.2	nil
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15-day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	n/a

+ See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	n/a	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	15,420,828 <i>LR 7.1 Capacity</i> 10,280,552 <i>LR 7.1A Capacity</i>	
7	+Issue dates  Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.  Cross reference: item 33 of Appendix 3B.	1 December 2017	
8	Number and +class of all +securities quoted on ASX ( <i>including</i> the +securities in section 2 if applicable)	Number	+Class
		70,722,774	FPO
9	Number and +class of all +securities not quoted on ASX ( <i>including</i> the +securities in section 2 if applicable)	Number	+Class
		1,300,000	Performance Rights
		2	Convertible Note Face value of \$100,000 per note converting to shares at \$0.60 per share and maturing 11 August 2018.
		1	Convertible Note Face value of \$100,000 converting to shares at \$0.60 per share and maturing 7 March 2018.
		1	Convertible Note Face value of \$100,000 per note converting to shares at \$0.60 per share and maturing 18 April 2019.
		32,082,751	Fully Paid Ordinary Shares Escrowed until 30 November 2018
		2,000,000	Options exercisable at \$0.45 on or before 31 December 2019
		3,500,000	Options Options are exercisable at \$0.35 on or before 1 June 2019
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	n/a	

+ See chapter 19 for defined terms.

## **Part 2 - Pro rata issue**

11	Is security holder approval required?	n/a
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the +securities will be offered	
14	+Class of +securities to which the offer relates	
15	+Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has security holders who will not be sent new offer documents  <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	
19	Closing date for receipt of acceptances or renunciations	

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+ See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

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20	Names of any underwriters	<input type="text"/>
21	Amount of any underwriting fee or commission	<input type="text"/>
22	Names of any brokers to the issue	<input type="text"/>
23	Fee or commission payable to the broker to the issue	<input type="text"/>
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	<input type="text"/>
25	If the issue is contingent on security holders' approval, the date of the meeting	<input type="text"/>
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	<input type="text"/>
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	<input type="text"/>

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+ See chapter 19 for defined terms.

28	Date rights trading will begin (if applicable)	<div></div>
29	Date rights trading will end (if applicable)	<div></div>
30	How do security holders sell their entitlements <i>in full</i> through a broker?	<div></div>
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	<div></div>
32	How do security holders dispose of their entitlements (except by sale through a broker)?	<div></div>
33	<sup>+</sup> Issue date	<div></div>

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<sup>+</sup> See chapter 19 for defined terms.

## **Part 3 - Quotation of securities**

*You need only complete this section if you are applying for quotation of securities*

34 Type of <sup>+</sup>securities  
(tick one)

(a) ☒ <sup>+</sup>Securities described in Part 1

(b) ☐ All other <sup>+</sup>securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### **Entities that have ticked box 34(a)**

#### **Additional securities forming a new class of securities**

*Tick to indicate you are providing the information or documents*

35 ☐ If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders

36 ☐ If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37 ☐ A copy of any trust deed for the additional <sup>+</sup>securities

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<sup>+</sup> See chapter 19 for defined terms.

**Entities that have ticked box 34(b)**

38	Number of +securities for which +quotation is sought					
39	+Class of +securities for which quotation is sought					
40	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>					
41	<p>Reason for request for quotation now</p> <p><small>Example: In the case of restricted securities, end of restriction period</small></p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>					
42	Number and +class of all +securities quoted on ASX ( <i>including</i> the +securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; padding: 5px;">Number</th> <th style="width: 50%; padding: 5px;">+Class</th> </tr> </thead> <tbody> <tr> <td style="height: 100px;"></td> <td></td> </tr> </tbody> </table>	Number	+Class		
Number	+Class					

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+ See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

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#### Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

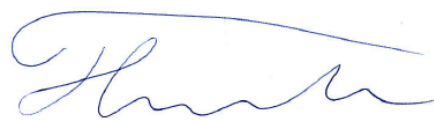
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



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Company secretary

Date: 1 December 2017

Print name: Tharun Kuppanda, Company Secretary

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+ See chapter 19 for defined terms.

## Appendix 3B – Annexure 1

### Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

#### Part 1

Rule 7.1 – Issues exceeding 15% of capital	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	48,798,775
<b>Add</b> the following: <ul style="list-style-type: none"> <li>Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <b>Note:</b> <ul style="list-style-type: none"> <li>Include only ordinary securities here – other classes of equity securities cannot be added</li> <li>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	3,394,750 (Resolution 8, AGM: 30 November 2017)  5,583,750 (Resolution 9, AGM: 30 November 2017)  2,063,750 (Resolution 10, AGM: 30 November 2017)  187,500 (Resolution 11, AGM: 30 November 2017)  10,461,500* (Resolution 17, AGM: 30 November 2017)  32,315,500* (Resolution 18, AGM: 30 November 2017)  * Includes securities subject to escrow
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	Nil.
<b>“A”</b>	102,805,525

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15  <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	15,420,828
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <b>Note:</b> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	Nil.
<b>“C”</b>	Nil.
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<b>“A” x 0.15</b>  <i>Note: number must be same as shown in Step 2</i>	15,420,828
<b>Subtract “C”</b>  <i>Note: number must be same as shown in Step 3</i>	Nil.
<b>Total [“A” x 0.15] – “C”</b>	15,420,828  <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b>  <i>Note: number must be same as shown in Step 1 of Part 1</i>	48,798,775
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10  <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	4,879,877
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of <sup>+</sup> equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <i>Notes:</i> <ul style="list-style-type: none"> <li><i>This applies to equity securities – not just ordinary securities</i></li> <li><i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li><i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i></li> <li><i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	3,394,750 <small>shares issued on 4 September 2017</small>  1,485,127 <small>shares issued per this Appendix 3B</small>
<b>“E”</b>	4,879,877

<sup>+</sup> See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
<b>“A” x 0.10</b>  <i>Note: number must be same as shown in Step 2</i>	4,879,877
<b>Subtract “E”</b>  <i>Note: number must be same as shown in Step 3</i>	4,879,877
<b>Total</b> [“A” x 0.10] – “E”	Nil.  <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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+ See chapter 19 for defined terms.

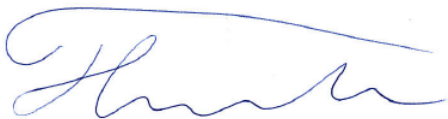
1 December 2017

## CLEANSING STATEMENT

Sequoia Financial Group Ltd (ASX:SEQ) (**Sequoia** or the **Company**) advises that in relation to the issuance of ordinary shares as detailed in the preceding Appendix 3B, the Company gives notice under section 708A(5)(e) of the *Corporations Act 2001* (Cth) (**Act**) of the following details:

- a) The Company issued the Shares without a disclosure document to investors under Part 6D.2 of the Act;
- b) As at the date of this notice, Sequoia has complied with:
  1. The provisions of Chapter 2M of the Act as they apply to Sequoia; and
  2. Section 674 of the Act; and
- c) as at the date of this notice, there is no information to be disclosed that is “excluded information” within the meaning of section 708A(7) and (8) of the Act.

Regards,



**Tharun Kuppana**  
Company Secretary

For further information please contact:

Scott Beeton, Managing Director & CEO +61 2 8114 2222  
Tharun Kuppana, Company Secretary +61 2 8016 2875

ABOUT SEQUOIA FINANCIAL GROUP LIMITED

ASX-listed Sequoia Financial Group Limited (ASX: SEQ) is an integrated financial services company providing products and services to self-directed retail and wholesale clients and those of third party professional service firms.

It provides:

- Investment and superannuation products
- Wealth management and advisory services
- Corporate advisory and capital markets expertise
- Retail, wholesale and institutional trading platforms
- Market data and financial news services

Sequoia operates various AFS Licenses and its subsidiary D2MX Pty Ltd is an ASX Market Participant

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