



ASX ANNOUNCEMENT

22 May 2023

Cover Note – Notice of change of interests of substantial holder (Form 604)

We refer to the attached Form 604 dated 22 May 2023 (**Notice**).

The requirement for the Notice has arisen as a result of the sale of shares in MA Financial Group Limited (**MA Financial**) by the trustee of a Pre IPO Trust (**Trust**) in order to meet contractual obligations of the Trust¹. The trustee of the Trust is controlled by Mr Pridham.

Mr Pridham has not disposed of any MA Financial shares in which he has an economic interest under this Notice.

Authorised for release by Vice Chairman, MA Financial Group Limited, Andrew Pridham.

For further information, please contact:

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¹ Refer to “Existing Staff Trust Details” under Section 9.7 of the Prospectus for MA Financial Group Limited (formerly Moelis Australia Limited) dated 28 February 2017

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme MA FINANCIAL GROUP LIMITED

ACN/ARSN 142 008 428

1. Details of substantial holder (1)

Name MAGIC TT PTY LTD (**Pre-IPO Ownership Trustee**) ACN 143 275 138
ANDREW PRIDHAM, AJA INVESTMENTS PTY LTD ACN 071 729 603(**AJA**) AND TOP 4 PTY LTD ACN 166 831 447 (**Top 4**)

ACN/ARSN (if applicable) See above

There was a change in the interests of the substantial holder on 18/05/2023

The previous notice was given to the company on 6/6/2022

The previous notice was dated 6/6/2022

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 fully paid shares (Ordinary)	24,192,287	13.78%	22,662,762	12.71%

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 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 as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Andrew Pridham	Pre-IPO Ownership Trustee, Andrew Pridham, AJA, Top 4	Pre-IPO Ownership Trustee, Andrew Pridham, AJA, Top 4	Power to dispose of, or control the exercise of a power to dispose of, the shares under section 608(1) of the Corporations Act	22,662,762 Ordinary	12.71%
Pre IPO Ownership Trustee	Pre-IPO Ownership Trustee	Pre-IPO Ownership Trustee	Power to dispose of, or control the exercise of a power to dispose of, the shares under section 608(1) of the Corporations Act	21,371,505 Ordinary	12.00%
Andrew Pridham, AJA and TOP 4	Andrew Pridham, AJA and Top 4	Andrew Pridham, AJA and Top 4	Power to dispose of, or control the exercise of a power to dispose of, the shares under section 608(1) of the Corporations Act	680,231 Ordinary	0.38%

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
Not applicable	

6. Addresses

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

Name	Address
Pre-IPO Ownership Trustee	Level 27, Brookfield Place, 10 Carrington Street, Sydney NSW 2000
Andrew Pridham, AJA, Top 4	c/- MA Financial Group Limited, Brookfield Place, 10 Carrington Street, Sydney NSW 2000

Signature

print name ANDREW PRIDHAM

Capacity Director and in his own capacity

sign here



date 22 May 2023

Annexure A to Form 604

This is Annexure A of 1 page referred to in the Form 604 Notice of change of interests of substantial holder prepared by Pre-IPO Ownership Trustee and Andrew Pridham

Signed by me and dated 22 May 2023

Signature:



Name: Andrew Pridham

Position: Director and in his personal capacity

Person whose relevant interest changed	Date of change	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
Pre-IPO Ownership Trustee, Andrew Pridham	30 August 2022	On market sale of shares by Pre-IPO Ownership Trustee to distribute to underlying beneficiaries (none of which are Andrew Pridham)	\$113,321	-Ordinary 19,991	-19,991
	31 August 2022	On market sale of shares by Pre-IPO Ownership Trustee to distribute to underlying beneficiaries (none of which are Andrew Pridham)	\$505,647	-Ordinary 91,769	-91,769
	1 September 2022	On market sale of shares by Pre-IPO Ownership Trustee to distribute to underlying beneficiaries (none of which are Andrew Pridham)	\$33,023	-Ordinary 6,004	-6,004
	2 September 2022	On market sale of shares by Pre-IPO Ownership Trustee to distribute to underlying beneficiaries (none of which are Andrew Pridham)	\$26,220	-Ordinary 4,845	-4,845
	5 September 2022	On market sale of shares by Pre-IPO Ownership Trustee to distribute to underlying beneficiaries (none of which are Andrew Pridham)	\$12,878	-Ordinary 2,382	-2,382
	8 September 2022	On market sale of shares by Pre-IPO Ownership Trustee to distribute to underlying beneficiaries (none of which are Andrew Pridham)	\$61,149	-Ordinary 11,966	-11,966
	13 September 2022	On market acquisition of fully paid ordinary shares by Top 4	\$537,213	Ordinary 125,000	125,000
	14 September 2022	On market acquisition of fully paid ordinary shares by Top 4	\$48,904	Ordinary 12,075	12,075
	23 September 2022	Off-market transfer by the Pre-IPO Ownership Trustee to underlying beneficiaries (none of which are Andrew Pridham)	Not Applicable	- Ordinary 239,943	-239,943
	28 February 2023	On market sale of shares by Pre-IPO Ownership Trustee to distribute to underlying beneficiaries (none of which are Andrew Pridham)	\$1,140,700	-Ordinary 258,081	-258,081
	1 March 2023	On market sale of shares by Pre-IPO Ownership Trustee to distribute to underlying beneficiaries (none of which are Andrew Pridham)	\$138,231	-Ordinary 31,387	-31,387
	2 March 2023	On market sale of shares by Pre-IPO Ownership Trustee to distribute to underlying beneficiaries (none of which are Andrew Pridham)	\$4,177,095	-Ordinary 957,902	-957,902
	17 March 2023	Issue of loan funded shares to Andrew Pridham as part of the long-term incentive arrangements for FY2022	Not Applicable	Ordinary 375,883	375,883
	23 March 2023	Off-market transfer by the Pre-IPO Ownership Trustee to underlying beneficiaries (none of which are Andrew Pridham)	Not Applicable	-Ordinary 121,811	-121,811
	18 May 2023	On market sale of shares by Pre-IPO Ownership Trustee to distribute to underlying beneficiaries (none of which are Andrew Pridham)	\$1,421,668	-Ordinary 296,402	-296,402