

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme

NETWEALTH GROUP LIMITED

ACN/ARSN

620 145 404

1. Details of substantial holder(1)

Name

MICHAEL HEINE

ACN/ARSN (if applicable)

There was a change in the interests of the
substantial holder on

2 / 9 / 19

The previous notice was given to the company on

22 / 12 / 17

The previous notice was dated

24 / 11 / 17

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	148614455	62.27 %	140954455	59.30 %

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
	REFER 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
	REFER ANNEXURE A				

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

6. Addresses

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

Name	Address
REFER ANNEXURE A	

Signature

print name MICHAEL HEINE capacity PERSONAL CAPACITY
 sign here  date 4 / 9 / 19

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

This is Annexure A of 2 pages referred to in **Form 604 Notice of change of interests of substantial holder** addressed to Netwealth Group Limited

Michael Heine 4 September 2019

ANNEXURE A TO Form 604 Notice of change of interests of substantial holder for Michael Heine

3. 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
2 Sept 2019	Michael Heine	Special Crossing (sell)	\$54,670,000	Ordinary: 7,100,0000
28 Aug 2018	Michael Heine	On market buy	\$344,762	Ordinary: 40,000

4. Present relevant interests

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities
Michael Heine	Heine Brothers Pty Ltd as trustee for The MMH Trust	Heine Brothers Pty Ltd as trustee for The MMH Trust	Heine Brothers Pty Ltd is registered holder of the shares in next column. Michael Heine is a director and majority shareholder of Heine Brothers Pty Ltd (ACN 006 819 718) and accordingly is able to control the voting or disposal of those shares.	Ordinary: 118,804,990
Michael Heine	Netwealth Investments Ltd as custodian of Netwealth Wrap Service <account	Netwealth Investments Ltd as custodian of Netwealth Wrap Service <account	Heine Brothers Pty Ltd is trustee of MMH Investment Trust which owns the shares in MMH	Ordinary: 40,000

	MMH Investment Holdings Pty Ltd>	MMH Investment Holdings Pty Ltd>	Investment Holdings Pty Ltd. Michael Heine is a director and majority shareholder of Heine Brothers Pty Ltd (ACN 006 819 718) and accordingly is able to control the voting or disposal of those shares.	
Michael Heine	Leslie Max Heine Pty Ltd (ACN 150 211 215) as trustee for The LMH Trust	Leslie Max Heine Pty Ltd (ACN 150 211 215) as trustee for The LMH Trust	Michael Heine has entered into an agreement with Leslie Max Heine Pty Ltd, under which it may direct the votes attached to the securities in next column. Michael Heine is a director and majority shareholder of Heine Brothers Pty Ltd (ACN 006 819 718) and accordingly is able to control the voting or disposal of those shares.	Ordinary: 22,109,465

6. Addresses

Name	Address
Michael Heine	Level 8, 52 Collins St, Melbourne Vic 3000
Heine Brothers Pty Ltd	Level 8, 52 Collins St, Melbourne Vic 3000
Leslie Max Heine Pty Ltd	c/- ShineWing Australia Pty Ltd, Level 10, 530 Collins Street, Melbourne Vic 3000