

**Form 604**

Corporations Act 2001

Section 671B

**Notice of change of interests of substantial holder**To Company Name/Scheme **PSC Insurance Group Limited**ACN/ARSN **147 812 164****1. Details of substantial holder (1)**

Name **McHalem No 2 Pty Ltd ACN 651 492 643 ATF Paul Dwyer Family Trust, Paul Robert Dwyer, Melissa Jane Dwyer, P & M Dwyer Pty Ltd ACN 124 100 974 ATF P & M Dwyer Superannuation Fund, Crathre Pty Ltd ACN 151 315 892**

ACN/ARSN (if applicable)

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

17/03/2022

The previous notice was given to the company on

02/07/2021

The previous notice was dated

01/07/2021**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)
<b>Ordinary</b>	<b>57,174,852</b>	<b>17.82%</b>	<b>57,174,852</b>	<b>16.39%</b>

**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
	<b>Refer Annexure A</b>				

**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
	<b>Refer Annexure B</b>				

**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
McHalem No 2 Pty Ltd	C/- SW Accountants & Advisors, Level 10, 530 Collins Street Melbourne Vic 3000
Paul Robert Dwyer	118 Gipps Street East Melbourne Vic 3002
Melissa Jane Dwyer	118 Gipps Street East Melbourne Vic 3002
P & M Dwyer Pty Ltd ATF P & M Dwyer Superannuation Fund	118 Gipps Street East Melbourne Vic 3002
Crathre Pty Ltd	118 Gipps Street East Melbourne Vic 3002

**Signature**

print name

**Paul Dwyer**

capacity

Director and otherwise authorised  
representative of substantial  
holders

sign here

date

17/03/2022

print name

capacity

sign here

date

sign here

**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.
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## Annexure A

Form 604 - - McHalem No 2 Pty Ltd ACN 651 492 643 ATF Paul Dwyer Family Trust, Paul Robert Dwyer, Melissa Jane Dwyer, F & M Dwyer Pty Ltd ACN 124 100 974 ATF P & M Dwyer Superannuation Fund, Crathre Pty Ltd ACN 151 315 892  
Date of change - 16/03/2022

## 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
				Fully paid ordinary shares	Fully paid ordinary shares
17/03/2022	McHalem No 2 Pty Ltd	Dilution from the institutional placement of 17,777,778 fully paid ordinary shares		55,714,555	55,714,555
17/03/2022	Crathre Pty Ltd	Dilution from the institutional placement of 17,777,778 fully paid ordinary shares purchase		871,852	871,852
17/03/2022	P & M Dwyer Pty Ltd ATF P & M Dwyer Superannuation Fund	Dilution from the institutional placement of 17,777,778 fully paid ordinary shares		588,445	588,445

## Annexure B

Form 604 - McHalem No 2 Pty Ltd ACN 651 492 643 ATF Paul Dwyer Family Trust, Paul Robert Dwyer, Melissa Jane Dwyer, P & M Dwyer Pty Ltd ACN 124 100 974 ATF P & M Dwyer Superannuation Fund, Crathre Pty Ltd ACN 151 315 892

Date of change - 16/03/2022

## 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
				Fully paid ordinary shares	Fully paid ordinary shares
McHalem No 2 Pty Ltd	McHalem No 2 Pty Ltd	McHalem No 2 Pty Ltd	Holder of the shares	55,714,555	55,714,555
Paul Dwyer	McHalem No 2 Pty Ltd	McHalem No 2 Pty Ltd	Relevant interest pursuant to section 608(2)(a) of the Corporations Act	55,714,555	55,714,555
Melissa Dwyer	McHalem No 2 Pty Ltd	McHalem No 2 Pty Ltd	Relevant interest pursuant to section 608(2)(a) of the Corporations Act	55,714,555	55,714,555
P & M Dwyer Pty Ltd ATF P & M Dwyer Superannuation Fund	P & M Dwyer Pty Ltd ATF P & M Dwyer Superannuation Fund	P & M Dwyer Pty Ltd ATF P & M Dwyer Superannuation Fund	Holder of the shares	588,445	588,445
Paul Dwyer	P & M Dwyer Pty Ltd ATF P & M Dwyer Superannuation Fund	P & M Dwyer Pty Ltd ATF P & M Dwyer Superannuation Fund	Relevant interest pursuant to section 608 (3)(a) of the Corporations Act	588,445	588,445
Crathre Pty Ltd	Crathre Pty Ltd	Crathre Pty Ltd	Holder of the shares	871,852	871,852
Paul Dwyer	Crathre Pty Ltd	Crathre Pty Ltd	Relevant interest pursuant to section 608 (2)(a) of the Corporations Act	871,852	871,852
Melissa Dwyer	Crathre Pty Ltd	Crathre Pty Ltd	Relevant interest pursuant to section 608 (2)(a) of the Corporations Act	871,852	871,852