

PRE-QUOTATION DISCLOSURE

The following information is required to be provided to ASX Limited (**ASX**) for release to the market in connection with the official quotation, on a normal settlement basis, of the fully paid ordinary shares (**Shares**) in PSC Insurance Group Limited (ACN 147 812 164) (**PSC** or the **Company**).

Capitalised terms which have not been otherwise defined in this document have the meaning given to them in the prospectus lodged by PSC with the Australian Securities and Investments Commission on 5 November 2015 (**Prospectus**).

1. DISTRIBUTION SCHEDULE (Condition 2.2.1)

The distribution schedule of the numbers of holders in each class of Shares to be quoted is set out in **Annexure A**.

2. STATEMENT OF 20 LARGEST SHAREHOLDERS (Condition 2.2.2)

The statement setting out the names of the 20 largest holders of each class of Shares to be quoted, including the number and percentage of each class of Shares held by those holders is set out in **Annexure B**.

3. ROLL-UP ACQUISITIONS - CONFIRMATION OF COMPLETION (Condition 2.2.11)

The Company confirms that the roll-up acquisitions pursuant to the Roll-up Acquisition Agreements as described in the Prospectus completed on 8 December 2015 and the Company confirms that 39,276,063 ordinary shares were issued on 8 December 2015 pursuant to the Roll-up Acquisition Agreements.

The Company also confirms that the transactions contemplated by the Roll-up Option Cancellation Deeds and Roll-up Option Agreements have completed. The roll-up option holders were issued options in the Company under the Roll-up Option Agreements and exercised those options on 10 December 2010 and the Company confirms that 1,144,478 ordinary shares were issued to the roll-up option holders on 10 December 2015.

4. VOLUNTARY ESCROW (Condition 2.2.12)

A statement setting out the number of shares subject to voluntary escrow and the escrow period applied to those shares is set out in **Annexure C**.

**ANNEXURE A
DISTRIBUTION SCHEDULE**

**INVESTOR RANGES
THURSDAY 10 DECEMBER 2015**

| Number of Shares | Number of Holders |
|-------------------------|--------------------------|
| 1 - 1,000 | 2 |
| 1,001 - 5,000 | 171 |
| 5,001 - 10,000 | 193 |
| 10,001 - 100,000 | 304 |
| 100,001 and over | 58 |
| Total | 728 |

ANNEXURE B
STATEMENT OF 20 LARGEST SECURITY HOLDERS
THURSDAY 10 DECEMBER 2015

| Rank | Shareholder | Shares held | % issued share capital |
|-------------|---|--------------------|-------------------------------|
| 1 | MRS MELISSA DWYER | 69,406,294 | 30.84% |
| 2 | AUSTIN SUPERANNUATION PTY LTD | 34,930,032 | 15.52% |
| 3 | GLENDALE DWYER PTY LTD | 34,800,522 | 15.47% |
| 4 | LOCUST FUND PTY LTD | 8,013,078 | 3.56% |
| 5 | UBS NOMINEES PTY LTD | 6,140,000 | 2.73% |
| 6 | HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED | 5,494,001 | 2.44% |
| 7 | MR MICHAEL DAVID GUNNION MRS DEBRA LEE GUNNION | 5,178,403 | 2.30% |
| 8 | NATIONAL NOMINEES LIMITED | 5,156,683 | 2.29% |
| 9 | WALKER INSURANCE & FINANCIAL SERVICES PTY LTD | 4,451,168 | 1.98% |
| 10 | UYB.COM PTY LTD | 3,117,479 | 1.39% |
| 11 | MR NOEL CHRISTOPHER LENIHAN | 2,901,140 | 1.29% |
| 12 | RBC INVESTOR SERVICES AUSTRALIA PTY LIMITED | 2,500,000 | 1.11% |
| 13 | NAMARONG INVESTMENTS PTY LTD | 2,000,000 | 0.89% |
| 14 | HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED | 1,983,471 | 0.88% |
| 15 | RABBIT ROO TAS PTY LTD | 1,855,121 | 0.82% |
| 16 | BNP PARIBAS NOMS PTY LTD | 1,684,173 | 0.75% |
| 17 | MR MARK JESSON | 1,572,491 | 0.70% |
| 18 | MR DAVID PRATT | 1,572,489 | 0.70% |
| 19 | J P MORGAN NOMINEES AUSTRALIA LIMITED | 1,558,716 | 0.69% |
| 20 | SILVERVALE PASTORAL CO PTY LTD | 1,529,769 | 0.68% |

ANNEXURE C
VOLUNTARY ESCROW

| SHAREHOLDER | NUMBER OF RESTRICTED SHARES | RESTRICTION PERIOD |
|-------------------------------|------------------------------------|--|
| Mrs Melissa Dwyer | 34,703,147 | 24 months from the date that PSC is admitted to the Official List of the ASX |
| Glendale Dwyer Pty Ltd | 17,400,261 | 24 months from the date that PSC is admitted to the Official List of the ASX |
| Austin Superannuation Pty Ltd | 17,465,016 | 24 months from the date that PSC is admitted to the Official List of the ASX |

| ROLL-UP SHAREHOLDER | NUMBER OF RESTRICTED SHARES | RESTRICTION PERIOD |
|--|------------------------------------|--|
| Silverbale Pastoral Co Pty Ltd | 764,884 | 24 months from the date that PSC is admitted to the Official List of the ASX |
| Ms Tracey McLaren | 526,645 | 24 months from the date that PSC is admitted to the Official List of the ASX |
| Ms Caitlin Maree Gardiner | 410,932 | 24 months from the date that PSC is admitted to the Official List of the ASX |
| Mr Michael David & Mrs Debra Lee Gunnion | 2,589,201 | 24 months from the date that PSC is admitted to the Official List of the ASX |
| Faith Walker Pty Ltd | 481,097 | 24 months from the date that PSC is admitted to the Official List of the ASX |
| UYB.COM Pty Ltd | 1,558,739 | 24 months from the date that PSC is admitted to the Official List of the ASX |
| Lisa Holdings Pty Ltd | 455,524 | 24 months from the date that PSC is admitted to the Official List of the ASX |
| Bands SA Pty Ltd | 455,524 | 24 months from the date that PSC is admitted to the Official List of the ASX |
| Rabbit Roo Tas Pty Ltd | 927,560 | 24 months from the date that PSC is admitted to the Official List of the ASX |
| Mr Craig James Shand | 131,702 | 24 months from the date that PSC is admitted to the Official List of the ASX |
| Tonzcorp Pty Ltd | 211,752 | 24 months from the date that PSC is admitted to the Official List of the ASX |
| Swivet Pty Ltd | 176,737 | 24 months from the date that PSC is admitted to the Official List of the ASX |
| Locust Fund Pty Ltd | 4,006,539 | 24 months from the date that PSC is admitted to the Official List of the ASX |
| Mr Andrew Jason Clarke | 238,239 | 24 months from the date that PSC is admitted to the Official List of the ASX |

| | | |
|---|-----------|--|
| Walker Insurance & Financial Services Pty Ltd | 2,225,584 | 24 months from the date that PSC is admitted to the Official List of the ASX |
| Mr Noel Christopher Lenihan | 1,450,570 | 24 months from the date that PSC is admitted to the Official List of the ASX |
| Mr Ian Hamilton | 218,390 | 24 months from the date that PSC is admitted to the Official List of the ASX |
| Mr David Pratt | 786,244 | 24 months from the date that PSC is admitted to the Official List of the ASX |
| Sippchoice Trustees Limited | 225,045 | 24 months from the date that PSC is admitted to the Official List of the ASX |
| Mr Mark Jesson | 786,245 | 24 months from the date that PSC is admitted to the Official List of the ASX |
| Sippchoice Trustees Limited | 225,045 | 24 months from the date that PSC is admitted to the Official List of the ASX |
| Mr David Martin | 354,119 | 24 months from the date that PSC is admitted to the Official List of the ASX |
| Sippchoice Trustees Limited | 101,358 | 24 months from the date that PSC is admitted to the Official List of the ASX |
| Mr Mark Edmonds | 28,329 | 24 months from the date that PSC is admitted to the Official List of the ASX |
| Sippchoice Trustees Limited | 302,020 | 24 months from the date that PSC is admitted to the Official List of the ASX |

| SHARES ISSUED TO ROLL-UP OPTIONHOLDERS | NUMBER OF RESTRICTED SHARES | RESTRICTION PERIOD |
|--|------------------------------------|--|
| Meghan Emma McClelland | 61,267 | 24 months from the date that PSC is admitted to the Official List of the ASX |
| Bacn Nominees Pty Ltd As Trustee For The Nitchov Family Trust | 327,171 | 24 months from the date that PSC is admitted to the Official List of the ASX |
| Bayside Inspirations Pty. Ltd. As Trustee For The Shane Upton Family Trust | 183,802 | 24 months from the date that PSC is admitted to the Official List of the ASX |