

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme The Agency Group Australia Ltd (Company)

ACN/ARSN 118 913 232

1. Details of substantial holder (1)

Name Magnolia Equities III Pty Limited on its own behalf and on behalf of each other substantial shareholder as set out in Annexure 1

ACN/ARSN (if applicable) As set out in Annexure 1

There was a change in the interests of the substantial holder on 28/1/2021

The previous notice was given to the company on 17/12/2020

The previous notice was dated 17/12/2020

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 Shares	49,763,017	16.65%	49,763,017	11.61%

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

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
As set out in Annexure 1					

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
Nil	

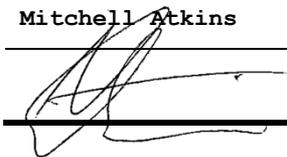
6. Addresses

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

Name	Address
As set out in Annexure 1	C/- Magnolia Capital Group, Shop 2, 80 Terrigal Esplanade, Terrigal NSW 2260

Signature

print name **Mitchell Atkins** capacity **Beneficial Owner**

sign here  date **15/02/2021**

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

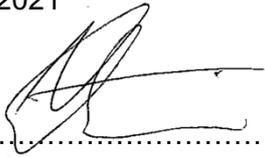
- (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

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 1

This is the annexure of 3 pages marked "Annexure 1" mentioned in the Form 604 signed by me and dated 15 February 2021



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 Mitchell Atkins
 Director
 Magnolia Equities III Pty Limited

1. Registered Holder of all shares – relevant interest under s.608(1)(a)

Magnolia Equities III Pty Limited ACN 634 968 657

2. Persons who control registered holder – relevant interest under s.608(3)(b)

Magnolia Direct Investments Pty Limited ACN 633 290 767
 Magnolia Capital Group Pty Limited ACN 632 528 762
 MC Investments (Aus) Pty Limited ACN 610 379 167
 Camilla Overgaard
 Mitchell Atkins

3. Persons whose associates include one or more person specified in para 2 – relevant interest under s.608(3)(a)

Each company whose ultimate shareholders and controllers are either or both of Mitchell Atkins and Camilla Overgaard. As at the date of this notice these companies include the following:

Name	CAN
1. MC SUPERFUND AUSTRALIA PTY LTD	615 498 872
2. MAGNOLIA FINANCIAL PTY LTD	619 123 447
3. MC CONSULTING (AUS) PTY LTD	610 378 044
4. MAGNOLIA CAPITAL HOLDINGS PTY LTD	621 549 755
5. MAGNOLIA CAPITAL GROUP PTY LTD	632 528 762
6. #1 PTY LTD	630 483 386
7. #2 PTY LTD	635 725 469
8. #8 PTY LTD	630 492 090
9. MAGNOLIA PROPERTY GROUP HOLDINGS PTY LTD	637 317 876
10. ADDY PTY LTD	615 175 178
11. MAGNOLIA ADVISORY PTY LTD	630 947 698
12. MAGNOLIA WEALTH PTY LTD	640 838 142
13. LEASED HOLDINGS PTY LTD	634 395 958
14. MAGNOLIA EQUITIES PTY LTD	633 562 259
15. MAGNOLIA EQUITIES II PTY LTD	634 889 197
16. MAGNOLIA EQUITIES III PTY LTD	634 968 657
17. MAGNOLIA EQUITIES IV PTY LTD	634 969 387
18. MAGNOLIA EQUITIES V PTY LTD	635 001 893
19. MAGNOLIA EQUITIES VI PTY LTD	635 004 483
20. MAGNOLIA EQUITIES VII PTY LTD	638 491 148
21. MAGNOLIA EQUITIES VIII PTY LTD	639 632 821
22. MAGNOLIA CREDIT PTY LTD	636 936 920
23. LEASED PROPERTY RENTALS PTY LTD	618 121 510
24. MAGNOLIA CREDIT HOLDINGS PTY LTD	638 507 678
25. MAGNOLIA CREDIT FUNDING PTY LTD	638 869 324
26. LEASED PTY LTD	618 121 529
27. MAGNOLIA DEBT WAREHOUSE NO. 1 PTY LTD	631 865 837
28. MAGNOLIA DEBT WAREHOUSE NO. 2 PTY LTD	638 509 127
29. MAGNOLIA DEBT WAREHOUSE NO. 3 PTY LTD	638 508 577

30.	MAGNOLIA DEBT WAREHOUSE NO. 4 PTY LTD	638 510 326
31.	MAGNOLIA CUSTODIANS PTY LTD	638 156 420
32.	MAGNOLIA SECURITY HOLDINGS PTY LTD	636 692 576
33.	LOGANHOLME GYM HOLDINGS PTY LTD	637 152 615
34.	THE AGENCY COASTAL PTY LTD	637 681 620
35.	MAGNOLIA PROJECT MANAGEMENT PTY LTD	630 379 716
36.	MAGNOLIA DEBT FACILITY 1 PTY LTD	632 175 181
37.	AM 007 PTY LTD	633 672 045
38.	AM 01 PTY LTD	633 502 191
39.	MC II PTY LTD	625 920 149
40.	MAGNOLIA CAPITAL PTY LIMITED	606 767 364
41.	AE PROPERTIES PTY LTD	629 253 229
42.	MC SOF II PTY LTD	621 848 806
43.	MC SOF XI PTY LTD	632 506 597
44.	MC SOF XII PTY LTD	626 695 136
45.	MC SOF XVIII PTY LTD	628 618 084
46.	MC SOF XXVII PTY LTD	629 065 096
47.	MC SOF XXXV PTY LTD	628 979 448
48.	MC SOF 58 PTY LTD	637 681 237
49.	MC XXIV PTY LTD	626 039 085
50.	MC 27 PTY LTD	633 675 135
51.	MC XXIII PTY LTD	625 839 321
52.	MC INVESTMENTS (AUS) PTY LTD	610 379 167
53.	SOUTHERN EASTERN CAPITAL PTY LTD	623 024 779
54.	MAGNOLIA INVESTMENT MANAGEMENT PTY LTD	636 204 389
55.	MAGNOLIA DIRECT INVESTMENTS PTY LTD	633 290 767
56.	MAGNOLIA ASSET HOLDINGS PTY LTD	631 400 961
57.	MAGNOLIA ASSET MANAGEMENT PTY LTD	628 498 091
58.	AURANOLIA LENDING PTY LTD	633 423 711
59.	KINCUMBER STORAGE HOLDINGS PTY LTD	630 410 061
60.	JEAN STREET HOLDINGS PTY LTD	631 401 860
61.	MAGNOLIA ADMINISTRATION PTY LTD	630 410 070
62.	FIRST MORTGAGE LENDING 32 PTY LTD	636 787 801
63.	LOGANHOLME GYM PTY LTD	634 261 939
64.	FERNWOOD LOGANHOLME ASSET HOLDINGS PTY LTD	637 153 274
65.	MAGNOLIA LOAN MANAGEMENT PTY LTD	639 276 074
66.	MAGNOLIA PRIVATE CAPITAL PTY LTD	633 263 171
67.	MAGNOLIA LENDING PTY LTD	628 617 416
68.	MAGNOLIA FUNDING PTY LTD	630 122 771
69.	SEC 22 PTY LTD	624 414 777
70.	MA SOF 32 PTY LTD	634 371 421
71.	MA SOF 33 PTY LTD	634 448 614
72.	MA SOF 35 PTY LTD	634 679 691
73.	MA SOF 36 PTY LTD	634 741 692
74.	MA SOF 37 PTY LTD	635 525 638
75.	MA SOF 38 PTY LTD	635 525 405
76.	MA SOF 42 PTY LTD	635 698 529
77.	MA SOF 44 PTY LTD	635 902 206
78.	MA SOF 45 PTY LTD	636 503 887
79.	MA SOF 48 PTY LTD	636 692 585
80.	MA SOF 49 PTY LTD	636 693 617
81.	MA SOF 51 PTY LTD	637 253 206
82.	MA SOF 52 PTY LTD	637 255 853
83.	MA SOF 53 PTY LTD	637 383 030
84.	MA SOF 54 PTY LTD	637 383 138
85.	MA SOF 55 PTY LTD	637 382 640
86.	MA SOF 56 PTY LTD	637 382 926
87.	MA SOF 57 PTY LTD	637 680 687
88.	MA SOF 59 PTY LTD	637 610 345

89.	MA SOF 60 PTY LTD	637 681 513
90.	MA SOF 61 PTY LTD	637 681 719
91.	MA SOF 62 PTY LTD	637 682 029
92.	MA SOF 63 PTY LTD	637 682 270
93.	MA 23 PTY LTD	630 123 410
94.	MA 24 PTY LTD	630 261 399
95.	MA 26 PTY LTD	630 380 059
96.	MA 29 PTY LTD	630 976 297
97.	MA 30 PTY LTD	630 976 304
98.	MA 31 PTY LTD	630 978 031
99.	MA 32 PTY LTD	631 400 952
100.	MA 33 PTY LTD	631 504 464
101.	MA 34 PTY LTD	631 635 820
102.	MA 35 PTY LTD	631 635 839
103.	MA 36 PTY LTD	631 676 054
104.	MA 37 PTY LTD	631 676 081
105.	MA 38 PTY LTD	631 679 831
106.	MA 39 PTY LTD	631 734 926
107.	MA 40 PTY LTD	631 735 192
108.	MA 41 PTY LTD	631 796 533
109.	MA 42 PTY LTD	631 796 882
110.	MA 43 PTY LTD	632 164 857
111.	MA 44 PTY LTD	632 342 842
112.	MA 45 PTY LTD	632 375 216
113.	MA 46 PTY LTD	632 738 848
114.	MA 47 PTY LTD	634 180 313
115.	MCL 100 PTY LTD	638 952 020
116.	MCL 101 PTY LTD	638 965 474
117.	MCL 102 PTY LTD	638 966 800
118.	MCL 103 PTY LTD	638 965 867
119.	MCL 104 PTY LTD	638 966 971
120.	MCL 105 PTY LTD	638 967 218
121.	MCL 106 PTY LTD	639 179 427
122.	MCL 107 PTY LTD	639 179 687
123.	MCL 108 PTY LTD	639 683 757
124.	MCL 109 PTY LTD	639 684 101
125.	MCL 110 PTY LTD	639 684 469
126.	MCL 111 PTY LTD	639 685 117
127.	MCL 112 PTY LTD	643 595 895
128.	MCL 113 PTY LTD	643 596 052
129.	MCL 114 PTY LTD	643 596 730
130.	MAGNOLIA MORTGAGES PTY LTD	637 305 241
131.	MAGNOLIA PROJECT MARKETING PTY LTD	644 810 855
132.	MST 100 PTY LTD	642 340 896
133.	MPG 100 PTY LTD	643 203 169
134.	MCA 100 PTY LTD	638 989 303
135.	MCS 100 PTY LTD	639 179 829
136.	MCS 101 PTY LTD	639 978 840
137.	MCS 102 PTY LTD	639 979 534
138.	MCS 103 PTY LTD	639 979 749
139.	MCS 104 PTY LTD	643 449 227
140.	MCS 105 PTY LTD	646 197 033
141.	DENAU PTY LTD	625 905 633
142.	ONLINE FUNDING GROUP PTY LTD	633 290 927