

# 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 07/05/2021

The previous notice was given to the company on 16/02/2021

The previous notice was dated 15/02/2021

### 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 Shares</b>	<b>49,763,017</b>	<b>11.61%</b>	<b>44,681,469</b>	<b>10.43%</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
06/05/2021	Magnolia Equities III Pty Limited	On market sale	\$19,550.00	325,000	325,000
07/05/2021	Magnolia Equities III Pty Limited	On market sale	\$234,823.36	4,542,038	4,542,038

### 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	

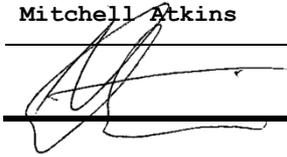
### 6. Addresses

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

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

### Signature

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

sign here  date **10/05/2021**

### 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

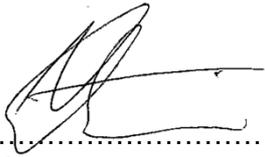
- (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

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 10 May 2021



.....  
 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:

<b>Name</b>	<b>ACN</b>
1. THE AGENCY COASTAL PTY LTD	637 681 620
2. MC SUPERFUND AUSTRALIA PTY LTD	615 498 872
3. MAGNOLIA FINANCIAL PTY LTD	619 123 447
4. MC CONSULTING (AUS) PTY LTD	610 378 044
5. MAGNOLIA CAPITAL HOLDINGS PTY LTD	621 549 755
6. MAGNOLIA CAPITAL GROUP PTY LTD	632 528 762
7. #1 PTY LTD	630 483 386
8. #2 PTY LTD	635 725 469
9. #8 PTY LTD	630 492 090
10. MAGNOLIA PROPERTY GROUP HOLDINGS PTY LTD	637 317 876
11. MAGNOLIA WEALTH PTY LTD	640 838 142
12. LEASED HOLDINGS PTY LTD	634 395 958
13. MAGNOLIA EQUITIES PTY LTD	633 562 259
14. MAGNOLIA EQUITIES II PTY LTD	634 889 197
15. MAGNOLIA EQUITIES III PTY LTD	634 968 657
16. MAGNOLIA EQUITIES IV PTY LTD	634 969 387
17. MAGNOLIA EQUITIES V PTY LTD	635 001 893
18. MAGNOLIA EQUITIES VI PTY LTD	635 004 483
19. MAGNOLIA EQUITIES VII PTY LTD	638 491 148
20. MAGNOLIA EQUITIES VIII PTY LTD	639 632 821
21. MAGNOLIA CREDIT PTY LTD	636 936 920
22. LEASED PROPERTY RENTALS PTY LTD	618 121 510
23. MAGNOLIA CREDIT HOLDINGS PTY LTD	638 507 678
24. MAGNOLIA CREDIT FUNDING PTY LTD	638 869 324
25. LEASED PTY LTD	618 121 529
26. MAGNOLIA DEBT WAREHOUSE NO. 1 PTY LTD	631 865 837
27. MAGNOLIA DEBT WAREHOUSE NO. 2 PTY LTD	638 509 127
28. MAGNOLIA DEBT WAREHOUSE NO. 3 PTY LTD	638 508 577
29. MAGNOLIA DEBT WAREHOUSE NO. 4 PTY LTD	638 510 326

30.	MAGNOLIA CUSTODIANS PTY LTD	638 156 420
31.	MAGNOLIA SECURITY HOLDINGS PTY LTD	636 692 576
32.	LOGANHOLME GYM HOLDINGS PTY LTD	637 152 615
33.	THE AGENCY COASTAL PTY LTD	637 681 620
34.	MAGNOLIA PROJECT MANAGEMENT PTY LTD	630 379 716
35.	MAGNOLIA DEBT FACILITY 1 PTY LTD	632 175 181
36.	AM 007 PTY LTD	633 672 045
37.	AM 01 PTY LTD	633 502 191
38.	MC II PTY LTD	625 920 149
39.	MAGNOLIA CAPITAL PTY LIMITED	606 767 364
40.	AE PROPERTIES PTY LTD	629 253 229
41.	MC SOF II PTY LTD	621 848 806
42.	MC SOF XI PTY LTD	632 506 597
43.	MC SOF XII PTY LTD	626 695 136
44.	MC SOF XVIII PTY LTD	628 618 084
45.	MC SOF XXVII PTY LTD	629 065 096
46.	MC SOF XXXV PTY LTD	628 979 448
47.	MC SOF 58 PTY LTD	637 681 237
48.	MC XXIV PTY LTD	626 039 085
49.	MC 27 PTY LTD	633 675 135
50.	MC XXIII PTY LTD	625 839 321
51.	MC INVESTMENTS (AUS) PTY LTD	610 379 167
52.	SOUTHERN EASTERN CAPITAL PTY LTD	623 024 779
53.	MAGNOLIA INVESTMENT MANAGEMENT PTY LTD	636 204 389
54.	MAGNOLIA DIRECT INVESTMENTS PTY LTD	633 290 767
55.	MAGNOLIA ASSET HOLDINGS PTY LTD	631 400 961
56.	MAGNOLIA ASSET MANAGEMENT PTY LTD	628 498 091
57.	AURANOLIA LENDING PTY LTD	633 423 711
58.	KINCUMBER STORAGE HOLDINGS PTY LTD	630 410 061
59.	JEAN STREET HOLDINGS PTY LTD	631 401 860
60.	MAGNOLIA ADMINISTRATION PTY LTD	630 410 070
61.	FIRST MORTGAGE LENDING 32 PTY LTD	636 787 801
62.	LOGANHOLME GYM PTY LTD	634 261 939
63.	FERNWOOD LOGANHOLME ASSET HOLDINGS PTY LTD	637 153 274
64.	MAGNOLIA LOAN MANAGEMENT PTY LTD	639 276 074
65.	MAGNOLIA PRIVATE CAPITAL PTY LTD	633 263 171
66.	MAGNOLIA LENDING PTY LTD	628 617 416
67.	MAGNOLIA FUNDING PTY LTD	630 122 771
68.	SEC 22 PTY LTD	624 414 777
69.	MA SOF 32 PTY LTD	634 371 421
70.	MA SOF 33 PTY LTD	634 448 614
71.	MA SOF 35 PTY LTD	634 679 691
72.	MA SOF 36 PTY LTD	634 741 692
73.	MA SOF 37 PTY LTD	635 525 638
74.	MA SOF 38 PTY LTD	635 525 405
75.	MA SOF 42 PTY LTD	635 698 529
76.	MA SOF 44 PTY LTD	635 902 206
77.	MA SOF 45 PTY LTD	636 503 887
78.	MA SOF 48 PTY LTD	636 692 585
79.	MA SOF 49 PTY LTD	636 693 617
80.	MA SOF 51 PTY LTD	637 253 206
81.	MA SOF 52 PTY LTD	637 255 853
82.	MA SOF 53 PTY LTD	637 383 030
83.	MA SOF 54 PTY LTD	637 383 138
84.	MA SOF 55 PTY LTD	637 382 640
85.	MA SOF 56 PTY LTD	637 382 926
86.	MA SOF 57 PTY LTD	637 680 687
87.	MA SOF 59 PTY LTD	637 610 345
88.	MA SOF 60 PTY LTD	637 681 513

89.	MA SOF 61 PTY LTD	637 681 719
90.	MA SOF 62 PTY LTD	637 682 029
91.	MA SOF 63 PTY LTD	637 682 270
92.	MA 23 PTY LTD	630 123 410
93.	MA 24 PTY LTD	630 261 399
94.	MA 26 PTY LTD	630 380 059
95.	MA 29 PTY LTD	630 976 297
96.	MA 30 PTY LTD	630 976 304
97.	MA 31 PTY LTD	630 978 031
98.	MA 32 PTY LTD	631 400 952
99.	MA 33 PTY LTD	631 504 464
100.	MA 34 PTY LTD	631 635 820
101.	MA 35 PTY LTD	631 635 839
102.	MA 36 PTY LTD	631 676 054
103.	MA 37 PTY LTD	631 676 081
104.	MA 38 PTY LTD	631 679 831
105.	MA 39 PTY LTD	631 734 926
106.	MA 40 PTY LTD	631 735 192
107.	MA 41 PTY LTD	631 796 533
108.	MA 42 PTY LTD	631 796 882
109.	MA 43 PTY LTD	632 164 857
110.	MA 44 PTY LTD	632 342 842
111.	MA 45 PTY LTD	632 375 216
112.	MA 46 PTY LTD	632 738 848
113.	MA 47 PTY LTD	634 180 313
114.	MCL 100 PTY LTD	638 952 020
115.	MCL 101 PTY LTD	638 965 474
116.	MCL 102 PTY LTD	638 966 800
117.	MCL 103 PTY LTD	638 965 867
118.	MCL 104 PTY LTD	638 966 971
119.	MCL 105 PTY LTD	638 967 218
120.	MCL 106 PTY LTD	639 179 427
121.	MCL 107 PTY LTD	639 179 687
122.	MCL 108 PTY LTD	639 683 757
123.	MCL 109 PTY LTD	639 684 101
124.	MCL 110 PTY LTD	639 684 469
125.	MCL 111 PTY LTD	639 685 117
126.	MCL 112 PTY LTD	643 595 895
127.	MCL 113 PTY LTD	643 596 052
128.	MCL 114 PTY LTD	643 596 730
129.	MCL 115 PTY LTD	646 813 327
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.	MCS 106 PTY LTD	646 748 987
142.	MCS 107 PTY LTD	646 749 073
143.	DENAU PTY LTD	625 905 633
144.	ONLINE FUNDING GROUP PTY LTD	633 290 927