

Magnolia Capital Group Pty Limited  
Governor Phillip Tower  
Level 36, 1 Farrer Place  
Sydney NSW 2000 Australia

ABN 81 632 528 762

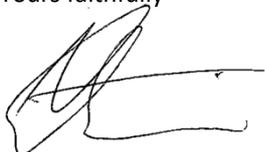
Company Announcements Platform  
Australian Securities Exchange Limited  
20 Bridge Street  
SYDNEY NSW 2000

8 October 2019

**Re: Magnolia Capital - Notice of change of interests of substantial holder**

In accordance with section 671B of the Corporations Act 2001 (Cth), we attach a Notice of change of interests of Substantial Holder (Form 604) in respect of The Agency Group Australia Limited (ASX:AU1).

Yours faithfully



**Mitchell Atkins**  
Director

## 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 Mitchell Atkins, Magnolia Equities III Pty Ltd (ACN 634 968 657), Magnolia Equities IV Pty Ltd (ACN 634 969 387), Magnolia Equities V Pty Ltd (ACN 634 001 893), Magnolia Equities VI Pty Ltd (ACN 635 004 483) and Magnolia Equities Pty Ltd (ACN 633 562 259)

ACN/ARSN (if applicable) As above

There was a change in the interests of the substantial holder on 2/10/19

The previous notice was given to the company on 7/8/19

The previous notice was dated 6/8/19

#### 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         | 9,230,770       | 7.65%            | 51,562,465     | 17.38%           |

#### 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 |
|----------------|--|----------------------|---|---|-------------------------|
|                | See 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 |
|-----------------------------|---------------------------------|--|---------------------------------|--------------------------------|----------------|
|                             | See 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                           |
|---|---|
| Magnolia Equities Pty Ltd (ACN 633 562 259) | Entity ultimately controlled by Mitchell Atkins |

## 6. Addresses

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

| Name  | Address   |
|---|---|
| Mitchell Atkins, Magnolia Equities III Pty Ltd (ACN 634 968 657), Magnolia Equities IV Pty Ltd (ACN 634 969 387), Magnolia Equities V Pty Ltd (ACN 634 001 893), Magnolia Equities VI Pty Ltd (ACN 635 004 483) and Magnolia Equities Pty Ltd (ACN 633 562 259) | C/- BHB Accountants, Level 1, Suite 2, 64 Terrigal Esplanade, Terrigal NSW 2260 |

## Signature

print name **Mitchell Atkins** capacity Director

sign here

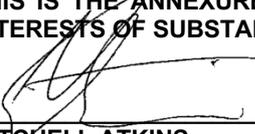


date 8 October 2019

## 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 THE ANNEXURE MARKED "A" OF 1 PAGE REFERRED TO IN FORM 604 "NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL HOLDER" SIGNED BY ME ON 8 OCTOBER 2019**

  
**MITCHELL ATKINS**

| DATE OF CHANGE | PERSON WHOSE RELEVANT INTEREST CHANGED | NATURE OF CHANGE   | CONSIDERATION GIVEN IN RELATION TO CHANGE | CLASS AND NUMBER OF SECURITIES AFFECTED | PERSON'S VOTES AFFECTED |
|----------------|--|--|---|---|-------------------------|
| 2/10/19        | Magnolia Equities III Pty Ltd          | Purchase pursuant to an underwriting agreement with the Company. | \$568,674.69                              | 8,748,826 Ordinary Shares               | 8,748,826               |
| 2/10/19        | Magnolia Equities IV Pty Ltd           | Purchase pursuant to an underwriting agreement with the Company. | \$796,142.56                              | 12,248,347 Ordinary Shares              | 12,248,347              |
| 2/10/19        | Magnolia Equities V Pty Ltd            | Purchase pursuant to an underwriting agreement with the Company. | \$1,023,612.20                            | 15,747,880 Ordinary Shares              | 15,747,880              |
| 2/10/19        | Magnolia Equities VI Pty Ltd           | Purchase pursuant to an underwriting agreement with the Company. | \$341,204.11                              | 5,249,294 Ordinary Shares               | 5,249,294               |
| 4/10/19        | Magnolia Equities Pty Ltd              | Entry into contracts for the purchase of the securities on ASX   | \$13,875.03                               | 213,520 Ordinary Shares                 | 213,520                 |
| 7/10/19        | Magnolia Equities Pty Ltd              | Entry into contracts for the purchase of the securities on ASX   | \$7,924.99                                | 123,828 Ordinary Shares                 | 123,828                 |

**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 | PERSON'S VOTES |
|-------------------------------|--|--|---|--------------------------------|----------------|
| Magnolia Equities III Pty Ltd | Magnolia Equities III Pty Ltd  | Magnolia Equities III Pty Ltd  | Registered Holder                                 | 10,671,903 Ordinary Shares     | 10,671,903     |
| Magnolia Equities IV Pty Ltd  | Magnolia Equities IV Pty Ltd   | Magnolia Equities IV Pty Ltd   | Registered Holder                                 | 14,940,655 Ordinary Shares     | 14,940,655     |
| Magnolia Equities V Pty Ltd   | Magnolia Equities V Pty Ltd  | Magnolia Equities V Pty Ltd  | Registered Holder                                 | 19,209,419 Ordinary Shares     | 19,209,419     |
| Magnolia Equities VI Pty Ltd  | Magnolia Equities VI Pty Ltd   | Magnolia Equities VI Pty Ltd   | Registered Holder                                 | 6,403,140 Ordinary Shares      | 6,403,140      |
| Magnolia Equities Pty Ltd     | Magnolia Equities Pty Ltd  | Magnolia Equities Pty Ltd  | Registered Holder                                 | 337,348 Ordinary Shares        | 337,348        |
| Mitchell Atkins               | Magnolia Equities III Pty Ltd, Magnolia Equities IV Pty Ltd, Magnolia Equities V Pty Ltd, Magnolia Equities VI Pty Ltd and Magnolia Equities Pty Ltd | Magnolia Equities III Pty Ltd, Magnolia Equities IV Pty Ltd, Magnolia Equities V Pty Ltd, Magnolia Equities VI Pty Ltd and Magnolia Equities Pty Ltd | Controller of each Registered Holder listed above | 51,562,465 Ordinary Shares     | 51,562,465     |