

4 September 2019

Netwealth Group Limited
Level 8, 52 Collins Street
Melbourne Vic 3000

Dear Sir

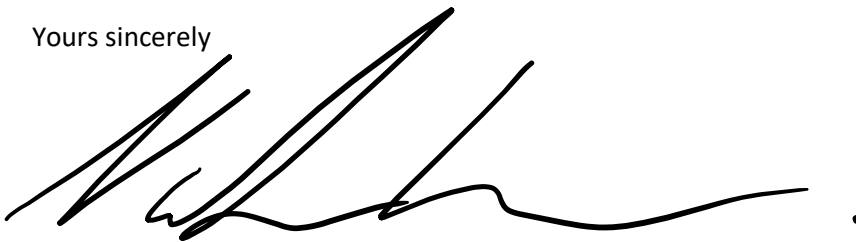
Netwealth Group Limited - Form 604 Notice of change of interests of substantial holder

Please find attached *Form 604 Notice of change of interests of substantial holder* in relation to my holding in Netwealth Group Limited.

In preparing this form, I note that my holding of 13,500 shares in Netwealth Group Limited have been inadvertently omitted from prior lodgements. These shares are owned via a wrap account. I confirm that I have owned these shares since listing, and I have not traded any shares since.

This mistake is an administrative oversight, and I am fully aware of my obligations and responsibilities in relation to informing you of any changes in any relevant interests in Netwealth Group Limited shares.

Yours sincerely

A handwritten signature in black ink, consisting of several fluid, overlapping strokes. The signature is positioned above the printed name 'NICHOLAS HEINE'.

NICHOLAS HEINE

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme

NETWEALTH GROUP LTD

ACN/ARSN

620 145 404

1. Details of substantial holder(1)

Name

NICK HEINE

ACN/ARSN (if applicable)

-

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

2/9/19

The previous notice was given to the company on

4/4/18

The previous notice was dated

4/4/18

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	148047705	62.29%	141001205	59.32%

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
	REFER 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
	REFER 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

6. Addresses

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

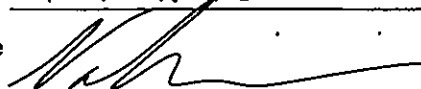
Name	Address
REFER ANNEXURE A	

Signature

print name **NICK HEINE**

capacity **PERSONAL CAPACITY**

sign here



date **4 / 9 / 19**

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 Annexure A of 3 pages referred to in **Form 604 Notice of change of interests of substantial holder** addressed to Netwealth Group Limited

Nick Heine 4 September 2019



ANNEXURE A TO Form 604 Notice of change of interests of substantial holder for Nick Heine

3. Changes in relevant interests

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected
2 Sept 2019	Heine Brothers Pty Ltd	Special Crossing (sell)	\$54,670,000	Ordinary: 7,100,0000
28 Aug 2018	Heine Brothers Pty Ltd	On market buy	\$344,762	Ordinary: 40,000

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
Nick Heine	Netwealth Investments Ltd as trustee of Netwealth Superannuation Master Fund <account Nick Heine >	Netwealth Investments Ltd as trustee of Netwealth Superannuation Master Fund	Has a relevant interest in the shares in the next column held for his account in the Netwealth Superannuation Master Fund by Netwealth Investments Ltd	Ordinary: 33,250
Nick Heine	Netwealth Investments Ltd as custodian of Netwealth Wrap Service <account Nick Heine>	Nick Heine	Has a relevant interest in the shares in the next column held for his account in the Netwealth Wrap Service by Netwealth Investments Ltd	Ordinary: 13,500

Nick Heine	Heine Brothers Pty Ltd as trustee for The MMH Trust	Heine Brothers Pty Ltd as trustee for The MMH Trust	Registered holder of the shares in next column. Nick Heine owns 25% of the shares in Heine Brothers Pty Ltd and therefore has a relevant interest in any securities in which that company has a relevant interest.	Ordinary: 118,804,990
Nick Heine	Netwealth Investments Ltd as custodian of Netwealth Wrap Service <account MMH Investment Holdings Pty Ltd>	Netwealth Investments Ltd as custodian of Netwealth Wrap Service <account MMH Investment Holdings Pty Ltd>	Heine Brothers Pty Ltd is trustee of MMH Investment Trust which owns the shares in MMH Investment Holdings Pty Ltd. Nick Heine owns 25% of the shares in Heine Brothers Pty Ltd and therefore has a relevant interest in any securities in which that company has a relevant interest.	Ordinary: 40,000
Nick Heine	Leslie Max Heine Pty Ltd (ACN 150 211 215) as trustee for The LMH Trust	Leslie Max Heine Pty Ltd (ACN 150 211 215) as trustee for The LMH Trust	Heine Brothers Pty Ltd has entered into an agreement with Leslie Max Heine Pty Ltd, under which it may direct the votes attached to the securities in next column. Nick Heine owns 25% of the shares in Heine Brothers Pty Ltd and therefore has a relevant interest in any securities in which that company has a relevant interest.	Ordinary: 22,109,465

6. Addresses

Name	Address
Nick Heine	c/- Netwealth Group Ltd, Level 8, 52 Collins St, Melbourne Vic 3000
Heine Brothers Pty Ltd	Level 8, 52 Collins St, Melbourne Vic 3000
Leslie Max Heine Pty Ltd	c/- ShineWing Australia Pty Ltd, Level 10, 530 Collins Street, Melbourne Vic 3000