

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme **NETWEALTH GROUP LIMITED**ACN/ARSN **620 145 404****1. Details of substantial holder (1)**Name **NICHOLAS HEINE**

ACN/ARSN (if applicable)

There was a change in the interests of the
substantial holder on24/08/2021

The previous notice was given to the company on

12/02/2021

The previous notice was dated

12/02/2021**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) |
| ORDINARY | 135,501,205 | 55.58% | 129,901,205 | 53.28% |
| | | | | |

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 | | | | |
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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 | | | | |
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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:

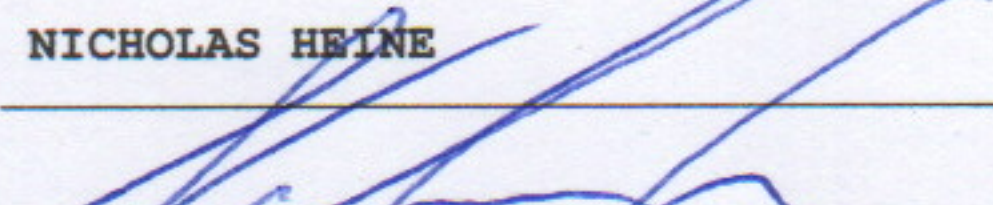
| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| | |
| | |

6. Addresses

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

| Name | Address |
|------------------|---------|
| REFER ANNEXURE A | |
| | |

Signature

print name **NICHOLAS HEINE** capacity **PERSONAL CAPACITY**
 sign here  date **24/08/2021**

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.

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

Nicholas Heine 24 August 2021

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 |
|----------------|--|------------------|---|---|
| 24 August 2021 | Heine Brothers Pty Ltd | Off Market Trade | \$42,280,000 | Ordinary: 2,800,000 |
| 24 August 2021 | Leslie Max Heine Pty Ltd | Off Market Trade | \$42,280,000 | Ordinary: 2,800,000 |
| | | | | |
| | | | | |
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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 |
|-----------------------------|--|--|--|--------------------------------|
| Nicholas Heine | Netwealth Investments Ltd as custodian of Netwealth Superannuation Master Fund <account Nick Heine > | Netwealth Superannuation Services Pty 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 |
| Nicholas 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 | Ordinary: 6,000 |

| | | | | | |
|----------------|--|--|--|--|-----------------------|
| Nicholas Heine | Netwealth Investments Ltd as custodian of Netwealth Wrap Service <account Pickle Boy Pty Ltd as trustee for The Dijon Trust> | Netwealth Investments Ltd as custodian of Netwealth Wrap Service <account Pickle Boy Pty Ltd as trustee for The Dijon Trust> | Netwealth Investments Ltd as custodian of Netwealth Wrap Service <account Pickle Boy Pty Ltd as trustee for The Dijon Trust> | Wrap Service by Netwealth Investments Ltd | Ordinary: 7,500 |
| Nicholas Heine | Heine Brothers Pty Ltd as trustee for The MMH Trust | 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: 112,504,990 |
| Nicholas 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> | 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 |
| Nicholas 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 | 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 | Ordinary: 17,309,465 |

| | | | | | |
|--|--|--|--|---|--|
| | | | | the shares in Heine Brothers Pty Ltd and therefore has a relevant interest in any securities in which that company has a relevant interest. | |
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6. Addresses

| Name | Address | |
|---|---|--|
| Nicholas Heine | c/- ShineWing Australia Pty Ltd, Level 10, 530 Collins Street, Melbourne Vic 3000 | |
| Heine Brothers Pty Ltd | c/- ShineWing Australia Pty Ltd, Level 10, 530 Collins Street, Melbourne Vic 3000 | |
| Netwealth Investments Ltd | Level 6, 180 Flinders Street, Melbourne Vic 3000 | |
| Netwealth Superannuation Services Pty Ltd | Level 6, 180 Flinders Street, Melbourne Vic 3000 | |
| Leslie Max Heine Pty Ltd | c/- ShineWing Australia Pty Ltd, Level 10, 530 Collins Street, Melbourne Vic 3000 | |