

ASX RELEASE

3 July 2014

SFG AUSTRALIA LIMITED
ASX RELEASE
(ASX: SFW)

**SCHEME OF ARRANGEMENT – DISPATCH OF
EXPLANATORY MEMORANDUM**

SFG Australia Limited (**SFGA**) announces that the Explanatory Memorandum for the Scheme of Arrangement under which IOOF Holdings Limited proposes to acquire 100% of the ordinary shares in SFGA has been sent to all SFGA shareholders today. Personalised Proxy and Election forms have been sent to all shareholders with the Explanatory Memorandum. Sample versions of those forms are attached.

A copy of the Explanatory Memorandum is available on the SFGA website in the Shareholder Centre section at www.sfgaustralia.com.au and attached to the ASX announcement dated 27 June 2014.

For further enquiries please contact:

Jodene Jackson
Investor Relations
02 9250 1527
0422 321 558
jodene.jackson@sfgaustralia.com.au

About SFG Australia Limited

SFG Australia is a leading non-aligned client focused financial advice and end-to-end wealth management firm, listed on the Australian Securities Exchange (ASX: SFW).

SFG Australia provides a full range of wealth management services to high net worth and affluent clients, including strategic financial advice, portfolio administration solutions, portfolio construction and management services, insurance (both general and risk) solutions, finance broking, stockbroking, corporate superannuation services, accounting and tax services.



SFG Australia Limited
ABN 81 006 490 259

— 000001 000 SFW
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



Online:

www.investorvote.com.au

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com



By Mail:

Computershare Investor Services Pty Limited
GPO Box 1282 Melbourne
Victoria 8060 Australia

In Person:

At Computershare Investor Services Pty Limited
"Yarra Falls",
452 Johnston Street,
Abbotsford VIC 3067

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For all enquiries call:

(within Australia) 1800 425 578
(outside Australia) +61 1800 425 578

Scheme Meeting - Proxy Form



Vote and view the Explanatory Memorandum online

Go to www.investorvote.com.au or scan the QR Code with your mobile device.
Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



For your vote to be effective it must be received by 11:00am (Sydney time) on Wednesday, 30 July 2014.

How to Vote on the Scheme Resolution

All your shares will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite the Scheme Resolution overleaf. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on the Scheme Resolution your vote will be invalid on the Scheme Resolution.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of shares you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of shares for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of shares for each in Step 1 overleaf.

A proxy need not be an SFG Australia Limited (SFGA) Shareholder.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the shareholder must sign.

Joint Holding: Where the holding is in more than one name, all of the shareholders must sign.

Power of Attorney: Where signing as Attorney, if you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the holding is in the name of a Company, this form must be signed in accordance with the Corporations Act, either by:

· a Sole Director and Sole Company Secretary **OR** a Sole Director (if no Company Secretary exists), **OR**
· two Directors, **OR**
· a Director and Secretary.

Overseas Companies: Where the holding is in the name of an Overseas company (companies incorporated outside Australia) the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.

Deceased Estate: All executors must sign and a certified copy of the Death Certificate and Will **OR** Probate **OR** Letters of Administration must accompany this form.

Attending the Scheme Meeting

Bring this form to assist registration. If a representative of a corporate shareholder or proxy is to attend the Scheme Meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

Samples/000001/000001

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left.
SFGA Shareholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



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I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of SFG Australia Limited hereby appoint

☐ the chairman of the Scheme Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the chairman of the Scheme Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the chairman of the Scheme Meeting, as my/our proxy to act generally at the Scheme Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Scheme Meeting of SFG Australia Limited to be held at the Radisson Blu Hotel, 27 O'Connell Street Sydney NSW 2000 on Friday, 1 August 2014 at 11:00am (Sydney time) and at any adjournment or postponement of that meeting.

STEP 2

Scheme Resolution

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majorities.

"That pursuant to and in accordance with the provisions of section 411 of the Corporations Act, the members approve the arrangement proposed between SFG Australia Limited and the holders of its fully paid ordinary shares, designated the "Scheme", as contained in and more particularly described in the Explanatory Memorandum accompanying the notice convening this meeting (with or without any modifications or conditions approved by the Court to which SFG Australia Limited agrees) and, subject to approval of the Scheme by the Court, the SFGA Board is authorised to implement the Scheme with any such modifications or conditions."

For

Against

Abstain

☐☐☐

The chairman of the Scheme Meeting intends to vote undirected proxies in favour of the Scheme Resolution.

SIGN

Signature of Shareholder(s)

This section must be completed.

Individual or Shareholder 1

Shareholder 2

Shareholder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

/

/



SFG Australia Limited
ABN 81 006 490 259

Return your election:



Online:
www.investorvote.com.au/sfwelection



By Mail:
Computershare Investor Services Pty Limited
GPO Box 1282 Melbourne
Victoria 8060 Australia

└ 000001 000 SFW
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

For all enquiries:

(within Australia) 1800 425 578
(outside Australia) +61 1800 425 578

Scheme Consideration - Election Form

Your form must be received by 5.00pm (Sydney time) on Thursday, 14 August 2014.



Return your Election online

Go to www.investorvote.com.au/sfwelection
Follow the instructions on the secure website to submit your election.

Use this form to Elect the consideration for all your ordinary shares in SFG Australia Limited (SFGA) (SFGA Shares) that will be acquired by IOOF Holdings Limited (IOOF), if the Scheme described in the Explanatory Memorandum with which this form is enclosed is approved. This is an important document and requires your immediate attention. If you are in doubt about how to deal with it, please consult your financial or other professional advisor. If you make no Election, or your Election is invalid, or it is received after the Election Date, you will be deemed to have validly Elected to receive 100% Share Consideration in respect of all of your SFGA Shares. This form can only be used in relation to the shareholding represented by the registration name details which are printed overleaf. Words and expressions used in this form have the same meanings as in the Explanatory Memorandum with which this form is enclosed.

Step 1: Registration Name & Offer Details

Your SFGA Shares are currently registered in the name(s) printed on the front of this Election Form.

If you have recently bought or sold any SFGA Shares, your holding may differ from that shown overleaf. If so, any Election will be deemed to be an Election in respect to ALL of your SFGA Shares.

Step 2: Make an Election

Election Forms must be received by Computershare Investor Services Pty Limited, by no later than 5:00pm (Sydney time) on Thursday, 14 August 2014.

If you wish to Elect the consideration you are to receive for your SFGA Shares, please complete and return this form to the address shown above.

If you make no Election, or your Election is invalid, or it is received after the Election Date, you will be deemed to have Elected to receive 100% Share Consideration.

Any valid Election will be deemed to be an Election in respect of ALL of your SFGA Shares held at the Record Date, even if that number differs to the number of SFGA Shares stated overleaf.

Step 3: Signing Instructions

Individual: Where the holding is in one name, the shareholder must sign.

Joint Holding: Where the holding is in more than one name, all of the shareholders must sign.

Power of Attorney: Where signing as Attorney, if you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the holding is in the name of a Company, this form must be signed in accordance with the Corporations Act, either by:

- a Sole Director and Sole Company Secretary **OR** a Sole Director (if no Company Secretary exists), **OR**
- two Directors, **OR**
- a Director and Secretary.

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Deceased Estate: All executors must sign and a certified copy of the Death Certificate and Will **OR** Probate **OR** Letters of Administration must accompany this form.

Entering contact details is not compulsory, but will assist us if we need to contact you.

GO ONLINE,
or turn over to complete the form →




I 9999999999

I ND

STEP 1**Registration Name & Offer Details**

Registration Name: MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

 For your security keep your SRN/
HIN confidential.

XX

Offer Details: Shareholding as at 30/06/2014:

Any valid Election will be deemed to be an Election in respect of ALL of
your SFGA Shares held at the Record Date, even if that number differs to
the number of SFGA Shares stated above.

STEP 2**Make an Election**

You will be deemed to have Elected to receive Share Consideration in respect of ALL of your SFGA Shares if you fail to return a validly completed form OR if you do not complete, or make an invalid Election below.

1. ☐ **Share Consideration** only; or

2. ☐ **Maximum Cash Consideration**

Which may be entirely cash or a combination of cash and New IOOF Shares depending on the
Elections made by other Scheme Shareholders, as described in section 3.2 (c) of the Explanatory
Memorandum.

Eligible Scheme Shareholders who have nominated an Australian bank account that is currently used by SFGA for the payment of dividends or who nominated such a bank account prior to the Record Date will receive the Maximum Cash Consideration by electronic funds transfer into this bank account. SFGA Shareholders can change or nominate a new Australian bank account in which to receive payment of the Maximum Cash Consideration by advising the SFGA Share Registry via www.investorcentre.com or by calling the SFGA Share Registry on 1300 308 185 (within Australia) or +61 3 9415 4181 (outside Australia) by no later than 5.00pm on the Record Date.

STEP 3**Signature of Shareholder(s)**

This section must be completed.

I/We make the Election set out above and agree to be bound by the terms and conditions of the Scheme as they relate to the making of Elections.

Individual or Shareholder 1

**Sole Director and Sole Company Secretary/
Sole Director (cross out titles as applicable)**

Shareholder 2

Director

Shareholder 3

**Director/Company Secretary
(cross out titles as applicable)**

**Contact
Name**

**Contact
Daytime
Telephone**

Date / /

Privacy Notice

Personal information is collected on this form by Computershare Investor Services Pty Limited ("CIS") for the purpose of maintaining registers of shareholders, facilitating distribution payments and other corporate actions and communications. Your personal information may be disclosed to our related bodies corporate, to external service companies such as print or mail service providers, or as otherwise required or permitted by law. If you would like details of your personal information held by CIS, or you would like to correct information that is inaccurate, incorrect or out of date, please contact CIS. In accordance with the Corporations Act, you may be sent material (including marketing material) approved by SFG Australia Limited in addition to general corporate communications. You may elect not to receive marketing material by contacting CIS. You can contact CIS using the details provided on the front of this form or e-mail privacy@computershare.com.au