

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Steadfast Group Limited

ABN

98 073 659 677

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1 +Class of +securities issued or to be issued Fully paid ordinary shares.

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- | | | |
|---|---|--|
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <p>Approximately 238,095,239 fully paid ordinary shares (“New Shares”) pursuant to a placement to institutional investors (“Placement”) and the accelerated non-renounceable pro rata entitlement offer (“ANREO”). The ANREO comprises an institutional component (“Institutional Entitlement Offer”) and a retail component (“Retail Entitlement Offer”).</p> <p>It is proposed that the following number of New Shares will be issued under the Placement and the ANREO:</p> <ul style="list-style-type: none">• under the Placement: 88,591,744; and• under the ANREO: approximately 167,784,331. <p>However, the exact number of New Shares to be issued pursuant to the ANREO is not known at the date of this Appendix 3B as it remains subject to reconciliation of shareholder entitlements and the effects of rounding.</p> |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | <p>The New Shares will have the same terms as existing fully paid ordinary shares in Steadfast Group Limited (“Steadfast”).</p> |

+ See chapter 19 for defined terms.

<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Yes, the New Shares will rank equally in all respects with existing fully paid ordinary shares in Steadfast.</p> <p>However, the New Shares will not be entitled to the interim dividend announced on 16 February 2015.</p>
<p>5 Issue price or consideration</p>	<p>\$1.26 per New Share</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The net proceeds of the Placement and ANREO will be used by Steadfast to:</p> <ul style="list-style-type: none"> • partly fund the acquisitions by Steadfast of Underwriting Agencies of Australia Pty Ltd (ACN 003 565 302), CHU Underwriting Agencies Pty Limited (ACN 001 580 070) and Corporate Underwriting Agencies Pty Limited (ACN 002 809 298) (together, the Acquisitions) from QBE Insurance Group Limited; • fund the acquisition of the Australian and New Zealand insurance broking business of IC Frith; and • pay for the costs of the acquisitions and the Offer.
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>No</p>

+ See chapter 19 for defined terms.

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6b	The date the security holder resolution under rule 7.1A was passed	Not applicable
6c	Number of +securities issued without security holder approval under rule 7.1	88,591,744 under the Placement.
6d	Number of +securities issued with security holder approval under rule 7.1A	Not applicable
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable
6f	Number of +securities issued under an exception in rule 7.2	Approximately 167,784,33 under the ANREO
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Not applicable
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Please see Annexure 1
7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	<p>The issue date of New Shares under the Placement and Institutional Entitlement Offer is Thursday, 26 February.</p> <p>The issue date of New Shares under the Retail Entitlement Offer is Wednesday, 11 March 2015.</p>
Number		+Class

+ See chapter 19 for defined terms.

8	<p>Number and ⁺class of all ⁺securities quoted on ASX (including the ⁺securities in section 2 if applicable)</p>	<p>After completion of the Placement and ANREO there will be approximately 741,448,231 fully paid ordinary Steadfast shares on issue. This is based on 503,352,992 fully paid ordinary Steadfast shares currently on issue as at the date of this Appendix 3B plus the approximately 238,095,239 New Shares proposed to be issued under the Placement and ANREO, subject to the reconciliation of shareholder entitlements and rounding.</p>	<p>Fully paid ordinary shares</p>
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⁺ See chapter 19 for defined terms.

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	Number	+Class	
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	None	Not applicable
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Steadfast's dividend policy will apply to the New Shares in the same way it applies to existing fully paid ordinary Steadfast shares.	

Part 2 - Pro rata issue

11	Is security holder approval required?	No, shareholder approval is not required to offer New Shares pursuant to the ANREO.	
12	Is the issue renounceable or non-renounceable?	Non-renounceable	
13	Ratio in which the +securities will be offered	1 New Share for every 3 Steadfast shares.	
14	+Class of +securities to which the offer relates	Fully paid ordinary shares.	
15	+Record date to determine entitlements	7.00pm (AEDT) Thursday, 19 February 2015	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No	
17	Policy for deciding entitlements in relation to fractions	Fractional entitlements will be rounded up to the nearest whole number of New Shares.	
18	Names of countries in which the entity has security holders who will not be sent new offer documents	Under the Retail Entitlement Offer, all countries other than Australia and New Zealand.	
	Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	Such shareholders will be sent a letter in relation to the Entitlement Offer for their information only.	

+ See chapter 19 for defined terms.

19 Closing date for receipt of acceptances or renunciations	<p>The closing date for acceptances under the Institutional Entitlement Offer is 3.00pm (AEDT) Tuesday, 17 February 2015.</p> <p>The closing date for acceptances under the Retail Entitlement Offer is 5.00pm (AEDT) Wednesday, 4 March 2015.</p>
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20	Names of any underwriters	J.P. Morgan Australia Limited (“ JP Morgan ”) and Macquarie Capital (Australia) Limited (“ Macquarie Capital ”)
21	Amount of any underwriting fee or commission	JP Morgan and Macquarie Capital will receive an underwriting fee of 1.90% plus a management fee of 0.48% calculated on the gross combined proceeds of the Placement and ANREO (to be shared between them equally).
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable
25	If the issue is contingent on security holders’ approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	<p>No prospectus is being prepared for the ANREO. A Retail Offer Booklet with a personalised entitlement and acceptance form is expected to be lodged with ASX on Wednesday, 18 February 2015 and despatched to eligible shareholders on Monday, 23 February 2015.</p> <p>An investor presentation will also be provided to the ASX and attached to the Retail Offer Booklet.</p>
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable

+ See chapter 19 for defined terms.

- 29 Date rights trading will end (if applicable)
- 30 How do security holders sell their entitlements *in full* through a broker?
- 31 How do security holders sell *part* of their entitlements through a broker and accept for the balance?

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- 32 How do security holders dispose of their entitlements (except by sale through a broker)? Not applicable
- 33 ⁺Issue date The issue date of New Shares under the Placement and Institutional Entitlement Offer is Thursday, 26 February.

The issue date of New Shares under the Retail Entitlement Offer is Wednesday, 11 March 2015.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of ⁺securities
(tick one)
- (a) ⁺Securities described in Part 1
- (b) All other ⁺securities
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders
- 36 If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 A copy of any trust deed for the additional ⁺securities

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought	Not applicable				
39	+Class of +securities for which quotation is sought	Not applicable				
40	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	Not applicable				
41	<p>Reason for request for quotation now</p> <p><small>Example: In the case of restricted securities, end of restriction period</small></p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	Not applicable				
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; padding: 2px;">Number</th> <th style="width: 50%; padding: 2px;">+Class</th> </tr> </thead> <tbody> <tr> <td style="padding: 5px;">Not applicable</td> <td style="padding: 5px;"></td> </tr> </tbody> </table>	Number	+Class	Not applicable	
Number	+Class					
Not applicable						

+ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: 
(Director/Company secretary)

Date: 16.2.15

Print name: Linda Ellis

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+ See chapter 19 for defined terms.

+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	
<p>Add the following:</p> <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	
“A”	

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of "A"	
"B"	0.15 <i>[Note: this value cannot be changed]</i>
Multiply "A" by 0.15	
Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
"C"	
Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1	
<p>"A" x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	
<p>Subtract "C"</p> <p><i>Note: number must be same as shown in Step 3</i></p>	
Total ["A" x 0.15] – "C"	<i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
<p>“A”</p> <p><i>Note: number must be same as shown in Step 1 of Part 1</i></p>	
Step 2: Calculate 10% of “A”	
<p>“D”</p>	<p>0.10</p> <p><i>Note: this value cannot be changed</i></p>
<p>Multiply “A” by 0.10</p>	
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
<p>Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A</p> <p>Notes:</p> <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
<p>“E”</p>	

+ See chapter 19 for defined terms.

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 <i>Note: number must be same as shown in Step 2</i>	
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	
Total ["A" x 0.10] – "E"	<i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.