

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Australian Finance Group Ltd

ACN/ARSN 066 385 822

1. Details of substantial holder (1)

Name Australian Finance Group Ltd

ACN/ARSN (if applicable) 066 385 822

The holder became a substantial holder on 22/05/2015

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary	105,099,961	105,099,961	48.9%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Australian Finance Group Ltd	Restriction on disposal of shares under voluntary escrow arrangements disclosed in Australian Finance Group Ltd's prospectus dated 4 May 2015 gives Australian Finance Group Ltd a technical "relevant interest" in its own shares under section 608(1)(c) of the Corporations Act 2001 (Cth). However, Australian Finance Group Ltd has no right to acquire these shares or to control the voting rights attaching to these shares.	105,099,961 fully paid ordinary securities

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Australian Finance Group Ltd	Those holders listed in Annexure A.	Those holders listed in Annexure A.	105,099,961 fully paid ordinary securities

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Australian Finance Group Ltd	22 May 2015		Non-cash pursuant to a voluntary escrow deeds between Australian Finance Group Ltd and those holders listed in Annexure A, attached as Annexure A.	105,099,961 fully paid ordinary securities

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

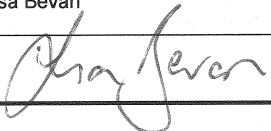
Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

7. Addresses

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

Name	Address
Australian Finance Group Ltd	100 Havelock Street, West Perth, WA 6005
Holders listed in Annexure A	c/o Australian Finance Group Ltd 100 Havelock Street, West Perth, WA 6005

Signature

print name	Lisa Bevan	capacity	Secretary
sign here		date	22/05/2015

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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) Details of the consideration must include any and all benefits, moneys 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.

Australian Finance Group Ltd (ACN 066 385 822)

Annexure A

This is Annexure A of 157 pages referred to in Form 603 – Notice of initial substantial holder.

Signed:

Name: Lisa Bevan

Date: 22 May 2015

Registered holder of shares	Number of ordinary shares
MBM Investments Pty Ltd as trustee for The Brett McKeon Family Trust	21,179,773
MSW Investments Pty Ltd as trustee for The Malcolm Stephen Watkins Family Trust	21,102,689
Oceancity Investments Pty Ltd as trustee for The Matthews Family Trust	16,882,151
Banyard Holdings Pty Ltd as trustee for The B&K McGougan Trust	14,788,765
Macquarie Bank Limited	11,184,907
Karen Jane McGougan as trustee for The B&K McGougan Trust No. 2	5,469,816
TAL Distribution Holdings Limited	4,577,180
Allianz Australia Insurance Limited	4,577,180
Assured Financial Services Pty Ltd	2,000,000
EDI Nominees Pty Ltd as trustee for The Buffalo Creek Superannuation Fund	1,087,500
Gillfamily Pty Ltd as trustee for Gillfamily Superannuation Fund	1,950,000
Anthony Gill	300,000
Total	105,099,961
