

**Form 604
Corporations Act 2001
Section 671B**

Notice of Change of Interests of Substantial Holder

To: **Australian Finance Group Ltd**
ACN/ARSN:

1. Details of substantial holder (s)

Name: FIL Limited and the entities listed in Annexure A ("FIL")
ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on	2 June 2015
The previous notice was given to the company on	26 May 2015
The previous notice was dated	26 May 2015

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 Person's votes	Previous Notice Voting Power (5)	Present Notice Person's votes	Present Notice Voting Power (5)
Common Stock	13,791,652	6.42%	16,304,737	7.59%

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
			AUD \$	Common Stock	Common Stock
2015/5/25	FIL	BUY	1.20	165,177	165,177
2015/5/25	FIL	BUY	1.20	24,615	24,615
2015/5/25	FIL	BUY	1.20	49,699	49,699
2015/5/25	FIL	BUY	1.20	5,353	5,353
2015/5/25	FIL	BUY	1.20	224,941	224,941
2015/5/25	FIL	BUY	1.20	23,790	23,790
2015/5/25	FIL	BUY	1.20	84,843	84,843
2015/5/25	FIL	BUY	1.20	9,593	9,593
2015/5/25	FIL	BUY	1.20	67,538	67,538
2015/5/25	FIL	BUY	1.20	10,210	10,210

2015/5/25	FIL	BUY	1.20	52,034	52,034
2015/5/25	FIL	BUY	1.20	5,635	5,635
2015/5/25	FIL	BUY	1.20	14,559	14,559
2015/5/25	FIL	BUY	1.20	19,162	19,162
2015/5/26	FIL	BUY	1.20	8,125	8,125
2015/5/27	FIL	BUY	1.20	23,847	23,847
2015/5/27	FIL	BUY	1.20	6,917	6,917
2015/5/27	FIL	BUY	1.20	31,253	31,253
2015/5/27	FIL	BUY	1.20	11,866	11,866
2015/5/27	FIL	BUY	1.20	9,387	9,387
2015/5/27	FIL	BUY	1.20	7,246	7,246
2015/5/27	FIL	BUY	1.20	5,389	5,389
2015/5/27	FIL	BUY	1.20	5,389	5,389
2015/5/28	FIL	BUY	1.17	14,928	14,928
2015/5/28	FIL	BUY	1.17	5,551	5,551
2015/5/28	FIL	BUY	1.17	19,564	19,564
2015/5/28	FIL	BUY	1.17	7,428	7,428
2015/5/28	FIL	BUY	1.17	5,876	5,876
2015/5/28	FIL	BUY	1.17	5,551	5,551
2015/5/28	FIL	BUY	1.17	5,551	5,551
2015/5/28	FIL	BUY	1.17	5,551	5,551
2015/5/29	FIL	BUY	1.17	75,517	75,517
2015/5/29	FIL	BUY	1.17	45,251	45,251
2015/5/29	FIL	BUY	1.17	21,843	21,843
2015/5/29	FIL	BUY	1.17	13,088	13,088
2015/5/29	FIL	BUY	1.17	98,968	98,968
2015/5/29	FIL	BUY	1.17	59,303	59,303
2015/5/29	FIL	BUY	1.17	37,575	37,575
2015/5/29	FIL	BUY	1.17	22,516	22,516
2015/5/29	FIL	BUY	1.17	29,724	29,724
2015/5/29	FIL	BUY	1.17	17,811	17,811
2015/5/29	FIL	BUY	1.17	22,894	22,894
2015/5/29	FIL	BUY	1.17	13,719	13,719
2015/5/29	FIL	BUY	1.17	5,879	5,879
2015/5/29	FIL	BUY	1.17	5,588	5,588
2015/5/29	FIL	BUY	1.17	7,600	7,600
2015/5/29	FIL	BUY	1.17	5,588	5,588
2015/6/1	FIL	BUY	1.17	108,479	108,479
2015/6/1	FIL	BUY	1.17	31,436	31,436
2015/6/1	FIL	BUY	1.17	142,167	142,167
2015/6/1	FIL	BUY	1.17	53,977	53,977
2015/6/1	FIL	BUY	1.17	42,828	42,828
2015/6/1	FIL	BUY	1.17	32,937	32,937
2015/6/1	FIL	BUY	1.17	8,717	8,717
2015/6/1	FIL	BUY	1.17	11,536	11,536

2015/6/2	FIL	BUY	1.17	166,098	166,098
2015/6/2	FIL	BUY	1.17	48,134	48,134
2015/6/2	FIL	BUY	1.17	217,679	217,679
2015/6/2	FIL	BUY	1.17	82,646	82,646
2015/6/2	FIL	BUY	1.17	65,576	65,576
2015/6/2	FIL	BUY	1.17	50,432	50,432
2015/6/2	FIL	BUY	1.17	13,348	13,348
2015/6/2	FIL	BUY	1.17	17,663	17,663
Total Buy				2,513,085	2,513,085

4. Present Relevant Interest

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Refer to 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:

NA

6. Addresses

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

Refer to Annexure A



Sign Here: _____

Dated: 4 June 2015
Kelvin Lo
Head of Regulatory Reporting, Asia Pacific
Duly authorized under Powers of Attorney on behalf of FIL Ltd

Annexure A

Investment Manager	Address	Custodian	Nature of Relevent Interest	Sum of Numerator Shares
FIL INVESTMENT MANAGEMENT (AUSTRALIA) LIMITED	Level 11, 167 Macquarie Street, Sydney, NSW 2000	CITIBANK LONDON		1,615,880
		CITIBANK LTD MELBOURNE (C)	Investment Discretion/ Voting	1,184,808
		JP MORGAN, BOURNEMOUTH (C)	Power	11,919,361
		NATIONAL ASTL BK MELBOURNE (S)		1,584,688
Grand Total				16,304,737