

**Form 603**Corporations Act 2001  
Section 671B**Notice of initial substantial holder**To Company Name/Scheme **Temple and Webster Group Ltd**ACN/ARSN **608 595 660****1. Details of substantial holder (1)**Name **JM Financial Group Limited**ACN/ARSN (if applicable) **007 364 132**The holder became a substantial holder on **15 / 06 / 2016****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)
Fully paid Ordinary Shares	5,363,986	5,363,986	5.07%

**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
JM Financial Group Limited	Power to exercise or control the exercise of a vote attached to the securities and dispose of the securities which are held in client discretionary investment accounts managed by JM Financial Group (see section 608(1)(b) and 608(1)(c))	5,363,986 Ordinary shares
No Plan B Pty Ltd	Relevant interest under section 608(3)(a)	5,363,986 Ordinary shares

**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
JM Financial Group Limited	Sandhurst Trustees Ltd <JMFG Consol. a/c>	N/A	5,363,986 Ordinary shares
No Plan B Pty Ltd	Sandhurst Trustees Ltd <JMFG Consol. a/c>	N/A	5,363,986 Ordinary shares

**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	
JM Financial Group Limited	Refer to Attachment A	See Attachment A		See Attachment A
No Plan B Pty Ltd		nil	nil	

**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
No Plan B Pty Ltd	Related body corporate

Stephen James	Controller
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## 7. Addresses

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

Name	Address
JM Financial Group Limited	Level 8, 140 Bourke Street, Melbourne VIC 3000
No Plan B Pty Ltd	Level 8, 140 Bourke Street, Melbourne VIC 3000
Sandhurst Trustees Limited	Level 5, 120 Harbour Esplanade, Docklands VIC 3008

## Signature

print name **Lee Mitchell** capacity **Company Secretary**

sign here  date **28 September 2016**

## 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, 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.

## ATTACHMENT A

<b>Nature of change</b>	<b>Consideration given</b>	<b>Number of fully paid ordinary securities affected</b>	<b>TradeDate</b>	<b>Votes affected</b>
On market purchase	\$264,800.00	1,000,000	2016-02-25 Total	1,000,000
On market purchase	\$3,132.00	13,050	2016-02-26 Total	13,050
On market purchase	\$6,825.34	29,044	2016-03-04 Total	29,044
On market purchase	\$66,132.96	229,778	2016-03-17 Total	229,778
On market purchase	\$28,623.58	98,702	2016-03-18 Total	98,702
On market purchase	\$3,980.83	13,727	2016-03-23 Total	13,727
On market purchase	\$25,019.17	86,273	2016-03-29 Total	86,273
On market purchase	\$25,762.07	112,009	2016-04-14 Total	112,009
On market sale	\$17,074.97	74,239	2016-04-14 Total	74,239
On market sale	\$32,901.73	143,051	2016-04-15 Total	143,051
On market sale	\$6,822.13	29,580	2016-04-22 Total	29,580
On market purchase	\$68,361.64	464,729	2016-05-10 Total	464,729
On market purchase	\$31,746.82	226,763	2016-05-11 Total	226,763
On market purchase	\$70,076.98	468,429	2016-05-12 Total	468,429
On market purchase	\$15,515.00	107,000	2016-05-13 Total	107,000
On market purchase	\$16,215.00	108,100	2016-05-16 Total	108,100
On market purchase	\$40,699.42	271,627	2016-05-17 Total	271,627
On market purchase	\$1,812.50	12,500	2016-05-19 Total	12,500
On market purchase	\$2,079.88	14,344	2016-05-20 Total	14,344
On market purchase	\$6,750.00	45,000	2016-05-23 Total	45,000
On market purchase	\$525.00	3,500	2016-05-24 Total	3,500
On market purchase	\$5,518.78	35,605	2016-05-25 Total	35,605
On market purchase	\$1,550.00	10,000	2016-05-26 Total	10,000
On market purchase	\$33,525.34	211,383	2016-05-30 Total	211,383
On market purchase	\$48,389.05	311,090	2016-06-02 Total	311,090
On market purchase	\$1,309.95	8,733	2016-06-07 Total	8,733
On market purchase	\$38,190.00	254,600	2016-06-08 Total	254,600
On market purchase	\$23,792.70	158,618	2016-06-09 Total	158,618
On market sale	\$20,664.81	142,378	2016-06-10 Total	142,378
On market purchase	\$63,166.91	428,337	2016-06-10 Total	428,337
On market purchase	\$13,195.00	91,000	2016-06-14 Total	91,000