

# Form 604

Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme MOELIS AUSTRALIA LIMITED

ACN/ARSN 142 008 428

### 1. Details of substantial holder (1)

Name MAGIC TT PTY LTD (Pre-IPO Ownership Trustee)  
ANDREW PRIDHAM

ACN/ARSN (if applicable) 143 275 138

There was a change in the interests of the substantial holder on 2/9/2019

The previous notice was given to the company on 30/5/2018

The previous notice was dated 30/5/2018

### 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		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary fully paid shares (Ordinary)	48,949,471	31.82%	47,522,080	30.53%

### 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
		See Annexure A			

### 4. Present relevant interests

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

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Pre-IPO Ownership Trustee	Pre-IPO Ownership Trustee	Pre-IPO Ownership Trustee	Power to dispose of, or control the exercise of a power to dispose of, the shares under section 608(1) of the Corporations Act	41,650,000 Ordinary	26.76%
Pre-IPO Ownership Trustee	Various	Various	Pre-IPO Ownership Trustee has a deemed relevant interest in the shares in which Moelis Australia Limited has a relevant interest under section 608(3) of the Corporations Act	5,872,080 Ordinary	3.77%
Andrew Pridham	Various	Various	Mr Pridham has a deemed relevant interest in the shares held by Pre-IPO Ownership Trustee under section 608(3)(a) of the Corporations Act as the holder of the issued shares in Pre-IPO Ownership Trustee	47,522,080 Ordinary	30.53%

**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:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	

**6. Addresses**

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

Name	Address
MAGIC TT Pty Ltd	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
Andrew Pridham	c/- Moelis Australia Limited, Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000

**Signature**

print name ANDREW PRIDHAM

Capacity Director and in his own capacity

sign here 

date 4 September 2019

## Annexure A to Form 604

This is Annexure A of 1 page referred to in the Form 604 Notice of change of interests of substantial holder prepared by Pre-IPO Ownership Trustee and Andrew Pridham

Signed by me and dated 4 September 2019

Signature:

Name: Andrew Pridham

Position: Director and in his personal capacity

Person whose relevant interest changed	Date of change	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
Pre-IPO Ownership Trustee, Andrew Pridham	27/9/2018	On-market acquisition by Moelis Australia Share Plan Pty Ltd as trustee for the Moelis Australia Equity Incentive Plan (Plan Trustee)	\$237,628.64	Ordinary 44,081	44,081
	28/9/2018	On-market acquisition by Plan Trustee	\$160,503.22	Ordinary 29,744	29,744
	1/10/2018	On-market acquisition by the Plan Trustee	\$48,855.00	Ordinary 8,975	8,975
	2/10/2018	On-market acquisition by the Plan Trustee	\$41,680.74	Ordinary 7,664	7,664
	5/12/2018	Off-market disposal by the Plan Trustee to underlying staff beneficiaries	Not applicable	Ordinary 59,216	59,216
	21/12/2018	Issue of new shares to the Plan Trustee	\$8,130,945.36	Ordinary 1,831,294	1,831,294
	22/1/2019	Off-market disposal by the Plan Trustee to underlying staff beneficiaries	Not applicable	Ordinary 58,904	58,904
	20/2/2019	Off-market disposal by the Plan Trustee to underlying staff beneficiaries	Not applicable	Ordinary 81,350	81,350
	11/3/2019	Off-market disposal by the Plan Trustee to underlying staff beneficiaries	Not applicable	Ordinary 27,920	27,920
	26/3/2019	Off-market disposal by the Plan Trustee to underlying staff beneficiaries	Not applicable	Ordinary 1,067	1,067
	9/5/2019	Off-market disposal by the Plan Trustee to underlying staff beneficiaries	Not applicable	Ordinary 61,171	61,171
	6/6/2019	Off-market disposal by the Plan Trustee to underlying staff beneficiaries	Not applicable	Ordinary 53,561	53,561
	1/7/2019	Off-market disposal by the Plan Trustee to underlying staff beneficiaries	Not applicable	Ordinary 59,216	59,216
	3/7/2019	Off-market disposal by the Plan Trustee to underlying staff beneficiaries	Not applicable	Ordinary 1,000	1,000
	18/7/2019	Reduction in deemed relevant interest in ordinary shares as a result of release of restrictions applying to ordinary shares issued as part of Armada acquisition consideration	Not applicable	Ordinary 1,595,744	1,595,744
	2/9/2019	On-market acquisition by the Plan Trustee	\$6,800,000	Ordinary 2,000,000	2,000,000
2/9/2019	On market disposal by Pre-IPO Ownership Trustee	\$11,390,000	Ordinary 3,350,000	3,350,000	