

# Appendix 3Y

## Change of Director's Interest Notice

*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 30/09/01 Amended 01/01/11

<b>Name of entity:</b> NETWEALTH GROUP LIMITED
<b>ABN:</b> 84 620 145 404

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Matthew Alexander Max Heine
<b>Date of last notice</b>	26 August 2020

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (j) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	<ol style="list-style-type: none"> <li>1) Direct interest</li> <li>2) Indirect interest</li> </ol> <p>As a result of conversion of performance shares into ordinary shares and transfer to Netwealth Investments Ltd as operator and custodian of Netwealth Wrap Service &lt;account Matthew Heine &gt;</p>
<b>Nature of direct interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<ol style="list-style-type: none"> <li>1) N/A</li> <li>2) Indirect interest in 1,400,000 ordinary shares held by Netwealth Investments Ltd as operator and custodian of Netwealth Wrap Service &lt;account Matthew Heine&gt;.</li> </ol> <p>Nature of interest: Matthew Alexander Max Heine through this account is able to control the exercise of voting rights and disposal of the securities.</p>
<b>Date of change</b>	<ol style="list-style-type: none"> <li>1) 12 February 2021</li> <li>2) 12 February 2021</li> </ol>

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<b>No. of securities held prior to change</b>	<p>Indirect interest in 2,274,797 ordinary shares held by Netwealth Investments Ltd as operator and custodian of Netwealth Wrap Service &lt;account Matthew Heine&gt;. Nature of interest: Matthew Alexander Max Heine through this account is able to control the exercise of voting rights and disposal of the securities.</p> <p>Indirect interest in 560,258 ordinary shares held by Netwealth Investments Ltd as operator and custodian of Netwealth Wrap Service &lt;account Heine Sight Investments Pty Ltd ATF MAM Heine Investment Trust&gt;. Nature of interest: Heine Sight Investments Pty Ltd through this account is able to control the exercise of voting rights and disposal of the securities. Matthew Alexander Max Heine controls Heine Sight Investment Pty Ltd.</p> <p>Indirect interest in 1,350 ordinary shares held by Netwealth Investments Ltd as operator and custodian of Netwealth Wrap Service &lt;account Heine Sight Superannuation Pty Ltd ATF Heine Sight Superannuation Fund&gt;. Nature of interest: Heine Sight Superannuation Pty Ltd through this account is able to control the exercise of voting rights and disposal of the securities. Matthew Alexander Max Heine controls Heine Sight Superannuation Pty Ltd.</p> <p>Indirect interest in 115,304,990 ordinary shares held by Heine Brothers Pty Ltd ATF The MMH Trust. Nature of interest: Matthew Alexander Max Heine owns 25% of the shares in Heine Brothers Pty Ltd and therefore has a relevant interest in any securities in which that company has a relevant interest.</p> <p>Indirect interest in 40,000 ordinary shares held by Netwealth Investments Ltd as custodian of Netwealth Wrap Service &lt;account MMH Investment Holdings Pty Ltd&gt;. Nature of interest: Matthew Alexander Max Heine owns 25% of the shares in Heine Brothers Pty Ltd which is the trustee of MMH Investment Trust which owns the shares in MMH Investment Holdings Pty Ltd. Matthew Alexander Max Heine therefore has a relevant interest in any securities in which that company has a relevant interest.</p>
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	<p>Indirect interest in 20,109,465 ordinary shares held by Leslie Max Heine Pty Ltd (ACN 150 211 215) ATF The LMH Trust Nature of interest: Matthew Alexander Max Heine owns 25% of the shares in Heine Brothers Pty Ltd, and so has a relevant interest in any shares in which that company has a relevant interest. Heine Brothers Pty Ltd has entered into an agreement with Leslie Max Heine Pty Ltd, under which Heine Brothers Pty Ltd may direct the votes attached to the specified securities</p> <p>Direct interest in 1,400,000 performance shares held by Matthew Alexander Max Heine.</p> <p>Direct interest in 132,373 unlisted options held by Matthew Alexander Max Heine Nature of interest: Matthew Alexander Max Heine was granted options, and subject to certain vesting conditions will be able to control the exercise of voting rights and disposal of 50% of the securities from 1 July 2022 and a further 50% from 1 July 2023</p>
<b>Class</b>	Fully paid ordinary shares acquired Performance shares disposed
<b>Number acquired</b>	1,400,000
<b>Number disposed</b>	1,400,000
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	\$659,960

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<p><b>No. of securities held after change</b></p>	<p>Indirect interest in 3,674,797 ordinary shares held by Netwealth Investments Ltd as operator and custodian of Netwealth Wrap Service &lt;account Matthew Heine&gt;.</p> <p>Indirect interest in 560,258 ordinary shares held by Netwealth Investments Ltd as operator and custodian of Netwealth Wrap Service &lt;account Heine Sight Investments Pty Ltd ATF MAM Heine Investment Trust&gt;.</p> <p>Indirect interest in 1,350 ordinary shares held by Netwealth Investments Ltd as operator and custodian of Netwealth Wrap Service &lt;account Heine Sight Superannuation Pty Ltd ATF Heine Sight Superannuation Fund&gt;.</p> <p>Indirect interest in 115,304,990 ordinary shares held by Heine Brothers Pty Ltd ATF The MMH Trust.</p> <p>Indirect interest in 40,000 ordinary shares held by Netwealth Investments Ltd as custodian of Netwealth Wrap Service &lt;account MMH Investment Holdings Pty Ltd&gt;.</p> <p>Indirect interest in 20,109,465 ordinary shares held by Leslie Max Heine Pty Ltd (ACN 150 211 215) ATF The LMH Trust</p> <p>Direct interest in 132,373 unlisted options held by Matthew Alexander Max Heine.</p>
<p><b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>1,400,000 Performance Shares previously issued under an employee incentive scheme have vested and converted into ordinary shares, which have then been transferred in an off market transfer on 12/2/2021 to Netwealth Investments Ltd as operator and custodian of Netwealth Wrap Service &lt;account Matthew Heine &gt;.</p>

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<p><b>Detail of contract</b></p>	<p><i>Not applicable</i></p>
<p><b>Nature of interest</b></p>	

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<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
<b>Interest after change</b>	

**Part 3 – +Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b>	Yes
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	No. The total number of securities held by Matthew Alexander Max Heine has not changed  1) Appendix 2A – Application for quotation for the transfer of the performance shares to ordinary shares was lodged with the ASX on 10 February 2021  2) Shares were previously held in a single holding held directly by Matthew Alexander Max Heine and an off market transfer with no change in beneficial ownership occurred on 12 February 2021 to Netwealth Investments Ltd as operator and custodian of Netwealth Wrap Service <account Matthew Heine >.
<b>If prior written clearance was provided, on what date was this provided?</b>	<i>Not applicable</i>

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