

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme **NETWEALTH GROUP LIMITED**ACN/ARSN **620 145 404****1. Details of substantial holder (1)**Name **MATTHEW HEINE**

ACN/ARSN (if applicable)

There was a change in the interests of the
substantial holder on **19/02/2021**The previous notice was given to the company on **26/08/2020**The previous notice was dated **26/08/2020****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	138,290,860	58.18%	139,190,860	57.09%

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
	REFER 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
	REFER 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:

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

6. Addresses

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

Name	Address
REFER ANNEXURE A	

Signature

print name **MATTHEW HEINE** capacity **PERSONAL CAPACITY**

sign here  date **23/02/2021**

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 6 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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.
- (7) 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.
- (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

This is Annexure A of 4 pages referred to in **Form 604 Notice of change of interests of substantial holder** addressed to Netwealth Group Limited

Matthew Heine 23 February 2021

ANNEXURE A TO Form 604 Notice of change in interests of substantial holder for Netwealth Group Limited

3. Changes in relevant interests

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected
12 February 2021	Matthew Alexander Max Heine	Securities previously issued under an employee incentive scheme where the restriction on transfer have ceased	\$659,960	Ordinary: 1,400,000
12 February 2021	Matthew Alexander Max Heine	Transfer out	\$nil	Ordinary: 1,400,000
12 February 2021	Netwealth Investments Ltd as operator and custodian of Netwealth Wrap Service <account Matthew Heine>	Transfer in	\$nil	Ordinary: 1,400,000
19 February 2021	Netwealth Investments Ltd as operator and custodian of Netwealth Wrap Service <account Matthew Heine>	Off market trade sell	\$7,650,000	Ordinary; 500,000

4. Present relevant interests

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities
Matthew Heine	Netwealth Investments Ltd as custodian of Netwealth Wrap Service <account Heine Sight Superannuation Pty Ltd as trustee for Heine Sight Superannuation Trust>	Netwealth Investments Ltd as custodian of Netwealth Wrap Service <account Heine Sight Superannuation Pty Ltd as trustee for Heine Sight Superannuation Trust>	Heine Sight Superannuation Pty Ltd through this account is able to control the exercise of voting rights and disposal of the shares in the next column. Matthew Heine controls Heine Sight Superannuation Pty Ltd.	Ordinary: 1,350
Matthew Heine	Netwealth Investments Ltd as custodian of Netwealth Wrap Service <account Heine Sight Investments Pty Ltd as trustee for MAM Heine Investment Trust No 1>	Netwealth Investments Ltd as custodian of Netwealth Wrap Service <account Heine Sight Investments Pty Ltd as trustee for MAM Heine Investment Trust No 1>	Heine Sight Investments Pty Ltd through this account is able to control the exercise of voting rights and disposal of the shares in the next column. Matthew Heine controls Heine Sight Investments Pty Ltd.	Ordinary: 560,258
Matthew Heine	Matthew Heine	Matthew Heine	Registered holder of the unlisted options in the next column. Subject to certain vesting conditions, Matthew Heine will be able to control the exercise and voting rights and disposal of the securities from 1 January 2021.	Unlisted Options: 132,373
Matthew Heine	Netwealth Investments Ltd as custodian of Netwealth Wrap Service <account Matthew Heine>	Netwealth Investments Ltd as custodian of Netwealth Wrap Service <account Matthew Heine>	Has a relevant interest in the shares in the next column held for his account in the Netwealth Wrap Service by Netwealth Investments Ltd	Ordinary: 3,174,797

Matthew Heine	Heine Brothers Pty Ltd as trustee for The MMH Trust	Heine Brothers Pty Ltd as trustee for The MMH Trust	Registered holder of the shares in next column. Matthew 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.	Ordinary: 115,304,990
Matthew Heine	Netwealth Investments Ltd as custodian of Netwealth Wrap Service <account MMH Investment Holdings Pty Ltd>	MMH Investment Holdings Pty Ltd	Heine Brothers Pty Ltd is trustee of MMH Investment Trust which owns the shares in MMH Investment Holdings Pty Ltd. Matthew 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.	Ordinary: 40,000
Matthew Heine	Leslie Max Heine Pty Ltd (ACN 150 211 215) as trustee for The LMH Trust	Leslie Max Heine Pty Ltd (ACN 150 211 215) as trustee for The LMH Trust	Heine Brothers Pty Ltd has entered into an agreement with Leslie Max Heine Pty Ltd, under which it may direct the votes attached to the securities in next column. Matthew 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.	Ordinary: 20,109,465

6. Addresses

Name	Address
Matthew Heine	c/- ShineWing Australia Pty Ltd, Level 10, 530 Collins Street, Melbourne Vic 3000
Heine Brothers Pty Ltd	Level 8, 52 Collins St, Melbourne Vic 3000
Netwealth Investments Ltd	Level 8, 52 Collins St, Melbourne Vic 3000
Heine Sight Superannuation Pty Ltd	c/- ShineWing Australia Pty Ltd, Level 10, 530 Collins Street, Melbourne Vic 3000
Heine Sight Investments Pty Ltd	c/- ShineWing Australia Pty Ltd, Level 10, 530 Collins Street, Melbourne Vic 3000
Leslie Max Heine Pty Ltd	c/- ShineWing Australia Pty Ltd, Level 10, 530 Collins Street, Melbourne Vic 3000