

ASX Announcement

30 August 2024

Cover Note – Appendix 3Y Andrew Pridham

We refer to the attached Appendix 3Y and Notice of Change of Interest of Substantial Holder in respect of Andrew Pridham dated 30 August 2024.

On 28 August 2024 the trustee of a Pre IPO Trust (**Trust**) sold shares in MA Financial Group Limited (**MA Financial**) in order to meet contractual obligations of the Trust¹. The trustee of the Trust is controlled by Mr Pridham.

From the shares sold, as detailed in the Appendix 3Y, Mr Pridham sold 2,000,000 shares in MA Financial over which he held an economic interest. The sale, at \$5.0128 per share, was within the approved MA Financial trading window.

Following this sale, entities related to Mr Pridham continue to hold an economic interest in 16,580,701 MA Financial shares, being 89% of his prior holding.

“The sale provides me cash for other purposes while at the same time increasing the liquidity and free float of MA Financial shares. I have been, and remain, a committed long-term investor in our company and numerous of our managed funds. “

Authorised for release by Vice Chairman, MA Financial Group Limited, Andrew Pridham.

For further information, please contact:

Investors

Michael Leonard

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¹ Refer to “Existing Staff Trust Details” under Section 9.7 of the Prospectus for MA Financial Group Limited (formerly Moelis Australia Limited) dated 28 February 2017

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

Name of entity	MA Financial Group Limited
ABN	68 142 008 428

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.

Name of Director	Andrew Pridham
Date of last notice	2 April 2024

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 (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect (deemed relevant interests only by virtue of section 608(3)(a) and section 608(1)(c) of the Corporations Act (Cth)).
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	<p>As previously disclosed, Mr Pridham controls Magic TT Pty Ltd (Pre-IPO Trustee), which is the trustee of a Pre-IPO ownership trust (Trust). Accordingly, the Corporations Act deems Mr Pridham to have a relevant interest in shares held by the Pre-IPO Trustee.</p> <p>The change of interest arises as a result of the sale of shares on market by the Pre-IPO Trustee for beneficiaries of the Trust (as well as Mr Pridham who is a beneficiary) in satisfaction of their respective contractual entitlement to units in the Trust.</p> <p>Mr Pridham has disposed of shares over which he has any economic interest in respect of the sale by the Pre-IPO Trustee.</p> <p>This notice is to disclose the resulting change to Mr Pridham's deemed relevant interest in shares.</p>
Date of change	27 and 28 August 2024

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

No. of securities held prior to change	Deemed relevant interest in 20,320,096 shares which includes: <ul style="list-style-type: none"> • Restricted Shares, salary sacrifice shares and loan funded share plan shares - conferred relevant interest in 591,960 ordinary shares. • Ordinary shares of 58,351 held by Mr Pridham. • Deemed relevant interest in 19,669,785 ordinary shares as a result of Mr Pridham's control of one of the two Pre-IPO ownership trusts by virtue of section 608(3)(a) and section 608(1)(c) of the Corporations Act (Cth).
Class	Ordinary shares
Number acquired	Nil
Number disposed	<ul style="list-style-type: none"> • Shares disposed over which Mr Pridham has an economic interest: 2,000,000 • Shares disposed over which Mr Pridham does not have an economic interest: 440,317
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	<ul style="list-style-type: none"> • Shares disposed over which Mr Pridham has an economic interest: \$10,036,688.84 • Shares disposed over which Mr Pridham does not have an economic interest: \$2,209,662.36
No. of securities held after change	Deemed relevant interest in 17,879,779 shares which includes: <ul style="list-style-type: none"> • Restricted Shares, salary sacrifice shares and loan funded share plan shares - conferred relevant interest in 591,960 ordinary shares. • Ordinary shares of 58,351 held by Mr Pridham. • Deemed relevant interest in 17,229,468 ordinary shares as a result of Mr Pridham's control of one of the two Pre-IPO ownership trusts by virtue of section 608(3)(a) and section 608(1)(c) of the Corporations Act (Cth). <p>Following the sale of shares on market by the Pre-IPO Trustee, Mr Pridham's beneficial interest in MAF shares remains 16,580,701.</p>
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	As described above under "Nature of indirect interest"

+ See chapter 19 for defined terms.

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.

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

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No.
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

⁺ See chapter 19 for defined terms.

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme MA FINANCIAL GROUP LIMITED

ACN/ARSN 142 008 428

1. Details of substantial holder (1)

Name MAGIC TT PTY LTD (Pre-IPO Ownership Trustee) (ACN 143 275 138)
ANDREW PRIDHAM

ACN/ARSN (if applicable) See above

There was a change in the interests of the substantial holder on 28/08/2024

The previous notice was given to the company on 22/09/2023

The previous notice was dated 22/09/2023

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)	20,516,110	11.50%	17,879,779	9.86%

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
Andrew Pridham	Pre-IPO Ownership Trustee, Andrew Pridham,	Pre-IPO Ownership Trustee, Andrew Pridham,	Power to dispose of, or control the exercise of a power to dispose of, the shares under section 608(1) of the Corporations Act	17,879,779 Ordinary	9.86%
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	17,229,468 Ordinary	9.50%
Andrew Pridham	Andrew Pridham	Andrew Pridham	Power to dispose of, or control the exercise of a power to dispose of, the shares under section 608(1) of the Corporations Act	650,311 Ordinary	0.36%

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
Pre-IPO Ownership Trustee	Level 27, Brookfield Place, 10 Carrington Street, Sydney NSW 2000
Andrew Pridham	c/- MA Financial Group Limited, Brookfield Place, 10 Carrington Street, Sydney NSW 2000

Signature

print name ANDREW PRIDHAM

Capacity Director and in his own capacity

sign here



date 30 August 2024

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 30 August 2024

Signature:



Name: Andrew Pridham

Position: Director of Pre-IPO Ownership Trustee 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	19 March 2024	On market sale of shares by Pre-IPO Ownership Trustee to distribute to underlying beneficiaries (none of which are Andrew Pridham)	\$902,780	186,259 Ordinary Shares	-186,259
	27 March 2024	Off-market transfer by the Pre-IPO Ownership Trustee to underlying beneficiaries (none of which are Andrew Pridham)	Not Applicable	9,755 Ordinary Shares	-9,755
	27 August 2024	On market sale of shares by Pre-IPO Ownership Trustee to distribute to underlying beneficiaries (none of which are Andrew Pridham)	\$2,209,662	440,317 Ordinary Shares	- 440,317
	28 August 2024	On market sale of shares by Pre-IPO Ownership Trustee to distribute to underlying beneficiary, being Andrew Pridham	\$10,036,689	2,000,000 Ordinary Shares	-2,000,000