

22 January 2020

## APPENDIX 3Y – MATTHEW HEINE

Please find attached Appendix 3Y for Mr Matthew Alexander Max Heine in relation to his shareholding of securities in Netwealth Group Limited (ASX Code: NWL) or the “Company”.

This Appendix 3Y is in relation to the granting of options to Mr Heine on 20 January 2020, approved at the Annual General Meeting of the Company held on 12 November 2019.

For completeness, also listed in this 3Y are 1,400,000 performance shares that were initially advised in the prospectus and the Appendix 3X. These performance shares are subject to certain vesting conditions which were outlined in the prospectus. Subject to these conditions being met, Mr Heine will be entitled to acquire those shares from 1 January 2021.

This document has been authorised for release by CFO and Company Secretary, Mr Grant Boyle.

For further information please contact:

Grant Boyle  
Chief Financial Officer  
[grant@netwealth.com.au](mailto:grant@netwealth.com.au)

T: 03 9657 1488

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Netwealth Group Ltd  
ABN 84 620 145 404

Level 8/52 Collins Street  
Melbourne VIC 3000

PO Box 336  
South Melbourne VIC 3205

# 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>	9 September 2019

### 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>	Direct
<b>Nature of direct interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	Interest in 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
<b>Date of change</b>	20 January 2020

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+ See chapter 19 for defined terms.

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<p><b>No. of securities held prior to change</b></p>	<p>Direct interest in 829,231 ordinary shares held by Matthew Alexander Max Heine. Nature of interest: Matthew Alexander Max Heine is able to control the exercise of voting rights and disposal of the securities.</p> <p>Indirect interest in 1,445,566 ordinary shares held by Netwealth Investments Ltd as operator and custodian of Netwealth Wrap Service &lt;account Matthew Alexander Max 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 935,258 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 118,804,990 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</p>
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+ See chapter 19 for defined terms.

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	<p>Alexander Max Heine therefore has a relevant interest in any securities in which that company has a relevant interest.</p> <p>Direct interest in 1,400,000 performance shares held by Matthew Alexander Max Heine.</p> <p>Nature of interest: Subject to certain vesting conditions, Matthew Alexander Max Heine will be able to control the exercise of voting rights and disposal of the securities from 1 January 2021.</p>
<b>Class</b>	Unlisted options
<b>Number acquired</b>	132,373
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	\$nil
<b>No. of securities held after 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 Alexander Max Heine&gt;.</p> <p>Indirect interest in 935,258 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 118,804,990 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>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.</p>

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<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	Granting of options
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**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.

<b>Detail of contract</b>	<i>Not applicable</i>
<b>Nature of interest</b>	
<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> Note: Details are only required for a contract in relation to which the interest has changed	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	
<b>Interest after change</b>	

**Part 3 – <sup>+</sup>Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	<i>Not applicable</i>
<b>If prior written clearance was provided, on what date was this provided?</b>	<i>Not applicable</i>

<sup>+</sup> See chapter 19 for defined terms.