

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: NETWEALTH GROUP LIMITED
ABN: 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.

Name of Director	Matthew Alexander Max Heine
Date of last notice	22 January 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 (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	1. Indirect 2. Indirect 3. Indirect
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<p>Nature of direct interest (including registered holder)</p> <p>Note: Provide details of the circumstances giving rise to the relevant interest.</p>	<ol style="list-style-type: none"> 1. Indirect interest in ordinary shares held by Netwealth Investments Ltd as operator and custodian of Netwealth Wrap Service <account Heine Sight Investments Pty Ltd ATF MAM Heine Investment Trust>. 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 2. Indirect interest in 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. 3. Indirect interest in 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>Date of change</p>	<ol style="list-style-type: none"> 1. 26 August 2020 2. 26 August 2020 3. 26 August 2020

+ See chapter 19 for defined terms.

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<p>No. of securities held prior to change</p>	<p>Indirect interest in 2,274,897 ordinary shares held by Netwealth Investments Ltd as operator and custodian of Netwealth Wrap Service <account Matthew Alexander Max Heine>.</p> <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> <p>Indirect interest in 935,258 ordinary shares held by Netwealth Investments Ltd as operator and custodian of Netwealth Wrap Service <account Heine Sight Investments Pty Ltd ATF MAM Heine Investment Trust>.</p> <p>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 <account Heine Sight Superannuation Pty Ltd ATF Heine Sight Superannuation Fund>.</p> <p>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.</p> <p>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 <account MMH Investment Holdings Pty Ltd>.</p> <p>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 22,109,465 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. 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> <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>
Class	Ordinary shares
Number disposed	1. 375,000 2. 3,500,000 3. 2,000,000
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	1. \$5,212,500 2. \$48 650,000 3. \$27,800,000

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No. of securities held after change	<p>Indirect interest in 2,274,797 ordinary shares held by Netwealth Investments Ltd as operator and custodian of Netwealth Wrap Service <account Matthew Alexander Max Heine>.</p> <p>Indirect interest in 560,258 ordinary shares held by Netwealth Investments Ltd as operator and custodian of Netwealth Wrap Service <account Heine Sight Investments Pty Ltd ATF MAM Heine Investment Trust>.</p> <p>Indirect interest in 1,350 ordinary shares held by Netwealth Investments Ltd as operator and custodian of Netwealth Wrap Service <account Heine Sight Superannuation Pty Ltd ATF Heine Sight Superannuation Fund>.</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 <account MMH Investment Holdings Pty Ltd>.</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 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>
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	<ol style="list-style-type: none"> 1. On market 2. Off market trade 3. Off market trade

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	<i>Not applicable</i>
Nature of interest	
Name of registered holder (if issued securities)	

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

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?	<i>Not applicable</i>
If prior written clearance was provided, on what date was this provided?	<i>Not applicable</i>

⁺ See chapter 19 for defined terms.