

23 November 2023

Market Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Sir

SPP Open Today

The share purchase plan (SPP) announced on 16 November 2023 opens today. Please find attached the SPP offer booklet and sample application forms that are being dispatched to shareholders today.

This announcement is authorised by Steadfast's Disclosure Committee.

For further information, please contact the undersigned.

Yours faithfully



Duncan Ramsay
Company Secretary

Steadfast Group Limited
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Steadfast Group Limited

Share Purchase Plan Booklet

November 2023

For personal use only

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Eligible Shareholders have the opportunity to participate in the Share Purchase Plan by applying for up to \$30,000 worth of new ordinary shares in Steadfast. Details of the offer and how to participate are set out in this Booklet.

THIS BOOKLET IS NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES

Except with the consent of Steadfast, this Booklet may not be released or distributed elsewhere outside of Australia and New Zealand.

KEY DATES

Record Date (the time that eligibility to participate in the Share Purchase Plan is determined)	7.00pm on Wednesday, 15 November 2023
Opening Date	Thursday, 23 November 2023
Closing Date	5.00pm on Thursday, 14 December 2023
Pricing Period (the period that the volume weighted average price of the Shares is determined)	Friday, 8 December to Thursday, 14 December 2023 (inclusive)
Issue and allotment of and commencement of trading for New Shares	Thursday, 21 December 2023
Despatch of holding statements	Friday, 22 December 2023

This timetable (and each reference in this Booklet to a date specified in the timetable) is indicative only and Steadfast may, at its absolute discretion, vary any of the above dates by lodging a revised timetable with the Australian Securities Exchange (**ASX**). All times referred to in this Booklet are Sydney time.

IMPORTANT NOTICE

If you are an Eligible Shareholder, this Booklet contains important information and requires your immediate attention. It is an important document which is accompanied by a personalised Application Form, and you should read both carefully and in full.

The offer of New Shares under the Share Purchase Plan (**SPP**) is made in accordance with Australian Securities and Investments Commission (**ASIC**) Corporations (Share and Interest Purchase Plans) Instrument 2019/547, which grants relief from the requirement to issue a disclosure document for the SPP. This Booklet is not a prospectus under Chapter 6D of the *Corporations Act 2001* (Cth) (the **Corporations Act**) and has not been lodged with ASIC.

If you have any questions in relation to how to participate in the SPP after reading this Booklet, please contact Steadfast's share registry, Link Market Services Limited (the **Registry**), from 8.30am to 5.30pm Monday to Friday on 1800 642 133 (callers within Australia) or +61 1800 642 133 (callers outside Australia).

This Booklet does not constitute or provide financial advice and has been prepared without taking into account your particular objectives, financial situation or needs. If you are in any doubt about whether to participate in the SPP, you should seek advice from a professional adviser who is licensed by ASIC to give that advice before participating.

All references in this booklet to either dollars or \$ are to Australian dollars.

Offering restrictions

This Booklet is intended for use only in connection with the offer of New Shares to Eligible Shareholders in Australia or New Zealand. No action has been taken to permit an offering of New Shares in any jurisdiction outside of Australia and New Zealand. The distribution of this Booklet (and any electronic copies) may be

restricted by law and persons (including nominees and custodians) who come into possession of it should observe any such restrictions.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

This Booklet may not be distributed or released in the United States. This Booklet does not constitute an offer to sell, or a solicitation of an offer to buy, any New Shares in the United States or in any jurisdiction in which such an offer would be unlawful. The New Shares to be offered and sold under the SPP have not been, and will not be, registered under the US Securities Act of 1933, as amended (**US Securities Act**) or the securities laws of any US state or other jurisdiction of the United States, and may not be offered or sold, directly or indirectly, in the United States or to any person acting for the account or benefit of a person in the United States (to the extent such person is acting for the account or benefit of a person in the United States). The New Shares under the SPP may only be offered and sold outside the United States in "offshore transactions" (as defined in Rule 902(h) under the US Securities Act) in reliance on Regulation S under the US Securities Act.

Important information for Eligible Shareholders in New Zealand

The New Shares under the SPP are not being offered or sold to the public within New Zealand other than to existing shareholders of Steadfast with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

Important information for custodians

Due to legal restrictions, nominees and custodians may not distribute this Booklet (and any electronic copies) to any person in and may not participate in the SPP on behalf of any beneficial Shareholder from, a country outside Australia or New Zealand.

Forward-looking statements

The information in this Booklet is for general information only and contains forward looking statements, opinions or estimates or statements about future matters (each a **forward looking statement**). Such forward looking statements can be identified by the use of forward looking words such as "may", "will", "expect", "intend", "plan", "estimate", "anticipate", "continue", and "guidance", or other similar words and include, without limitation, statements regarding Steadfast's intent, belief or expectations, plans, strategies, objectives of management, the proposed acquisition of Combined Agency Group Pty Ltd (trading as Sure Insurance) (ACN 630 149 272) and/or other potential acquisitions, the outcome of the Placement and SPP and the use of proceeds therefrom. Steadfast gives no undertaking to update this information over time (subject to legal or regulatory requirements). Any forward-looking statements are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Forward-looking statements involve known and unknown risks, uncertainties and other factors that are outside control of Steadfast, its related bodies corporate and affiliates and each of their respective directors, securityholders, officers, employees, partners, agents, advisers and management and may cause Steadfast's actual results, performance or achievements to differ materially from any future results, performance or achievements expressed or implied by these forward-looking statements. Any forward-looking statements in this Booklet are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions.

Investors are strongly cautioned not to place undue reliance on forward looking statements, particularly in light of the current economic climate and the significant volatility, uncertainty and disruption caused by the ongoing effects of the COVID 19 pandemic and geopolitical tensions such as the Russian-Ukrainian War and Israel-Palestine conflict. Neither Steadfast nor any other person gives any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this Booklet will actually occur. In addition, please note that past performance is no guarantee or indication of future performance. Possible factors that could cause Steadfast's results or performance to differ materially from those expressed in Steadfast's forward looking statement include the risk factors set out in the Investor Presentation.

The forward-looking statements are based on information available to Steadfast as at the date of this Booklet. Except as required by applicable laws or regulations, none of Steadfast, its representatives or advisers undertakes to provide any additional information or revise the statements in this Booklet, whether as a result of a change in expectations or assumptions, new information, future events, results or circumstances.

LETTER FROM THE CHAIR

23 November 2023

Dear Shareholder

On behalf of the Directors of Steadfast Group Limited (**Steadfast**), I am pleased to offer Eligible Shareholders the opportunity to participate in the Share Purchase Plan (**SPP**). The SPP allows Eligible Shareholders to purchase up to \$30,000 worth of new ordinary shares (**New Shares**) in Steadfast, without incurring brokerage or transaction costs. The SPP aims to raise approximately \$30 million and is not underwritten. Steadfast may determine to raise a higher amount or decide to scale back applications under the SPP at its absolute discretion.

On 16 November 2023, Steadfast announced a placement of new ordinary shares (**Placement Shares**) to institutional and professional investors, which raised approximately \$280 million (**Placement**). Proceeds from the Placement and SPP will be used to fund the upfront acquisition payment for Combined Agency Group Pty Ltd (t/as Sure Insurance) (ACN 630 149 272) (**Sure Insurance**), the FY24 incremental earn-out payment for Sure Insurance and to provide cash for acquisition opportunities and / or potential deferred earn-out payments.

Further details of the Placement and a summary of some of the key risks associated with an investment in Steadfast, are set out in the announcement and investor presentation released to the Australian Securities Exchange (**ASX**) by Steadfast on 16 November 2023 (together, the **Investor Presentation**).

Issue Price

The SPP provides Eligible Shareholders (as defined in the Booklet) with the opportunity to purchase New Shares at an Issue Price which is the lesser of:

- \$5.14 per New Share, being the price at which Placement Shares were issued under the Placement; and
- the price that is a 1% discount to the volume weighted average price of ordinary shares in Steadfast (**Shares**) traded on the ASX over the 5 trading days up to, and including, the day on which the SPP closes (on Thursday, 14 December 2023) (rounded down to the nearest cent).

You may apply for a parcel of New Shares valued at up to \$30,000, being one of \$2,500, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000, or \$30,000.

New Shares will rank equally with existing Shares.

Participation

Participation in the SPP is optional and is open to Eligible Shareholders, being persons who at 7.00pm (Sydney time) on Wednesday, 15 November 2023 were registered as holders of Shares and whose address on Steadfast's share register is in Australia or New Zealand.

Eligible Shareholders who are custodians holding Shares on behalf of Eligible Beneficiaries are also invited to participate in the SPP on the terms and conditions set out in this Booklet. Shareholders in the United States are not eligible to participate in the SPP. Similarly, Shareholders (including custodians and nominees) who hold Shares on behalf of persons in the United States, or are acting for the account or benefit of persons in the United States, are not eligible to participate in the SPP on behalf of those persons.

Steadfast will not issue New Shares to an applicant under the SPP if those New Shares, either alone or in conjunction with the issue of New Shares under other applications for New Shares received by Steadfast, would contravene any law or the ASX Listing Rules.

How to apply for New Shares

The SPP opens on Thursday, 23 November 2023 and closes at 5.00pm (Sydney time) on Thursday, 14 December 2023.

If you are an Eligible Shareholder who wishes to participate in the SPP, you may apply for New Shares under the SPP by any of:

- **Option 1:** making payment directly by BPAY® in accordance with the instructions in the enclosed application form (**Application Form**) (your personalised Application Form may also be downloaded from <https://events.miracle.com/SDF-offer>). Please make sure you use the specific biller code and unique reference number (used to identify your holding) on your personalised Application Form (you do not need to return an Application Form under this option);
- **Option 2:** completing and returning the Application Form, together with payment via cheque, bank draft or money order made payable to "Steadfast Group Limited". Payment via BPAY is highly recommended in light of possible postal delays and cheque clearance timeframes under this option. In the event that your Application Form is delayed due to postal delays, your application may not be accepted; or
- **Option 3 (New Zealand shareholders only):** making payment by electronic funds transfer in accordance with the instructions in the enclosed Application Form and completing and returning the enclosed application form.

The application monies (including any Application Form and/or Custodian Certificate, if applicable) must be received **no later than 5.00pm** (Sydney time) on Thursday, 14 December 2023. Regardless of when (during the SPP offer period) you submit your application and funds, your application will be deemed to be made and received at 5.00pm on Thursday, 14 December 2023.

You will not be able to withdraw or revoke your Application Form or application monies once you have submitted it or change the amount of your application.

This Booklet contains further information about the SPP, including the terms and conditions of the SPP and various defined terms used throughout this Booklet. The terms and conditions set out the relevant criteria for determining eligibility to participate in the SPP as well as rules relating to applications for New Shares under the SPP. The Board recommends you read this Booklet and the Investor Presentation (in particular the key risks described therein) before deciding whether to participate in the SPP.

On behalf of the Board, I thank you for your continued support of Steadfast.

Yours faithfully



Frank O'Halloran, AM
Chair
Steadfast Group Limited

SPP TERMS AND CONDITIONS

Important notice

If you apply to participate in the SPP, you accept the risk that the market price of Shares may change between the date of the SPP Offer and the date when New Shares are issued to you under the SPP. As such, it is possible that, up to or after the date you receive New Shares under the SPP, you may be able to buy Shares on the ASX at a lower price than the Issue Price under the SPP.

By participating in the SPP you will be deemed to have accepted, and will be bound by, these terms and conditions. Eligible Shareholders who receive New Shares will also be bound by the constitution of Steadfast.

Unless the context requires otherwise, capitalised terms used in these terms and conditions will have the meaning given to them elsewhere in this Booklet.

1 Offer

- 1.1 Steadfast Group Limited (**Steadfast**) offers each Eligible Shareholder the opportunity to purchase up to \$30,000 worth of new ordinary shares in Steadfast (**New Shares**) under the Share Purchase Plan (**SPP**) subject to and in accordance with the terms and conditions set out below (such offer, the **SPP Offer**).
- 1.2 The SPP Offer opens on Thursday, 23 November 2023 (**Opening Date**) and closes at 5.00pm (Sydney time) on Thursday, 14 December 2023 (or such other date as Steadfast determines in its absolute discretion) (**Closing Date**).
- 1.3 The SPP Offer is non-renounceable and, therefore, Eligible Shareholders cannot transfer their right to purchase New Shares to any third party.
- 1.4 The SPP Offer to each Eligible Shareholder (whether as a Custodian or on its own account) is made on the same terms and conditions.
- 1.5 All references to \$ or dollars in this Booklet are references to Australian dollars unless otherwise indicated.
- 1.6 All references to time in these SPP terms and conditions are references to Sydney time, unless otherwise indicated.

2 Eligible Shareholders

- 2.1 You are an **Eligible Shareholder** who is eligible to participate in the SPP if you:
 - (a) were registered on Steadfast's share register (**Register**) as a holder of one or more ordinary shares in Steadfast (**Shares**) at 7.00pm (Sydney time) on Wednesday, 15 November 2023 (**Record Date**);
 - (b) have a registered address in either Australia or New Zealand; and
 - (c) are not in the United States and are not acting for the account or benefit of a person in the United States.
- 2.2 Eligible Shareholders who are "custodians" (as defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547) (**Custodians**) may participate in the SPP Offer in accordance with clauses 3.2 and 4.4.
- 2.3 The SPP Offer is not made to holders of Shares with a registered address outside of Australia and New Zealand.
- 2.4 The SPP Offer is being made to New Zealand shareholders in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

3 Joint holders and Custodians

- 3.1 If two or more persons are registered on the Register as jointly holding Shares, they are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder, and an agreement, acknowledgement or certification given by any of them is taken to be an agreement, acknowledgement or certification given by all of them.
- 3.2 Subject to these terms and conditions, Eligible Shareholders who are Custodians may participate in the SPP on behalf of each Eligible Beneficiary on whose behalf they hold Shares. Shareholders who are Custodians who hold Shares on behalf of persons in the United States, or are acting for the account or benefit of persons in the United States, are not eligible to participate in the SPP on behalf of those persons.
- 3.3 An **Eligible Beneficiary** is a person:
- (a) on whose behalf a Custodian holds Shares as at the Record Date;
 - (b) who has a registered address in either Australia or New Zealand; and
 - (c) who is not in the United States and is not acting for the account or benefit of a person in the United States.

4 Applications for New Shares

- 4.1 Eligible Shareholders are entitled to contribute a set amount of \$2,500, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000 (**Application Amounts**).
- 4.2 Eligible Shareholders who wish to apply for New Shares must either:
- (a) make a payment for the appropriate amount via BPAY® in accordance with the instructions on the Application Form so that it is received prior to the Closing Date. Please make sure you use the

specific biller code and unique reference number (used to identify your holding) shown on your personalised Application Form. If you pay by BPAY® there is no need to return your Application Form but you will be taken to have made the statements, agreements, acknowledgements, confirmations, representations, warranties, acceptances, authorisations, declarations and certifications that are set out in the Application Form;

- (b) complete the enclosed Application Form and return it in accordance with the instructions on the form together with a cheque, bank draft or money order drawn for the appropriate amount from an Australian financial institution made payable to "**Steadfast Group Limited**" and crossed "**Not Negotiable**" so that it is received prior to the Closing Date. Steadfast will not accept payment by cash; or
 - (c) **New Zealand shareholders only** – make a payment for the appropriate amount via electronic funds transfer in accordance with the instructions on the Application Form and return the Application Form in accordance with the instructions on the Application Form so that it is received prior to the Closing Date. Steadfast will not accept payment by cash.
- 4.3 Eligible Shareholders who receive more than one offer under the SPP (for example, because they hold Shares in more than one capacity or in different registered holdings) may apply on different Application Forms for New Shares but may not apply for New Shares with an aggregate value of more than \$30,000.
- 4.4 If you wish to subscribe for New Shares as a Custodian for one or more Eligible Beneficiaries, you must also complete and submit a certificate that contains details of the participating Eligible Beneficiaries, including their name, address, the number of participating Eligible Beneficiaries, the number of Shares you hold on their behalf, and the number of New Shares you have been instructed to apply for on their behalf which complies with ASIC Corporations (Share and Interest Purchase Plans)

Instrument 2019/547 (**Custodian Certificate**) before your application will be accepted. Applications by Custodians that are not accompanied by a duly completed Custodian Certificate will be rejected. Custodian Certificates not received by the Closing Date will be rejected. Custodians wishing to participate on behalf of a beneficiary or beneficiaries must contact capitalmarkets@linkmarketservices.com.au for further information about the custodian application process and for a copy of the Custodian Certificate.

- 4.5 If you hold Shares as a trustee or nominee for another person, but are not a Custodian, you cannot participate for beneficiaries in the manner described in clause 4.4. In this case, the rules in clause 4.3 apply.
- 4.6 Steadfast and its officers and agents may accept or reject your application for New Shares in whole or in part (including by rounding down to the nearest valid Application Amount) at their absolute discretion including, without limitation, if:
- (a) your application does not comply with these terms and conditions;
 - (b) it appears you are not an Eligible Shareholder or, if you are a Custodian, it appears that you are not applying on behalf of Eligible Shareholders;
 - (c) your BPAY® payment, your Application Form and cheque, bank draft or money order or, if you are a New Zealand Shareholder, your Application Form and electronic funds transfer is not received by the Registry by the Closing Date;
 - (d) if paying by cheque, bank draft or money order or electronic funds transfer, your Application Form is incomplete or incorrectly completed or is otherwise determined by Steadfast to be invalid;
 - (e) your cheque is dishonoured or your cheque, bank draft or money order has been incorrectly completed or your BPAY® payment or electronic funds transfer is incomplete or invalid;
 - (f) Steadfast believes on reasonable grounds that you are applying to

purchase more than \$30,000 worth of New Shares in aggregate (including as a result of Shares you hold directly, jointly or through a Custodian or nominee arrangement) or, if you are a Custodian, it appears on reasonable grounds that you are applying on behalf of a beneficiary for more than \$30,000 worth of New Shares in aggregate or your application is not for one of the following Application Amounts:

- (i) \$2,500;
 - (ii) \$5,000;
 - (iii) \$10,000;
 - (iv) \$15,000;
 - (v) \$20,000;
 - (vi) \$25,000; or
 - (vii) \$30,000;
- (g) payment of the application monies is not submitted in Australian currency or, if payment is made by cheque, bank draft or money order, the cheque, bank draft or money order is not drawn on an Australian financial institution; or
- (h) the amount of your BPAY® payment or your cheque, bank draft or money order or, if you are a New Zealand shareholder, your electronic funds transfer payment, is not equal to the amount of your application, in which event Steadfast will, in its absolute discretion:
- (i) reject your application and refund in full your application monies and not allot any New Shares to you; or
 - (ii) allot to you the number of New Shares that would have been allotted had you applied for the highest designated amount that is less than the amount of your payment and refund to you the excess of your application monies.
- 4.7 If you are entitled to a refund of all or any of your application monies, the

refund will be paid to you, without interest, as soon as practicable:

- (a) by direct credit to your nominated account or by cheque to your address (as recorded with the Registry); or
- (b) by returning your Application Form and cheque, bank draft or money order, if not processed, to your registered address (as recorded with the Registry).

4.8 Regardless of when (during the SPP offer period) you submit your application and funds, all applications will be deemed to be made on the Closing Date. You will not be able to withdraw or revoke your application monies once you have submitted your application and paid your application monies or change the amount of your application, except as allowed by law.

5 Issue Price

5.1 The issue price per New Share (**Issue Price**) will be the lower of:

- (a) \$5.14 per New Share, being the price at which Placement Shares were issued under the Placement; and
- (b) the price that is a 1% discount to the volume weighted average price of Shares traded on the ASX over the 5 trading days up to, and including, the Closing Date (rounded down to the nearest cent).

5.2 The current Share price can be obtained from the ASX and is listed in the financial and business section of major daily newspapers circulating in Australia.

5.3 You agree to pay the Issue Price per New Share for the number of New Shares calculated under clause 6.1 or, if there is a scale back, the number of New Shares calculated under clause 8.

6 Calculation and issue of New Shares

6.1 If you apply for New Shares under the SPP, you will apply for a certain value, rather than a certain number, of New

Shares. If your application is accepted, Steadfast will divide the value of your application monies by the Issue Price (as determined under clause 5.1) in order to determine the number of New Shares which, subject to scale back, will be issued to you.

6.2 If the calculation in clause 6.1 produces a fractional number, the number of New Shares issued to you will be rounded up to the nearest whole New Share.

6.3 New Shares will be issued on Thursday, 21 December 2023 (**Issue Date**).

6.4 New Shares issued under the SPP will rank equally in all respects with existing Shares as at the Issue Date. However, New Shares will not receive the final dividend for the financial year ended 30 June 2023 as the record date for that distribution was 22 August 2023.

6.5 Steadfast will apply to the ASX for quotation of New Shares. It is anticipated that New Shares will be quoted on the ASX immediately after their issue.

6.6 The Registry will send holding statements in respect of the New Shares issued under the SPP on or around Friday, 22 December 2023.

7 Effect of applying to participate

7.1 By returning an Application Form or making a payment via BPAY®, you (on your own behalf and on behalf of each person for whose account you are acting, if applicable):

- (a) are deemed to have accepted the SPP Offer and you irrevocably and unconditionally agree to the terms and conditions of the SPP and the terms and conditions of the Application Form (including, without limitation, the section of the Application Form titled "Important Information"), and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP;

- (b) acknowledge that you have read these SPP terms and conditions in full;

- (c) warrant that to the best of your knowledge, having made due enquiries, all details and statements in your application are true and complete and not misleading (including by omission);
- (d) agree that your application will be irrevocable and unconditional (that is, it cannot be withdrawn);
- (e) warrant that to the best of your knowledge, having made due enquiries, you are an Eligible Shareholder and are eligible to participate in the SPP, and agree to provide (and if applicable direct your nominee or Custodian provide) any requested substantiation of your eligibility to participate in the SPP and of your holding of Shares on the Record Date;
- (f) acknowledge that no interest will be paid on any application monies held pending the issue of New Shares or subsequently refunded to you for any reason;
- (g) acknowledge that Steadfast and its officers and agents are not liable for any consequences of the exercise or non-exercise of discretions referred to in these terms and conditions;
- (h) agree to pay the Issue Price per New Share up to the maximum of:
- (i) the value you have selected on the Application Form;
 - (ii) the maximum value of your BPAY® payment or cheque, bank draft or money order; or
 - (iii) if you are a New Zealand shareholder, the maximum value of your electronic funds transfer payment,
- (as determined by Steadfast in its absolute discretion);
- (i) acknowledge and agree that:
- (i) you are not in the United States and are not acting for the account or benefit of a person in the United States (in the event that you are acting for the account or benefit of a person in the United States, you are not participating in the SPP in respect of that person);
 - (ii) the New Shares have not been, and will not be, registered under the US Securities Act and, accordingly, may not be offered or sold, directly or indirectly, in the United States;
 - (iii) you have not, and will not, send, release or distribute this Booklet or any materials relating to the SPP to any person in the United States;
 - (iv) if in the future you decide to sell or otherwise transfer the New Shares, you will only do so in standard brokered transactions on the ASX, where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or the purchaser is, a person in the United States; and
 - (v) if you are acting as a trustee, nominee or Custodian, each beneficial holder on whose behalf you are participating in the SPP is resident in Australia or New Zealand, and you have not sent this Booklet, or any materials relating to the SPP to any person outside of Australia and New Zealand;
- (j) if you are applying for New Shares on your own behalf (and not as Custodian), certify, acknowledge and agree that:
- (i) you are not applying for New Shares with an aggregate application price of more than \$30,000 (including any New Shares which a Custodian has applied to purchase on your behalf under the SPP); and
 - (ii) the aggregate application price for the following does not exceed \$30,000:
 - (A) the New Shares the subject of the application;

- (B) any other Shares issued to you under the SPP or any similar arrangement in the 12 months before the application;
 - (C) any other New Shares which you instruct a Custodian to acquire on your behalf under the SPP; and
 - (D) any other Shares issued to a Custodian in the 12 months before the application as a result of an instruction given by you to the Custodian to apply for Shares on your behalf under an arrangement similar to the SPP,

even though you may have received more than one offer under the SPP or received offers in more than one capacity under the SPP;
- (k) if you are a Custodian and are applying on behalf of an Eligible Beneficiary on whose behalf you hold Shares, certify, acknowledge and agree that:
 - (i) you are a Custodian (as that term is defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547);
 - (ii) you held Shares on behalf of the Eligible Beneficiary as at the Record Date who has instructed you to apply for New Shares on their behalf under the SPP and that the Eligible Beneficiary was provided with a copy of this Booklet before giving such instruction;
 - (iii) you are not applying for New Shares on behalf of any Eligible Beneficiary with an aggregate application price of more than \$30,000 under the SPP; and
 - (iv) the information in the Custodian Certificate submitted with your Application Form is to the best of your knowledge, having made due enquiries, true, correct and not misleading;
- (l) accept the risks associated with any refund that may be dispatched to you by direct credit or cheque to your address shown on the Register;
- (m) are responsible for any dishonour fees or other costs Steadfast may incur in presenting a cheque for payment which is dishonoured;
- (n) agree to be bound by the constitution of Steadfast (as amended and as it may be amended from time to time in the future);
- (o) represent that in relation to your application for, and acquisition of, New Shares, you are in compliance with all relevant laws and regulations;
- (p) acknowledge that Steadfast may vary the timetable set out in this Booklet at its absolute discretion by lodging a revised timetable with the ASX;
- (q) acknowledge that the market price of Shares may rise or fall between the date of the SPP Offer and the Issue Date and that the Issue Price you pay for New Shares may exceed the market price of Shares on the Issue Date;
- (r) acknowledge that there are risks associated with acquiring and holding Shares, including those described in the Investor Presentation;
- (s) acknowledge that none of Steadfast or its subsidiaries or their respective directors, officers, employees, agents and advisers has provided you with any financial product, legal, investment or taxation advice in relation to the SPP, or has any obligation to provide such advice;
- (t) authorise Steadfast and its officers and agents to do anything on your behalf reasonably necessary for New Shares to be issued to you in accordance with these terms and conditions and to register you as the holder(s) of New Shares issued to you;
- (u) acknowledge that Steadfast may at any time determine that your application is valid, in accordance with the terms and

conditions of the SPP, even if the Application Form is incomplete, contains errors or is otherwise defective;

- (v) declare that you are at least 18 years of age and have full legal capacity and power to perform all your rights and obligations in respect of the SPP Offer; and
- (w) authorise Steadfast and its officers and agents to correct minor or easily rectified errors in, or omissions from, your Application Form and to complete the Application Form by the insertion of any missing minor detail.

8 Scale back

- 8.1 Steadfast may in its absolute discretion undertake a scale back of applications for New Shares to the extent and in the manner it sees fit (including by taking into account, among other factors, the size of your shareholding as at the Record Date). A "scale back" is a reduction in the number of New Shares issued (compared to the number applied for).
- 8.2 If there is a scale back, you may receive less than the parcel of New Shares for which you have applied.
- 8.3 If a scale back produces a fractional number of New Shares when applied to your parcel, the number of New Shares you will be allotted will be rounded up to the nearest whole number of New Shares.
- 8.4 If there is a scale back, the difference between the application monies received from you, and the number of New Shares allocated to you multiplied by the Issue Price, will be refunded to you without interest.

9 Dispute resolution

- 9.1 Steadfast may settle, in any manner it deems appropriate, any difficulties, anomalies or disputes which may arise in connection with, or by reason of, the operation of the SPP whether generally or in relation to any participant or any application for New Shares, and its

decision shall be conclusive and binding on all participants and other persons to whom the determination relates.

- 9.2 The powers of Steadfast under these terms and conditions may be exercised by the directors of Steadfast or any delegate or representative of them.

10 Variation and termination

- 10.1 Steadfast reserves the right at any time to:
 - (a) amend or vary these terms and conditions;
 - (b) waive strict compliance with any provision of these terms and conditions;
 - (c) withdraw the SPP Offer or suspend or terminate the SPP;
 - (d) vary the timetable for the SPP, including the Closing Date; and
 - (e) not accept an application, not issue New Shares, or issue New Shares to a value less than that applied for under the SPP by an Eligible Shareholder (including a Custodian applying on behalf of one or more Eligible Beneficiaries).
- 10.2 Any such amendment, variation, waiver, suspension, withdrawal, non-acceptance or termination will be binding on all Eligible Shareholders even where Steadfast does not notify you of that event.
- 10.3 In the event that the SPP is withdrawn or terminated, all application monies will be refunded. No interest will be paid on any money returned to you.

11 Privacy policy

- 11.1 Chapter 2C of the Corporations Act requires information about a securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. This information must continue to be included in the public register if you cease to be a securityholder.

11.2 Steadfast and the Registry may collect personal information to process your application, implement the SPP and administer your holding of Shares. The personal information contained in the Register is also used to facilitate payments and corporate communications (including financial results, annual reports and other information to be communicated to holders of Shares) and to ensure compliance with legal and regulatory requirements, including Australian taxation laws and the Corporations Act.

11.3 Your personal information may be disclosed to joint investors, the Registry, securities brokers, third party service providers (including print and mail service providers, technology providers and professional advisers), related entities of Steadfast and its agents and contractors, and the ASX and other regulatory authorities, and in any case, where disclosure is required or allowed by law (which may include disclosures to the Australian Taxation Office and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom your personal information may be disclosed may be located overseas.

11.4 Link Market Services Limited's privacy policy is available on its website: www.linkmarketservices.com.au.

conditions, or the SPP Offer, will be determined by the courts of New South Wales. By accepting the SPP Offer, you agree to submit to the exclusive jurisdiction of the courts in New South Wales. Other terms and conditions, and rights and obligations in respect of Shares, are contained in the constitution of Steadfast.

14.2 The terms and conditions of the SPP prevail to the extent of any inconsistency with the Application Form.

12 Costs of participation

12.1 Steadfast will not charge any brokerage, commissions or other transaction costs in respect of the application for, and allotment of, New Shares under the SPP.

13 Underwriting

13.1 The SPP is not underwritten.

14 Governing law

14.1 These terms and conditions are governed by the laws in force in New South Wales. Any dispute arising out of, or in connection with, these terms and

For more information, please contact Steadfast's share registry, Link Market Services Limited, from 8.30 am to 5.30 pm Monday to Friday on 1800 642 133 (callers within Australia) or +61 1800 642 133 (callers outside Australia).

About Steadfast

Steadfast Group, established in 1996, is the largest general insurance broking network and the largest underwriting agency group in Australasia. The network provides services to broker businesses across Australia, New Zealand, Asia, United States, and London. As of June 2023, Steadfast's network brokers and underwriting agencies generated billings of more than AUD\$13 billion. Steadfast also operates as a co-owner and consolidator through its equity interests in a number of broker businesses, underwriting agencies and other complementary businesses. Steadfast Group also has a 60% equity stake in UnisonSteadfast, a global general insurance broker network with 271 brokers in 115 countries.

For further information, please visit www.investor.steadfast.com.au



STEADFAST GROUP LIMITED

ABN 98 073 659 677

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

All Registry communications to:
Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
Telephone: 1800 642 133
From outside Australia: +61 1800 642 133
ASX Code: SDF
Website: www.linkmarketservices.com.au

IID:

SRN/HIN/Employee ID:

Entitlement Number:

Record Date: 15 November 2023

Offer Opens: 23 November 2023

Offer Closes 5:00pm (AEDT):
Thursday, 14 December 2023

SHARE PURCHASE PLAN ("SPP") APPLICATION FORM

How do I apply for Shares under this offer?

- Carefully read the SPP Booklet accompanying this form.
- Decide on the amount you wish to apply for.
- Pay for the Shares in accordance with the instructions outlined in the SPP Booklet and further important instructions on the reverse of this form.
 - Option 1: Paying by BPAY®.
 - Option 2: Paying by cheque, bank draft or money order.
- Payments must be in Australian dollars.

PAYMENT OPTIONS

Option 1: Paying by BPAY®

If paying by BPAY®, you do **NOT** need to return this Application Form. Payment must be received by the Registry by BPAY® by 5:00pm (AEDT) on Thursday, 14 December 2023. By paying by BPAY®, you will be deemed to have completed an Application Form for the number of Shares the subject of your application payment.

If you make a payment by BPAY® and Steadfast Group Limited receives an amount which is not equal to either A\$2,500, A\$5,000, A\$10,000, A\$15,000, A\$20,000, A\$25,000 and A\$30,000, Steadfast Group Limited may round down the dollar amount of Shares that you are applying for to the next lowest parcel at their discretion.



Billers Code: 408153

Ref:

Telephone & Internet Banking – BPAY®

Contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. More info: www.bpay.com.au

© Registered to BPAY Pty Ltd ABN 69 079 137 518

Option 2: Paying by cheque, bank draft or money order

If paying by cheque, bank draft or money order, complete and return the Acceptance Slip attached to this Application Form with your application payment.

- Tick the box beside the amount you wish to apply for, either A\$2,500, A\$5,000, A\$10,000, A\$15,000, A\$20,000, A\$25,000 or A\$30,000.
- Enter your cheque, bank draft or money order details. The amount of your application payment should be equal to the amount applied for in section A of the Acceptance Slip. Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "Steadfast Group Limited" and crossed "Not Negotiable". Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. If you provide a cheque, bank draft or money order for an amount that is not equal to either A\$2,500, A\$5,000, A\$10,000, A\$15,000, A\$20,000, A\$25,000 or A\$30,000, Steadfast Group Limited may round down the number of Shares that you are applying for to the next lowest parcel at their discretion. Your payment must be for a minimum of A\$2,500.
- Enter your contact telephone number at which we may contact you regarding your application for Shares, if necessary.

THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE SHAREHOLDER AND HOLDING RECORDED ABOVE.



If paying by option 2, please detach
and enclose with payment

IID:

SRN/HIN:

Entitlement Number:



A I/We wish to purchase a parcel of Shares to the value of

A\$

B Make your cheque, bank draft or money order payable to "Steadfast Group Limited" and crossed "Not Negotiable"

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
				A\$.00

C Telephone Number – Business Hours

Telephone Number – After Hours

Contact Name

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IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
2. If you do not wish to purchase additional Shares under this SPP, there is no need to take action.
3. Please ensure you have read and understood the SPP Booklet and this Important Information, before you make the application payment by BPAY® and if paying by cheque, money order or bank draft, before you return your Acceptance Slip attached to this Application Form. By making payment you agree that you have read and understood the SPP Booklet (including the SPP Terms and Conditions), and that you make the agreements, representations, warranties and acknowledgments set out in the SPP Booklet.
4. This SPP is non-renounceable. Applications can only be accepted in the name printed on the Application Form.
5. If you are a custodian, trustee or nominee within the definition of "custodian" in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 you must complete and submit an additional Schedule that contains additional certifications and details that must be provided ("the Schedule") before your Application will be received. The Schedule can be obtained by contacting the Share Registry. Applications received by custodians that are not accompanied by the Schedule will be rejected.
6. Steadfast Group Ltd reserves the right to make amendments to your Application Form where appropriate.
7. The SPP Booklet and this Application Form do not constitute an offer of shares in any place outside Australia or New Zealand. In particular, the SPP Booklet and this Application Form do not constitute an offer to sell, or the solicitation of an offer to buy, any Shares in the United States or in any other jurisdiction in which such an offer would be unlawful. The Shares to be offered and sold under the SPP have not been and will not be, registered under the U.S. Securities Act of 1933, as amended, or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold, directly or indirectly, in the United States or to any person acting for the account or benefit of a person in the United States (to the extent such person is acting for the account or benefit of a person in the United States).

How to Lodge your Acceptance Slip and application payment

Acceptance Slip and the payment for Shares must be received by the Registry no later than the closing date shown overleaf. If paying by BPAY® you do not need to complete or return the Application Form. You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry by the close of the offer.

Mailing Address

Steadfast Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235

Make sure you send your Acceptance Slip and application payment allowing enough time for mail delivery, so Link Market Services Limited receives them no later than 5.00pm (Sydney time) on Thursday, 14 December 2023. Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. Steadfast Group Limited reserves the right not to process any Acceptance Slips and application payments received after the Closing Date.

If you require information on how to complete this Acceptance Slip please contact the Steadfast Group Limited SPP Offer Information Line on 1800 642 133 if calling within Australia or +61 1800 642 133 if calling from outside of Australia.



STEADFAST GROUP LIMITED

ABN 98 073 659 677

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All Registry communications to:

Link Market Services Limited

Locked Bag A14

Sydney South NSW 1235 Australia

Telephone: 1800 642 133

From outside Australia: +61 1800 642 133

ASX Code: SDF

Website: www.linkmarketservices.com.au

IID:

SRN/HIN/Employee ID:

Entitlement Number:

Record Date:

15 November 2023

Offer Opens:

23 November 2023

**Offer Closes 5:00pm (AEDT):
Thursday, 14 December 2023**

SHARE PURCHASE PLAN ("SPP") APPLICATION FORM

How do I apply for Shares under this offer?

- Carefully read the SPP Booklet accompanying this form.
- Decide on the amount you wish to apply for.
- Pay for the Shares in accordance with the instructions outlined in the SPP Booklet and further important instructions on the reverse of this form.
 - Payment Option 1: Paying by BPAY®.
 - Payment Option 2: Paying by EFT payment.
 - Payment Option 3: Paying by Cheque, Bank Draft or Money Order.

PAYMENT OPTIONS

Option 1: Paying by BPAY®

If paying by BPAY®, you do NOT need to return this Application Form. Payment must be received by the Registry by BPAY® by 5:00pm (AEDT) on Thursday, 14 December 2023. By paying by BPAY®, you will be deemed to have completed an Application Form for the number of Shares the subject of your application payment. If you make a payment by BPAY® and Steadfast Group Limited receives an amount which is not equal to either A\$2,500, A\$5,000, A\$10,000, A\$15,000, A\$20,000, A\$25,000 and A\$30,000, Steadfast Group Limited may round down the dollar amount of Shares that you are applying for to the next lowest parcel at their discretion.

Option 2: Paying by EFT payment

If paying by EFT, complete and return this Application Form once your application payment has been made by EFT. Completed Application Forms must be emailed to capitalmarkets@linkmarketservices.com.au.

- A. Tick the box beside the amount you wish to apply for, either A\$2,500, A\$5,000, A\$10,000, A\$15,000, A\$20,000, A\$25,000 and A\$30,000.
- B. Submit a payment in Australian Dollars to the following account. Payment must be received in cleared funds by 5:00pm (AEDT) on Thursday, 14 December 2023. You must use your SRN/HIN as the reference number for your deposit. If you do not use your SRN/HIN, your application will not be able to be processed.

Account Name: ITF PACIFIC CUSTODIANS PTY LIMITED - STEADFAST GROUP LIMITED
BSB: 062-028
Account No: 1223 9813
Swift Code for Inbound Deposits from Overseas: CTBAU2SXXX

- C. Enter your contact telephone number at which we may contact you regarding your application for Shares, if necessary.

Option 3: Paying by Cheque, Bank Draft or Money Order

If paying by cheque, bank draft or money order, complete and return the Acceptance Slip attached to this Application Form with your application payment.

- A. Tick the box beside the amount you wish to apply for, either A\$2,500, A\$5,000, A\$10,000, A\$15,000, A\$20,000, A\$25,000 or A\$30,000.
- B. Enter your cheque, bank draft or money order details. The amount of your application payment should be equal to the amount applied for in section A of the Acceptance Slip. Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "Steadfast Group Limited" and crossed "Not Negotiable". Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. If you provide a cheque, bank draft or money order for an amount that is not equal to either A\$2,500, A\$5,000, A\$10,000, A\$15,000, A\$20,000, A\$25,000 or A\$30,000, Steadfast Group Limited may round down the number of Shares that you are applying for to the next lowest parcel at their discretion. Your payment must be for a minimum of A\$2,500.
- C. Enter your contact telephone number at which we may contact you regarding your application for Shares, if necessary.



Billers Code: 408153
Ref:

Telephone & Internet Banking – BPAY®

Contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. More info: www.bpay.com.au
© Registered to BPAY Pty Ltd ABN 69 079 137 518

THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE SHAREHOLDER AND HOLDING RECORDED ABOVE.



ABN 98 073 659 677

*If paying by option 3, please detach
and enclose with payment*

IID:

SRN/HIN:

Entitlement Number:



A I/we wish to purchase a parcel of Shares to the dollar amount of (tick one box only):

- ☐ A\$2,500 OR ☐ A\$5,000 OR ☐ A\$10,000 OR ☐ A\$15,000 OR
☐ A\$20,000 OR ☐ A\$25,000 OR ☐ A\$30,000

B EFT Details

Date of Submission

Reference on payment

C Make your cheque, bank draft or money order payable to "Steadfast Group Limited" and crossed "Not Negotiable"

Drawer

Cheque Number

BSB Number

Account Number

Amount of Cheque

A\$.00

D Telephone Number – Business Hours

Telephone Number – After Hours

Contact Name

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()

IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
2. If you do not wish to purchase additional Shares under this SPP, there is no need to take action.
3. Please ensure you have read and understood the SPP Booklet and this Important Information, before you make the application payment and return this Application Form if paying via EFT or cheque, money order or bank draft. By making payment you agree that you have read and understood the SPP Booklet (including the SPP Terms and Conditions), and that you make the agreements, representations, warranties and acknowledgments set out in the SPP Booklet.
4. This SPP is non-renounceable. Applications can only be accepted in the name printed on the Application Form.
5. If you are a custodian, trustee or nominee within the definition of "custodian" in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 you must complete and submit an additional Schedule that contains additional certifications and details that must be provided ("the Schedule") before your Application will be received. The Schedule can be obtained by contacting the Share Registry. Applications received by custodians that are not accompanied by the Schedule will be rejected.
6. Steadfast Group Ltd reserves the right to make amendments to your form where appropriate.
7. The SPP Booklet and this Application Form do not constitute an offer of shares in any place outside Australia or New Zealand. In particular, the SPP Booklet and this Application Form do not constitute an offer to sell, or the solicitation of an offer to buy, any Shares in the United States or in any other jurisdiction in which such an offer would be unlawful. The Shares to be offered and sold under the SPP have not been and will not be, registered under the U.S. Securities Act of 1933, as amended, or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold, directly or indirectly, in the United States or to any person acting for the account or benefit of a person in the United States (to the extent such person is acting for the account or benefit of a person in the United States).

How to Lodge your Acceptance Slip and application payment

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Sydney South NSW 1235

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