

14 July 2017

Company Announcements Office  
Australian Securities Exchange Limited

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### **2017 EXTRAORDINARY GENERAL MEETING**

In accordance with the requirements of the ASX Listing Rules, Prime Financial Group Ltd (Prime – ASX code PFG) is pleased to provide a copy of the presentation to be given by Prime’s Chairman, Mr Paul Cowan, and its Managing Director/CEO, Mr Simon Madder at the Company’s Extraordinary General Meeting (which will commence at 10.00am this morning).

#### **About Prime Financial Group**

Prime Financial Group Ltd (Prime) is an Integrated Accounting, Wealth Management and Capital Advisory firm that operates a B2C direct client advice model and a B2B partnership model with Accounting and Advisory firms. Prime’s goal is for clients to receive complete Accounting, Wealth Management and Capital Advice.

For more information on this announcement please contact **Simon Madder (Managing Director / CEO)** on (03) 9827 6999.

## **2017 EXTRAORDINARY GENERAL MEETING**

### **Chairman's Address**

Good morning Ladies and Gentlemen. On behalf of my fellow directors, Mr Simon Madder, Mr Peter Madder and Mr Tim Carroll, it gives me great pleasure to welcome you to this Extraordinary General Meeting of Prime Financial Group Limited. My name is Paul Cowan, and I have the honour of being your Chairman.

I would also like to take the opportunity to welcome the members of our team who are in attendance this morning, as well as Mr Aaron Jordan from our legal advisers, HFW. I would also like to welcome representatives of Computershare who will be counting votes on resolutions to be considered this morning.

The agenda for this meeting will comprise a brief presentation by our Managing Director/CEO, Mr Simon Madder who will provide an update on;

- the operations of the business;
- the recently announced earnings guidance for the 2017 financial year; and
- the expansion of Prime's service offerings following the recent acquisition of the Brisbane based Altezza Partners and the completion of the staged acquisition of Melbourne based MPR Group, which has since been rebranded to Prime Accounting & Business Advisory.

As a consequence of this recent activity, the Prime team has increased from 35 to 90 skilled and committed staff members as we continue to build a national presence.

**Paul Cowan**  
**Chairman**



## Prime Financial Group Ltd (ASX PFG) – Extraordinary General Meeting

14 July 2017

# Important Notice And Disclaimer

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## Summary information

This Presentation contains summary information about PFG. The information in this Presentation is general background information and does not purport to summarise all information that an investor should consider when making an investment decision. It should be read in conjunction with PFG's other periodic and continuous disclosure announcements lodged with the Australian Securities Exchange (**ASX**), which are available at [www.asx.com.au](http://www.asx.com.au) or [www.primefinancial.com.au](http://www.primefinancial.com.au). Not all assets depicted in the Presentation are necessarily owned by PFG or any entity managed by PFG. Figures may not sum due to rounding. Currencies are generally presented in Australian dollars and times are references to Melbourne times except where the context requires otherwise.

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Actual future events may vary from these forecasts. Users of this information are cautioned against placing undue reliance on any forward looking statements.

## Not investment advice

This Presentation is for information purposes only and is not financial product or investment advice or a recommendation to acquire entitlements or shares. This Presentation is not a prospectus or a product disclosure statement under the *Corporations Act 2001 (Cth)* (**Corporations Act**) nor is it an offering document under any other law, and has not been lodged with ASIC. The information in this Presentation has been prepared without taking into account the investment objectives, financial circumstances, taxation position or particular needs of investors. Before making an investment decision, prospective investors should consider the appropriateness of the information having regard to their own objectives, financial situation and needs and seek appropriate legal, financial and taxation advice appropriate to their jurisdiction.

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- they will rely entirely upon their own assessment and advice in relation to the business, assets, financial position and affairs of PFG, including conducting independent inquiries, due diligence or analysis with appropriate legal, financial, taxation and other advice, as required; and
- any opinions expressed in this presentation are based on the knowledge and approach of the persons forming the opinion at the date that the opinion was formed and may have ceased or may in the future cease to be appropriate in the light of subsequent knowledge or attitudes.

# Welcome

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## **DIRECTORS**

Simon Madder – Managing Director & CEO

Peter Madder – Executive Director & CFO

Paul Cowan – Independent Non-Executive Chairman

Tim Carroll – Independent Non-Executive Director

## **LEGAL ADVISERS**

Holman Fenwick Willan

## **SHARE REGISTRY**

Computershare Investor Services





**Prime Financial Group Ltd (ASX PFG) – Managing Director & CEO's Presentation**



## Who We Are

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- Prime is an Integrated Accounting, Wealth Management and Capital Advisory firm that operates a B2C direct client advice model and a B2B partnership model with Accounting & Advisory firms
- Prime's goal is for clients to receive complete Accounting, Wealth Management and Capital advice

# Prime At A Glance

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## ASX Listed

- Established in 1998
- Accounting & Wealth Management Heritage
- Market Cap: \$35m



## National

- 90+ Team Members
- Personalised & Integrated Advice
- Leading Innovation Partner to Entrepreneurs



## \$1.0+ Billion Funds Under Management

- Partner to 30+ Accounting Firms



# Strong, Entrepreneurial & Experienced Board

The Board has the background, proven track record & vision to succeed



**Simon Madder**  
**Managing Director**  
**& CEO**

Co-founder, Managing Director & CEO of Prime Financial Group Ltd (Prime) since 1998

20 years' experience in Wealth Management & Accounting Services across Operations, Strategy & Acquisitions



**Paul Cowan**  
**Independent Non-Executive**  
**Chairman**

Executive Director River Capital (Funds Management)

Previously Director of Brumby's Bakeries Holdings Ltd and Cash Converters International Ltd

Chartered Accountant with 30+ years' experience inc. Funds Management & Corporate Advisory



**Peter Madder**  
**Executive Director**  
**& CFO**

Previously Managing Partner of 2 Accounting Firms

Chartered Accountant with 50+ years' experience in Corporate Structuring & Acquisitions, Finance & Operations



**Tim Carroll**  
**Independent Non-Executive**  
**Director**

CEO of BUCKiTDREAM Inc (Entertainment & Digital Marketing Company)

Previously Chief Global Marketing Officer Village Roadshow Corporation (2000 to 2011)

20+ years' experience in Marketing & Customer Relationship Management

# Services We Offer



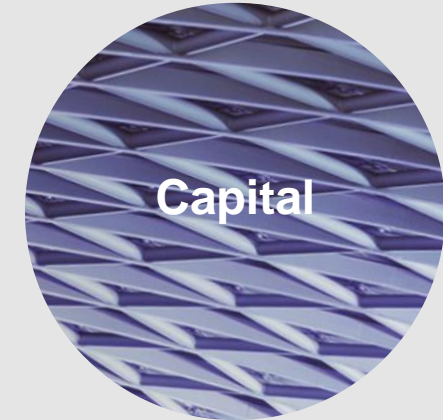
Whether you are a Business Owner, Founder, CEO, CFO – a start up; U.S. biotech looking to R&D in Australia; a small privately held business; to larger family enterprise; to unlisted or listed public company – through innovation and services we help you grow your enterprise

- Accounting & Tax Compliance
- Director & Board Services
- Management Advisory
- Start Up Services
- Outsourced CFO & Accounting Services
- SME Advisory
- Grants & Tax Incentives
- Innovation & Commercialisation



Professionals, Executive's, Business Owner's, Family Groups and Retirement orientated clients seek guidance and advice to manage and grow wealth to plan and protect for the future

- Financial & Retirement Planning
- Investment Advice
- Life Insurance
- Estate Planning, incl. Legal Services
- Superannuation incl. SMSF
- Lending & Finance
- Budgeting & Cashflow



Whether accessing Equity Capital for growth or selling to realise value, we work with your aspirations to achieve your goals and objectives

- Corporate Advisory
- Transactions & Restructuring
- Capital Raising

## Prime's Business Model

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- Deliver Integrated Advice across Prime's three core service lines through Prime's national office structure to Prime's Direct Client base
- Partner with Accounting & Advisory Firms to help them deliver Integrated Advice across the three service lines, to their client base

# Key Developments and FY2017 Progress

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## Corporate Development

- Acquisition of MPR
- Additional services, R & D and EMDG
- New division, Capital
- Acquisition of Altezza
- Acquisition of Equity Crowdfunding Platform (via Altezza)

## People

- Increased team members from 35 to 90
- Brisbane presence through acquisition of Altezza (10 of 90 team members)

## Investment Advice & Funds Management

- FUM of \$1.1Billion @ 30 June 2017
- Substantially increased use of Prime Separately Managed Accounts (SMA's) from \$96M in June 2016 to \$157M in June 2017
- \$1 Billion FUM advisory role (external)

## Market Update – 20 June 2017 (Forecast)

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- **Profit Before Income Tax** from continuing operations expected to **increase by 21 - 26%**
- Increased Debt Facility from **\$7.7m to \$12.0m** (expected debt at 30 June 2017 \$8.25m (approx.))
- Consolidated Group **Income expected to increase by 35%** (approx.)
- **Stronger than normal Net Inflows of FUM**
- **Final Dividend** expected to **increase** from 0.40cps to **0.45cps**
- Prime's focus in the 2018 financial year will be directed to the **integration of recent acquisitions**, the further **deployment of Prime's expanded business and service model** across both owned and partner firms and the **identification of new partners** to join the Group



## Contact

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Simon Madder

Managing Director/CEO

Prime Financial Group Ltd

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# Business of the Meeting

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## Resolution 1. Approval of Financial Assistance

To consider and, if thought fit, to pass (with or without modification) the following as a special resolution:

"That for the purposes of section 260B(2) of the Corporations Act, and for all other purposes, Shareholders approve PABA (Prime Accounting and Business Advisory – formerly MPR Group) providing financial assistance in connection with the Acquisition, as described in the Explanatory Statement accompanying this Notice of Meeting."

# Business of the Meeting

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## Resolution 2. Adoption of Performance Rights Plan

To consider and, if thought fit, to pass (with or without modification) the following as an ordinary resolution:

“That for the purposes of Listing Rule 7.2 (Exception 9(b)) and sections 200B and 200E of the Corporations Act, and for all other purposes, Shareholders approve the Performance Rights Plan and the issue of Performance Rights under that plan, including the issue of Shares upon vesting of those Performance Rights, on the terms and conditions set out in the Explanatory Statement.”

## Business of the Meeting

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### Resolution 3. Approval of Loan Adjustment (Simon Madder)

To consider and, if thought fit, to pass (with or without modification) the following as an ordinary resolution:

“That for the purposes of Chapter 2E of the Corporations Act and for all other purposes, Shareholders approve an adjustment to the terms of a loan provided to Simon Madder in connection with the PFG Employee Share Plan on the terms and conditions as set out in the Explanatory Statement.”

## Business of the Meeting

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### **Resolution 4. Approval of Loan Adjustment (Madder Corporate Pty Ltd)**

To consider and, if thought fit, to pass (with or without modification) the following as an ordinary resolution:

“That for the purposes of Chapter 2E of the Corporations Act and for all other purposes, Shareholders approve an adjustment to the terms of a loan provided to Madder Corporate Pty Ltd (an entity controlled by Peter Madder) in connection with the PFG Employee Share Plan on the terms and conditions as set out in the Explanatory Statement.”



## Resolution 1

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- The first item on the agenda is the resolution concerning the Approval of Financial Assistance
- Article 37.2 of the Company's Constitution states that a resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded. As Chairman I have elected that the resolution be put to vote as a poll

## Resolution 2

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- The second item on the agenda is the resolution concerning the Adoption of Performance Rights Plan
- Article 37.2 of the Company's Constitution states that a resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded. As Chairman I have elected that the resolution be put to vote as a poll

## Resolution 3

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- The third item on the agenda is the resolution concerning the Approval of Loan Adjustment (Simon Madder)
- Article 37.2 of the Company's Constitution states that a resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded. As Chairman I have elected that the resolution be put to vote as a poll

## Resolution 4

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- The fourth item on the agenda is the resolution concerning the Approval of Loan Adjustment (Madder Corporate Pty Ltd)
- Article 37.2 of the Company's Constitution states that a resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded. As Chairman I have elected that the resolution be put to vote as a poll