

**Form 603**Corporations Act 2001  
Section 671B**Notice of initial substantial holder**

To: Company Name/Scheme Prime Financial Group Ltd

009 487 674

ACN/ARSN

**1. Details of substantial holder (1)**

Name PFG Employee Share Plan Pty Ltd and its associate Vaughan Webber

ACN/ARSN (if applicable) 139 057 435

The holder became a substantial holder on 12 / 10 / 12**2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully Paid Ordinary (FPO) Shares	15,844,769	15,844,769	9.84%

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Mr Vaughan Webber ATF Carroll, Pike & Piercy Employee Unit Trust	Direct	3,595,730 FPO
PFG Employee Share Plan Pty Ltd ATF PFG Employee Share Plan Trust	Direct	12,146,791 FPO
Vaughan & Mary Webber	Direct	102,248 FPO

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Mr Vaughan Webber ATF Carroll, Pike & Piercy Employee Unit Trust	Mr Vaughan Webber ATF Carroll, Pike & Piercy Employee Unit Trust	Mr Vaughan Webber ATF Carroll, Pike & Piercy Employee Unit Trust	3,595,730 FPO
PFG Employee Share Plan Pty Ltd ATF PFG Employee Share Plan Trust	PFG Employee Share Plan Pty Ltd ATF PFG Employee Share Plan Trust	PFG Employee Share Plan Pty Ltd ATF PFG Employee Share Plan Trust	12,146,791 FPO
Vaughan & Mary Webber	Vaughan & Mary Webber	Vaughan & Mary Webber	102,248 FPO

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
The initial substantial shareholder notice has arisen due to the restructure of the trustee arrangements finalised 12/10/12 for the Prime Employee Share Plan, such plan having been approved by Prime shareholders at 2008 AGM. The shares were acquired for cash at various prices between October 2009 and August 2011. The shares held by the Carroll, Pike & Piercy Unit Trust were acquired as a result of the acquisition by Prime Financial Group Ltd of Carroll, Pike & Piercy Pty Ltd in 2008.				

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Mr Vaughan Webber ATF Carroll, Pike & Piercy Employee Unit Trust	Trustee - Mr Vaughan Webber
PFG Employee Share Plan Pty Ltd ATF PFG Employee Share Plan Trust	Director & Sole Share Holder - Mr Vaughan Webber

**7. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
Mr Vaughan Webber ATF Carroll Pike & Piercy Employee Unit Trust	Level 17, Como Office Tower, 644 Chapel Street, South Yarra, VIC 3141
PFG Employee Share Plan Pty Ltd ATF PFG Employee Share Plan Trust	Level 17, Como Office Tower, 644 Chapel Street, South Yarra, VIC 3141

**Signature**

print name **VAUGHAN WEBBER**

capacity

sign here



date **16 / 10 / 2012**

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.