

## PRE-QUOTATION DISCLOSURE

The following information is required to be provided to ASX Limited (**ASX**) for release to the market in connection with the official quotation, on a normal settlement basis, of the fully paid ordinary shares (**Shares**) in PSC Insurance Group Limited (ACN 147 812 164) (**PSC** or the **Company**).

Capitalised terms which have not been otherwise defined in this document have the meaning given to them in the prospectus lodged by PSC with the Australian Securities and Investments Commission on 5 November 2015 (**Prospectus**).

### 1. DISTRIBUTION SCHEDULE (Condition 2.2.1)

The distribution schedule of the numbers of holders in each class of Shares to be quoted is set out in **Annexure A**.

### 2. STATEMENT OF 20 LARGEST SHAREHOLDERS (Condition 2.2.2)

The statement setting out the names of the 20 largest holders of each class of Shares to be quoted, including the number and percentage of each class of Shares held by those holders is set out in **Annexure B**.

### 3. ROLL-UP ACQUISITIONS - CONFIRMATION OF COMPLETION (Condition 2.2.11)

The Company confirms that the roll-up acquisitions pursuant to the Roll-up Acquisition Agreements as described in the Prospectus completed on 8 December 2015 and the Company confirms that 39,276,063 ordinary shares were issued on 8 December 2015 pursuant to the Roll-up Acquisition Agreements.

The Company also confirms that the transactions contemplated by the Roll-up Option Cancellation Deeds and Roll-up Option Agreements have completed. The roll-up option holders were issued options in the Company under the Roll-up Option Agreements and exercised those options on 10 December 2010 and the Company confirms that 1,144,478 ordinary shares were issued to the roll-up option holders on 10 December 2015.

### 4. VOLUNTARY ESCROW (Condition 2.2.12)

A statement setting out the number of shares subject to voluntary escrow and the escrow period applied to those shares is set out in **Annexure C**.

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**ANNEXURE A  
DISTRIBUTION SCHEDULE**

**INVESTOR RANGES  
THURSDAY 10 DECEMBER 2015**

<b>Number of Shares</b>	<b>Number of Holders</b>
1 - 1,000	2
1,001 - 5,000	171
5,001 - 10,000	193
10,001 - 100,000	304
100,001 and over	58
<b>Total</b>	<b>728</b>

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**ANNEXURE B**  
**STATEMENT OF 20 LARGEST SECURITY HOLDERS**  
**THURSDAY 10 DECEMBER 2015**

<b>Rank</b>	<b>Shareholder</b>	<b>Shares held</b>	<b>% issued share capital</b>
<b>1</b>	MRS MELISSA DWYER	69,406,294	30.84%
<b>2</b>	AUSTIN SUPERANNUATION PTY LTD	34,930,032	15.52%
<b>3</b>	GLENDALE DWYER PTY LTD	34,800,522	15.47%
<b>4</b>	LOCUST FUND PTY LTD	8,013,078	3.56%
<b>5</b>	UBS NOMINEES PTY LTD	6,140,000	2.73%
<b>6</b>	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	5,494,001	2.44%
<b>7</b>	MR MICHAEL DAVID GUNNION MRS DEBRA LEE GUNNION	5,178,403	2.30%
<b>8</b>	NATIONAL NOMINEES LIMITED	5,156,683	2.29%
<b>9</b>	WALKER INSURANCE & FINANCIAL SERVICES PTY LTD	4,451,168	1.98%
<b>10</b>	UYB.COM PTY LTD	3,117,479	1.39%
<b>11</b>	MR NOEL CHRISTOPHER LENIHAN	2,901,140	1.29%
<b>12</b>	RBC INVESTOR SERVICES AUSTRALIA PTY LIMITED	2,500,000	1.11%
<b>13</b>	NAMARONG INVESTMENTS PTY LTD	2,000,000	0.89%
<b>14</b>	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	1,983,471	0.88%
<b>15</b>	RABBIT ROO TAS PTY LTD	1,855,121	0.82%
<b>16</b>	BNP PARIBAS NOMS PTY LTD	1,684,173	0.75%
<b>17</b>	MR MARK JESSON	1,572,491	0.70%
<b>18</b>	MR DAVID PRATT	1,572,489	0.70%
<b>19</b>	J P MORGAN NOMINEES AUSTRALIA LIMITED	1,558,716	0.69%
<b>20</b>	SILVERVALE PASTORAL CO PTY LTD	1,529,769	0.68%

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**ANNEXURE C  
VOLUNTARY ESCROW**

<b>SHAREHOLDER</b>	<b>NUMBER OF RESTRICTED SHARES</b>	<b>RESTRICTION PERIOD</b>
Mrs Melissa Dwyer	34,703,147	24 months from the date that PSC is admitted to the Official List of the ASX
Glendale Dwyer Pty Ltd	17,400,261	24 months from the date that PSC is admitted to the Official List of the ASX
Austin Superannuation Pty Ltd	17,465,016	24 months from the date that PSC is admitted to the Official List of the ASX

<b>ROLL-UP SHAREHOLDER</b>	<b>NUMBER OF RESTRICTED SHARES</b>	<b>RESTRICTION PERIOD</b>
Silvervale Pastoral Co Pty Ltd	764,884	24 months from the date that PSC is admitted to the Official List of the ASX
Ms Tracey McLaren	526,645	24 months from the date that PSC is admitted to the Official List of the ASX
Ms Caitlin Maree Gardiner	410,932	24 months from the date that PSC is admitted to the Official List of the ASX
Mr Michael David & Mrs Debra Lee Gunnion	2,589,201	24 months from the date that PSC is admitted to the Official List of the ASX
Faith Walker Pty Ltd	481,097	24 months from the date that PSC is admitted to the Official List of the ASX
UYB.COM Pty Ltd	1,558,739	24 months from the date that PSC is admitted to the Official List of the ASX
Lisa Holdings Pty Ltd	455,524	24 months from the date that PSC is admitted to the Official List of the ASX
Bands SA Pty Ltd	455,524	24 months from the date that PSC is admitted to the Official List of the ASX
Rabbit Roo Tas Pty Ltd	927,560	24 months from the date that PSC is admitted to the Official List of the ASX
Mr Craig James Shand	131,702	24 months from the date that PSC is admitted to the Official List of the ASX
Tonzcorp Pty Ltd	211,752	24 months from the date that PSC is admitted to the Official List of the ASX
Swivet Pty Ltd	176,737	24 months from the date that PSC is admitted to the Official List of the ASX
Locust Fund Pty Ltd	4,006,539	24 months from the date that PSC is admitted to the Official List of the ASX
Mr Andrew Jason Clarke	238,239	24 months from the date that PSC is admitted to the Official List of the ASX

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Walker Insurance & Financial Services Pty Ltd	2,225,584	24 months from the date that PSC is admitted to the Official List of the ASX
Mr Noel Christopher Lenihan	1,450,570	24 months from the date that PSC is admitted to the Official List of the ASX
Mr Ian Hamilton	218,390	24 months from the date that PSC is admitted to the Official List of the ASX
Mr David Pratt	786,244	24 months from the date that PSC is admitted to the Official List of the ASX
Sippchoice Trustees Limited	225,045	24 months from the date that PSC is admitted to the Official List of the ASX
Mr Mark Jesson	786,245	24 months from the date that PSC is admitted to the Official List of the ASX
Sippchoice Trustees Limited	225,045	24 months from the date that PSC is admitted to the Official List of the ASX
Mr David Martin	354,119	24 months from the date that PSC is admitted to the Official List of the ASX
Sippchoice Trustees Limited	101,358	24 months from the date that PSC is admitted to the Official List of the ASX
Mr Mark Edmonds	28,329	24 months from the date that PSC is admitted to the Official List of the ASX
Sippchoice Trustees Limited	302,020	24 months from the date that PSC is admitted to the Official List of the ASX

<b>SHARES ISSUED TO ROLL-UP OPTIONHOLDERS</b>	<b>NUMBER OF RESTRICTED SHARES</b>	<b>RESTRICTION PERIOD</b>
Meghan Emma McClelland	61,267	24 months from the date that PSC is admitted to the Official List of the ASX
Bacn Nominees Pty Ltd As Trustee For The Nitchov Family Trust	327,171	24 months from the date that PSC is admitted to the Official List of the ASX
Bayside Inspirations Pty. Ltd. As Trustee For The Shane Upton Family Trust	183,802	24 months from the date that PSC is admitted to the Official List of the ASX