

**Form 603**  
Corporations Act 2001  
Section 671B

**Notice of initial substantial holder**

To Company Name/Scheme Moelis Australia Limited

ACN/ARSN 142 008 428

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

Name Moelis & Company Group LP (Moelis & Company)  
Moelis & Company International Holdings LLC (Moelis International Holdings) and each of the other companies listed in Annexure A  
Kenneth Moelis

ACN/ARSN (if applicable) N/A

The holder became a substantial holder on 10/04/2017

**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)   |
|-------------------------|----------------------|--------------------|--|
| Ordinary Shares         | 100,000,000          | 100,000,000        | 80% (being a 40% shareholding and 40% deemed relevant interest as outlined below). |

**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 |
|-------------------------------|---|--------------------------------|
| Moelis International Holdings | Moelis International Holdings has an interest in 40% of Ordinary Shares as registered shareholder.<br><br>Restrictions on the disposal of shares under the voluntary escrow arrangements described in section 9.6 of Moelis Australia Limited's prospectus dated 28 February 2017 give Moelis Australia Limited a technical relevant interest in 40% of its own shares under section 608(1)(c) of the <i>Corporations Act 2001</i> (Cth). Moelis International Holdings has a deemed relevant interest in 40% of Moelis Australia Limited's Ordinary Shares under section 608(3)(a) as a result of having voting power of above 20% in Moelis Australia Limited, as disclosed in Moelis Australia Limited's prospectus dated 28 February 2017 at page 106. Moelis International Holdings does not have the right to acquire the shares or control the voting rights attached to the 40% of shares in which it has that technical relevant interest. | 100,000,000 Ordinary Shares    |
| Moelis & Company              | Moelis & Company has a deemed relevant interest under section 608(3) as the holding company of Moelis International Holdings.   | 100,000,000 Ordinary Shares    |

|                |  |                             |
|----------------|--|-----------------------------|
| Kenneth Moelis | Mr Moelis has a deemed relevant interest under section 608(3)(a) as a result of having voting power of above 50% in Moelis & Company, as disclosed in Moelis Australia Limited's prospectus dated 28 February 2017 at page 106. Mr Moelis does not have the right to acquire the shares or control the voting rights attached to the shares. | 100,000,000 Ordinary Shares |
|----------------|--|-----------------------------|

**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 |
|---|----------------------------------|--|--------------------------------|
| Moelis & Company<br>Moelis International Holdings<br>Kenneth Moelis | Moelis International Holdings    | Moelis International Holdings                  | 50,000,000 Ordinary Shares     |
|   | Magic TT Pty Ltd ACN 143 275 138 | Magic TT Pty Ltd ACN 143 275 138               | 50,000,000 Ordinary Shares     |

**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 |                                |
| As set out in paragraph 3 above. | Shares were acquired in 2010 and subject to share split on 2 February 2017. | Not applicable.   |          | Not applicable.                |
|                                  |   |                   |          |                                |

**6. Associates**

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

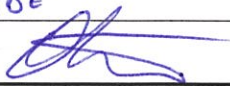
| Name and ACN/ARSN (if applicable) | Nature of association   |
|-----------------------------------|---|
| Each entity listed in Annexure A  | Each entity listed in Annexure A is an associate pursuant to section 12(2)(a) of the Corporations Act by virtue of being a body corporate that Moelis & Company controls. |

**7. Addresses**

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

| Name   | Address  |
|--|--|
| Moelis & Company and Moelis International Holdings | 399 Park Avenue, Fifth Floor, New York, NY 10022 USA                       |
| Kenneth Moelis                                     | c/- Moelis & Company, 399 Park Avenue, Fifth Floor, New York, NY 10022 USA |

**Signature**

|            |  |          |                   |
|------------|--|----------|-------------------|
| print name | <u>OSAMU WATANABE</u>  | capacity | COMPANY SECRETARY |
| sign here  |  | date     | 10 / 04 / 2017    |

#### DIRECTIONS

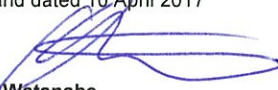
- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially 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, moneys 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.

## Annexure A to Form 603

This is Annexure A of 1 page referred to in the Form 603 Notice of Initial Substantial Holder prepared by Moelis & Company Group LP, Moelis & Company International Holdings LLC and Kenneth Moelis

Signed by me and dated 10 April 2017

Signature:



Name: Osamu Watanabe

Position: General Counsel and Secretary

|   |
|---|
| Moelis & Company LLC  |
| Moelis & Company Group GP LLC   |
| Moelis & Company Group LP   |
| Moelis & Company International Holdings LLC                           |
| Moelis & Company UK Holdings LLC                                      |
| Moelis & Company Consulting (Beijing) Company Limited                 |
| Hong Kong Moelis & Company Asia Limited Beijing Representative Office |
| Moelis & Company Assessoria Financeira Ltda.                          |
| Moelis & Company UK LLP, DIFC Branch                                  |
| Moelis & Company UK LLP, French Branch                                |
| Moelis & Company Europe Limited, Frankfurt am Main Branch             |
| Moelis & Company Asia Limited   |
| Moelis & Company India Private Limited                                |
| Moelis & Company Europe Limited                                       |
| Moelis & Company UK LLP   |
| Moelis Capital Markets LLP  |