

PROSPECTUS

P2P Transport Limited
ACN 617 760 899

Fully Underwritten Offer
of 22,111,515 Shares at an issue price of
\$1.32 per Share to raise \$29.2 million.

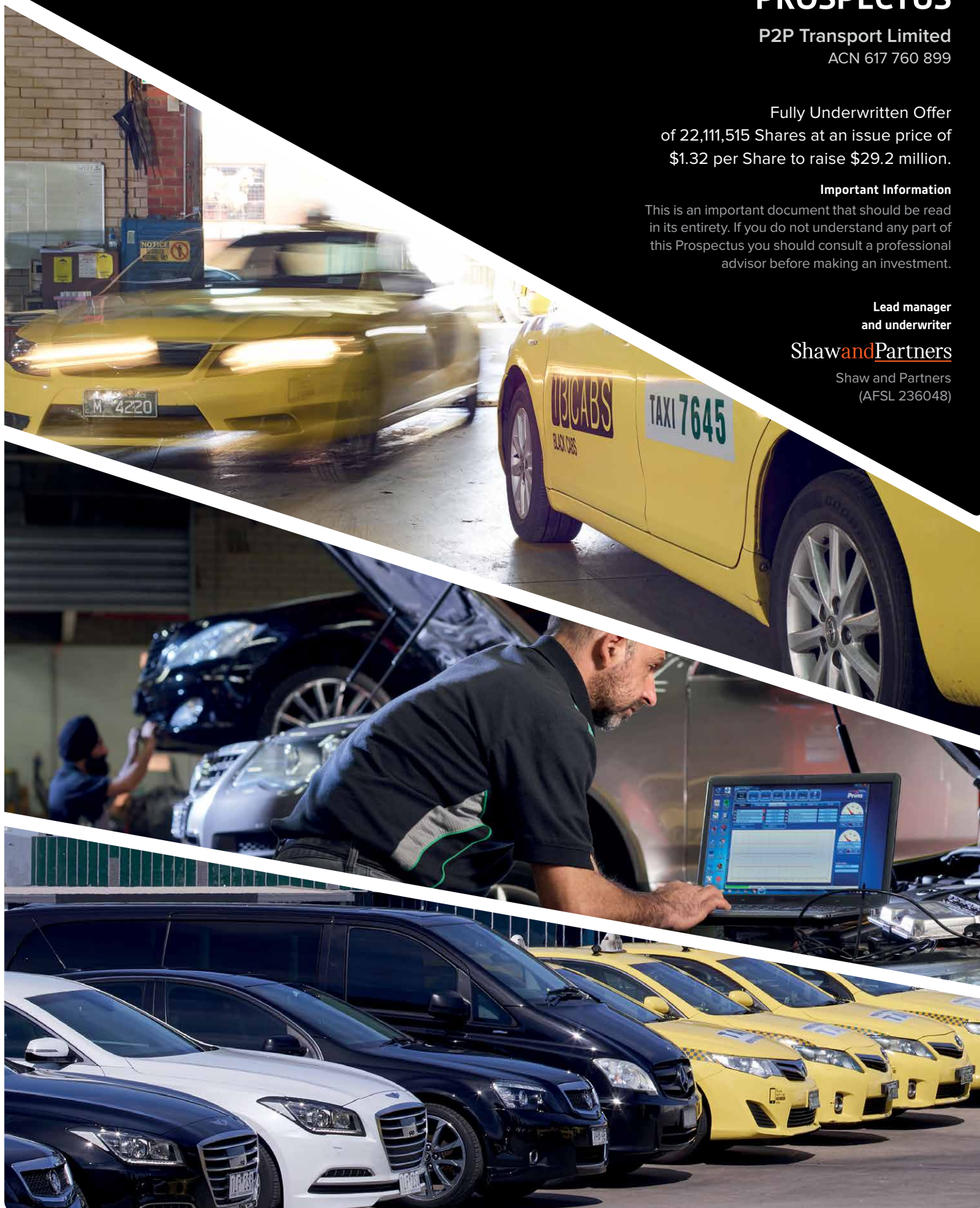
Important Information

This is an important document that should be read
in its entirety. If you do not understand any part of
this Prospectus you should consult a professional
advisor before making an investment.

Lead manager
and underwriter

Shaw and Partners

Shaw and Partners
(AFSL 236048)



IMPORTANT INFORMATION

OFFER

The Offer contained in this Prospectus is an invitation by P2P Transport Limited ACN 617 760 899 ('P2P Transport' or 'the Company') to apply for Shares in the Company. This Prospectus is issued by the Company and P2P SaleCo Limited ACN 622 356 638.

Persons wishing to participate in the Offer should refer to section 7 of this Prospectus for the full Offer details.

LODGE MENT AND LISTING

This Prospectus is dated 22 November 2017 (**Prospectus Date**) and was lodged with ASIC on that date. The Prospectus expires on December 22, 2018 (**Expiry Date**). No Shares will be issued or transferred on the basis of this Prospectus after the Expiry Date.

The Company will apply to ASX within 7 days of the Prospectus Date, for its admission to the Official List and quotation of the Shares on issue as at the date of this Prospectus and the quotation of Shares issued under the Offer.

Neither ASIC nor ASX take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

NOT INVESTMENT ADVICE

This Prospectus does not contain investment advice. You should seek your own financial advice. This Prospectus does not take into account individual investment objectives, financial situation or particular needs. It is important that you read this Prospectus carefully and in full before deciding whether to invest in the Company.

In particular, in considering the prospects of the Company, you should consider the risk factors that could affect the financial performance of the Company in light of your own personal circumstances (including financial and taxation issues) and seek professional advice from your accountant, financial advisor, stockbroker, lawyer or other professional advisor before deciding whether to invest.

RISKS

Applicants should carefully consider the risk factors that affect the Company and the industry in which it operates. Section 5 outlines some significant risk factors that may impact on the prospects of the Company. The Shares carry no guarantee with respect to return on capital investment, payment of dividend or the future value of Shares. The risk factors set out in section 5, and other factors could cause actual results to differ materially from those expressed in any forward-looking statement made by, or on behalf of, the Company.

This Prospectus includes information regarding the past performance of the business conducted by the Company. Past performance is not indicative of future performance.

DISCLAIMER

Except as required by law, and only to the extent required, neither the Company nor any other person guarantees the future performance of the Company, or any return on any investment made pursuant to this Prospectus.

No person is authorised to give any information or make any representation in connection with the Offer which is not contained in this Prospectus. Any information or representation not contained in this Prospectus may not be relied on as having been authorised by the Company or the Directors. You should rely only on information in this Prospectus.

ELECTRONIC PROSPECTUS

An electronic version of this Prospectus is available on the Offer website at www.boardroomlimited.com.au/p2ptransport. The Offer constituted by this Prospectus in electronic form is available only to Australian residents accessing the website and receiving this Prospectus in electronic form within Australia. Persons who access the Prospectus in electronic form should ensure that they download and read the entire Prospectus. Persons having received a copy of this Prospectus in its electronic form may, during the Offer Period, obtain a paper copy of this Prospectus (free of charge within Australia) by contacting Boardroom on 1300 737 760 (from within Australia) or +61 2 9290 9600 (from outside Australia) or by requesting online at www.boardroomlimited.com.au/p2ptransport. Applications for Shares may only be made on the Application Form attached to or accompanying this Prospectus. The Corporations Act prohibits any person from passing on to another person the Application Form unless it is attached to or accompanies a hard copy of the Prospectus or a complete and unaltered electronic copy of this Prospectus.

EXPOSURE PERIOD

The Corporations Act prohibits the Company from processing Applications in the 7 day period after the date of lodgement of this Prospectus with ASIC. This Exposure Period may be extended by ASIC by up to a further 7 days. This Prospectus will be circulated during the Exposure Period. The purpose of the Exposure Period is to enable this Prospectus to be examined by market participants prior to the raising of funds. Applications received during the Exposure Period will not be processed until after the expiry of that period. No preference will be conferred on Applications received during the Exposure Period.

NO COOLING OFF RIGHTS

Cooling-off rights do not apply to an investment in Shares issued or sold under this Prospectus. This means that, in most circumstances, you cannot withdraw your Application once it has been accepted.

CURRENCY

Monetary amounts in this Prospectus are in Australian dollars unless otherwise indicated.

GEOGRAPHICAL RESTRICTIONS

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to register or qualify the Shares or the Offer, or to otherwise permit a public offering of Shares, in any jurisdiction outside Australia. The distribution of this Prospectus outside Australia (including electronically) may be restricted by law and

persons who come into possession of this Prospectus outside Australia should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. Further information with respect to overseas investors is set out in section 7.19.

PRIVACY

By filling out an Application Form to apply for Shares, you are providing personal information to the Company through its service provider, the Share Registry. The Company, and the Share Registry on its behalf, collect, hold and use that personal information in order to process your Application, service your needs as a Shareholder, provide facilities and services that you request and carry out appropriate administration.

If you do not provide the information requested in the Application Form, the Company and the Share Registry may not be able to process or accept your Application. Your personal information may also be used from time to time to inform you about other products and services offered by the Company which it considers may be of interest to you.

Your personal information may also be provided to the Company's agents and service providers on the basis that they deal with such information in accordance with the Company's privacy policy and as authorised under the *Privacy Act 1988* (Cth). The Company's agents and service providers may be located outside Australia where your personal information may not receive the same level of protection as that afforded under Australian law. They types of agents and service providers that may be provided with your personal information and the circumstances in which your personal information may be shared are:

- the Share Registry for ongoing administration of the Shareholder register;
- printers and other companies for the purpose of preparation and distribution of statements and for handling mail;
- market research companies for the purpose of analysing the Company's Shareholder base and for product development and planning; and
- legal and accounting firms, auditors, contractors, consultants and other advisers for the purpose of administering, and advising on, the Shares for associated actions.

WHEN YOU MAY REQUEST ACCESS TO YOUR PERSONAL INFORMATION

You may request access to your personal information held by (or on behalf of) the Company. You may be required to pay a reasonable charge to the Share Registry in order to be access your personal information. You can request access to your personal information by writing to or telephoning the Share Registry as follows:

Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000
Telephone: 1300 737 760 (from within Australia)
or +61 2 9290 9600 (from outside Australia)
Facsimile: +61 2 9279 0664

If any of your information is not correct, or has changed, please contact the Share Registry or the Company to update it. In accordance with the Requirements of the Corporations Act, information on the Share Register will be accessible to members of the public.

GLOSSARY

Certain terms and abbreviations used in this Prospectus have defined meanings which are explained in the body of this Prospectus or in the Glossary section at the back of this Prospectus. Defined terms are generally identifiable by the use of an upper case first letter.

Unless otherwise stated or implied, references to times in this Prospectus are to Brisbane time.

QUESTIONS

If you have any questions about how to apply for Shares, call your broker.

If you have any questions about whether to invest in Shares, you should seek professional advice from your accountant, financial adviser, stockbroker, lawyer or other professional advisor before deciding whether to invest in Shares.

HOW TO INVEST

Applications for Shares can only be made by completing and lodging the Application Form attached to or accompanying this Prospectus. Instructions on how to apply for Shares are set out in section 7 of this Prospectus and on the back of the Application Form.

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KEY DATES

| Important dates | |
|--|-------------|
| Prospectus lodgement date | 22 November |
| Broker firm and Priority Offer opens | 30 November |
| Broker firm and Priority Offer closes | 5 December |
| Settlement Date | 6 December |
| Anticipated Allotment Date for Shares | 7 December |
| Anticipated dispatch of holding statements | 8 December |
| Expected commencement of trading on ASX (on a normal settlement basis) | 13 December |

These dates and times are indicative only and may change. The Company, in consultation with the Lead Manager, reserves the right to vary the dates and times of the Offer without prior notice (including, subject to the ASX Listing Rules and the Corporations Act, to close the Offer early, to extend the Offer Period relating to any component of the Offer, or to accept late Applications, either generally or in particular cases, or to cancel or withdraw the Offer before Settlement, in each case without notifying any recipient of this Prospectus or Applicants). If the Offer is cancelled or withdrawn before the allocation of Shares, then all Application Monies will be refunded in full (without interest) as soon as possible in accordance with the requirements of the Corporations Act. Investors are encouraged to submit their Applications as soon as possible after the Offer opens.

What should you do with any enquiries?

If you require assistance to complete the Application Form, require additional copies of this Prospectus, have any questions in relation to the Offer or you are uncertain as to whether obtaining Shares in the Company is a suitable investment for you, you should seek professional advice from your stockbroker, lawyer, accountant or other professional adviser.

KEY OFFER STATISTICS

| Key Offer statistics ¹ | |
|---|-----------------|
| Offer price | \$1.32 |
| Total number of Shares offered under this Prospectus | 22,111,515 |
| Gross proceeds of the Offer ² | \$29.2 million |
| Proceeds of the Offer paid to Selling Shareholders | \$9.2 million |
| Proceeds of the Offer raised by the issue of Shares by the Company | \$20.0 million |
| Total number of Shares on issue at Listing | 78,656,060 |
| Total number of Shares held by Existing Shareholders on Listing | 56,544,545 |
| Market capitalisation at the Offer Price ³ | \$103.8 million |
| Pro forma net cash (as at 30 June 2017) ⁴ | \$11.7 million |
| Enterprise value at the Offer Price ⁵ | \$92.1 million |
| Enterprise value / pro forma FY18 forecast EBITDA ⁶ | 7.3x |
| Offer Price / pro forma FY18 forecast NPAT per Share ⁷ | 16.2x |
| Indicative annual dividend yield (based on a dividend payout ratio of 40% to 60% and pro forma FY18 forecast NPAT) ⁸ | 2.5% to 3.7% |

- 1 This table contains Forecast Financial Information and information derived from the Forecast Financial Information. The Forecast Financial Information is based on assumptions and accounting policies set out in section 4 and section 8, and is subject to key risks set out in section 5. There is no guarantee that the forecasts will be achieved. Pro forma net cash is calculated as cash and cash equivalents as at 30 June 2017, calculated on a pro forma basis assuming Listing. Certain financial information in this Prospectus is described as pro forma for the reasons described in section 4. Forecasts have been included in this Prospectus for the period ending 30 June 2018.
- 2 Based on the Offer Price and the total number of New Shares and Sale Shares to be offered under the Offer.
- 3 Market capitalisation is calculated as the total number of Shares on issue on Listing multiplied by the Offer Price. Shares may not trade at the Offer Price after Listing.
- 4 Based on the audited cash and debt position as at 30 June 2017 adjusted for the impact of the Offer and other pro forma adjustments. Refer to section 4 for further information.
- 5 Enterprise value is calculated as the market capitalisation of the Company, based on the Offer Price, less pro forma net cash of \$11.7m. Refer to section 4 for details of the components of pro forma net cash.
- 6 The enterprise value / EBITDA multiple is calculated as the expected enterprise value of P2P Transport at the Offer Price, divided by pro forma FY18 EBITDA of \$12.7 million.
- 7 This ratio is commonly referred to as a forward price to earnings, or forward PE ratio. A forward PE ratio is a company's share price divided by its forecast annual earnings per share.
- 8 Indicative annual dividend yield is calculated as the implied dividend per Share based on P2P Transport's target payout ratio range of 40% to 60% and the pro forma forecast FY18 NPAT, divided by the Offer Price. It is the Board's current intention to pay a dividend in respect of the period from Listing of the Offer to 30 June 2018, in October 2018. No assurances can be given by any person, including the Board, about the payment or the level of future dividends and there may be periods in respect of which dividends are not paid.

CHAIRMAN'S LETTER

DEAR INVESTOR,

On behalf of our Board of Directors, I am pleased to offer you the opportunity to become a shareholder in P2P Transport Limited.

P2P Transport is an integrated fleet management company focused on the provision of vehicles on a rental basis to independent professional drivers operating in the point-to-point passenger transport industry.

The Company's rapidly growing fleet of approximately 720⁹ taxi, corporate and ride-share vehicles managed from 8 sites situated in Victoria (Melbourne), NSW (Sydney) and Queensland (Brisbane, Gold Coast and Toowoomba), positions the Company as one of the largest fleet management operators of its kind in Australia.¹⁰

P2P Transport traces its origins to 1987 as a Victorian based taxi fleet management company and has significantly grown its presence in the point-to-point passenger transport industry, through acquisitions and organic growth.

P2P Transport participates in a large, growing and evolving industry. The growth of online-enabled platforms and smartphone applications that connect passengers and drivers, such as that introduced by Uber and other ride share platforms, is a key driver of change. Similar to other international jurisdictions, the taxi segment in Australia has experienced disruption. This changing landscape, together with the highly fragmented nature of the industry involving a large number of firms owning small taxi fleets, has seen smaller fleet operators experience increasing cost and competitive pressures. With limited opportunity to generate scale efficiencies, a number of these fleet operators are leaving the industry.

P2P Transport's large and growing fleet size, integrated business model and east-coast reach ideally positions the Company to participate in ongoing consolidation, delivering scale efficiencies and fleet network opportunities.

Through its strategy to date, P2P Transport has achieved considerable growth and profit margin enhancement, resulting in pro forma EBITDA per average vehicle increasing from approximately \$7,500 in FY15 to approximately \$16,300 in FY18 as the Company continues to expand its fleet.

The Company is led by its founders who hold key management roles and have a track record of driving consolidation in the point-to-point transport industry. The Company's strategy is to continue to grow its business through a combination of: increasing market share in existing geographies; expansion to new domestic geographies; earnings growth through enhanced asset utilisation; the launch of new digital and technological initiatives; and aligned acquisitions.

As a result of the Company's recent and forecast fleet expansion activities, the Directors expect P2P Transport to deliver pro forma EBITDA of \$12.7 million in FY18.

The purpose of the Offer is to provide funding and financial flexibility to support P2P Transport's growth strategy, to enable some of the existing shareholders to realise part of their investment, to provide liquidity for shares, and to provide the Company with the benefits of an increased profile as a listed entity.

Upon listing of P2P Transport on the Australian Securities Exchange, the Founder Shareholders are expected to hold 35.4% of the Shares, which will be subject to voluntary escrow for approximately 24 months from the date of listing. Other existing security holders are expected to hold 36.5% of the Shares, which will be subject to voluntary escrow for approximately 12 months from the date of listing. New Shareholders are expected to hold 28.1% of the Shares.

This Prospectus contains detailed information about the Offer, the historical and forecast financial results of the Company and the material risks associated with an investment in the Company. Before applying for Shares, any prospective investor should be satisfied that they have a sufficient

⁹ As at 31 October 2017.

¹⁰ P2P Transport does not own taxi plates, which are leased from third party owners on market terms.

CHAIRMAN'S LETTER

understanding of the risks involved in making an investment in the Company. These include risks associated with the ability to manage growth, ability to execute the growth strategy, availability and utilisation of vehicles, dependence on key personnel, competition, potential channel conflict and technology risk. Please refer to section 5 for further details.

I encourage you to read this document carefully and in its entirety before making an investment decision.

On behalf of my fellow Directors, I look forward to welcoming you as a shareholder of the Company.

Yours sincerely,



A handwritten signature in black ink, appearing to read 'M Reynolds', written in a cursive style.

Matthew Reynolds
Chairman
P2P Transport Limited

01.

INVESTMENT OVERVIEW



01. INVESTMENT OVERVIEW

This section is a summary only and is not intended to provide full information to potential investors. This Prospectus should be read and considered in its entirety.

1.1 Introduction to the Company and its business model

| Topic | Summary | Further Information |
|-----------------------------------|---|---------------------|
| Who is P2P Transport? | <ul style="list-style-type: none"> • One of Australia's largest fleet management businesses focused on the point-to-point passenger transport industry – P2P Transport is one of Australia's largest fleet management businesses focused on the point-to-point passenger transport industry, comprising a rapidly growing fleet of approximately 720 passenger vehicles, offered to independent professional drivers. • Diversified vehicle offering – P2P Transport's fleet includes a range of taxis, corporate and ride-share vehicles servicing each segment of the point-to-point passenger transport industry. • Integrated business model – P2P Transport's business model is premised on the control of all key stages of the fleet management lifecycle, from vehicle acquisition, in-house customization and vehicle servicing, driver support, and fleet management and administration. • Expansive operating footprint – P2P Transport manages its fleet of vehicles from 8 sites situated in Victoria (Melbourne), NSW (Sydney) and Queensland (Brisbane, Gold Coast and Toowoomba). • Significant growth opportunities – P2P Transport forecasts that pro forma EBITDA will be \$12.7 million in FY18, representing a significant increase on FY17, driven by the Company's rapidly growing fleet of vehicles. The highly fragmented nature and current dynamics of the point-to-point passenger transport industry in Australia present considerable opportunities for near-term growth. | Sections 3.1, 3.11 |
| What is P2P Transport's business? | <ul style="list-style-type: none"> • P2P Transport is an integrated fleet management company focused on the provision of passenger vehicles on a rental basis to independent professional drivers. • P2P Transport's fleet includes a range of vehicles servicing all segments of the point-to-point passenger transport industry: <ul style="list-style-type: none"> – Taxis: 695 customised (fully equipped and registered) taxis. The Company is one of the largest owners of taxis in each of Melbourne (3.8% market share), Sydney (5.4% market share) and Brisbane (10.5% market share)¹¹; – Corporate: 10 luxury vehicles, initially only situated in Victoria and NSW; and – Ride share: 15 vehicles (largely unmodified) targeting the growing demand from ride-share drivers. • In the case of P2P Transport's taxi fleet, the Company engages with third party network providers and taxi plate owners¹² to provide drivers with fully equipped and registered vehicles. • In each state in which P2P Transport operates, the Company has implemented a single site structure in at least one location where each function of the fleet's operational and administrative requirements can be managed. | Sections 3.1, 3.5 |

¹¹ Management estimate for each of Melbourne, Sydney and Brisbane regions, respectively.

¹² P2P Transport does not own taxi plates, which are leased from third party owners on market terms.

| Topic | Summary | Further Information |
|--|--|---------------------|
| What is P2P Transport's history? | <ul style="list-style-type: none"> P2P Transport traces its origins to 1987 as a Victorian based taxi fleet management company. The business progressively grew to become one of the largest taxi fleet operators in Melbourne. The NSW operations commenced in 2014, becoming one of the largest taxi fleet operators in Sydney. As part of the founders' long-term strategy to create a point-to-point fleet management business of unique scale and geographic reach in the Australian market, in March 2017 P2P Transport as an entity was formed through the combination of the Victorian and NSW operations. The combination: <ul style="list-style-type: none"> represented the initial stage of geographic expansion through the creation of a single fleet network across both Melbourne and Sydney; allowed P2P Transport to consolidate the respective support functions of the Victorian and NSW operations into a single Centralised Services group to provide management oversight and group-wide services across the significantly enlarged fleet network; and through increased scale afforded P2P Transport the ability to invest in new initiatives to address market opportunities. On 26 October 2017, P2P Transport completed the acquisition of BWTM – one of the largest Queensland based fleet management businesses, comprising approximately 250 taxis. The acquisition accelerated the Company's entry into the Queensland market and provided significant strategic benefits including an east coast footprint and incremental fleet scale. | Section 3.2 |
| How does P2P Transport generate revenue? | <p>P2P Transport generates revenue from a range of vehicle rental options and ancillary streams. The Company's key revenue sources are:</p> <ul style="list-style-type: none"> Fleet rental (86.3% of FY18 pro forma revenue): Fixed vehicle rental or revenue share model Work shop and panel shop (7.1% of FY18 pro forma revenue): includes fees for vehicle servicing, maintenance, and accident repair Static advertising and other (1.9% of FY18 pro forma revenue): includes boot and roof advertising panels sold to external media companies Accident recoveries (4.7% of FY18 pro forma revenue): includes repair of not-at-fault accidents at commercial rates, recovery of business interruption costs, and driver excess and third party insurance <p>Of P2P Transport's fleet rental revenue, approximately 61% is derived from long term rentals (weekly or longer) and approximately 39% is derived from short term rentals (including shift based and daily time periods) (in each case, of FY18 pro forma revenue).</p> | Section 3.8 |
| Who are P2P Transport's key customers? | <ul style="list-style-type: none"> P2P Transport provides services to a wide range of drivers operating across each segment of the point-to-point passenger transport industry. P2P Transport's customers include full-time drivers, seasonal drivers who operate for only part of the year when they are in the country or not in alternative work, part-time drivers that use the role to top up existing income and casual drivers (e.g. weekend only university student, retiree). | Section 3.8 |

01. INVESTMENT OVERVIEW

| Topic | Summary | Further Information |
|--|--|---------------------|
| What is P2P Transport's growth strategy? | <ul style="list-style-type: none"> P2P Transport's strategy is premised on the application of a vertically integrated fleet management model in the geographies it which it operates. The Company's rapidly growing fleet, strong market position and geographic reach in major cities along the eastern seaboard provide it with multiple growth opportunities. In the near term, P2P Transport will focus on delivering further growth through the application of the following strategies: <ul style="list-style-type: none"> increasing market share in existing geographies; expansion to new domestic geographies; earnings growth through enhanced asset utilisation; new digital and technological initiatives; and aligned acquisitions. | Section 3.11 |
| What are P2P Transport's key dependencies? | <p>The Company has a number of key dependencies, including, among other things:</p> <ul style="list-style-type: none"> availability of vehicles; access to drivers; retention of key personnel; and responsiveness to new technologies and strategies in the point-to-point transport industry. | Section 5.2 |
| Why is the Offer being conducted? | <p>The purpose of the Offer is to:</p> <ul style="list-style-type: none"> provide funding and financial flexibility to support P2P Transport's growth strategy; enable some of the existing shareholders to realise part of their investment; provide liquidity for shares; and provide the Company with the benefits of an increased profile as a listed entity. | Section 7.4 |

1.2 Overview of the industry in which the Company operates

| Topic | Summary | Further Information |
|--|--|---------------------|
| What industry does P2P Transport operate in? | <p>P2P Transport operates in the Australian point-to-point passenger transport industry. This industry is estimated to have generated \$5.9 billion in passenger expenditure for FY16¹³:</p> <ul style="list-style-type: none"> the taxi segment accounts for approximately 93% of passenger expenditure¹⁴; the ride-share represents the fastest growing segment accounting for approximately 6% of passenger expenditure¹⁵; and the corporate hire car segment represents a smaller, stable segment accounting for approximately 1% of passenger expenditure¹⁶. | Section 2.1 |

¹³ Frost & Sullivan.

¹⁴ Ibid.

¹⁵ Ibid.

¹⁶ Ibid.

| Topic | Summary | Further Information |
|--|--|---------------------|
| What are the key drivers of growth in the point-to-point passenger transport industry? | <p>Total passenger expenditure on taxis, corporate hire cars and ride share in Australia is estimated to have grown at a CAGR of c.4.3% from FY13 to FY16.</p> <p>Demand is driven by macro and market-specific factors:</p> <ul style="list-style-type: none"> • macro drivers include population growth, GDP per capita and disposable income growth, business confidence, and increasing urbanisation; and • market-specific drivers include growth in markets such as tourism & travel and leisure & entertainment. | Sections 2.3, 2.4 |
| Who are the market participants? | <ul style="list-style-type: none"> • Participants in the Australian point-to-point passenger transport industry include fleet operators (such as P2P Transport), taxi networks, corporate hire care companies, ride share platforms and taxi plate owners. • The fleet operator market in Australia is highly fragmented, with a large number of firms owning small fleets (10 – 20 vehicles)¹⁷. In the Company's experience, few fleet operators in Australia are vertically integrated (as is the case for P2P Transport). • Globally, there is a number of vertically integrated fleet operators¹⁸. These include Addison Lee (privately owned and based in the United Kingdom), Blue Bird Group (listed on the Indonesian stock exchange), ComfortDelGro Corporation (listed on Singaporean stock exchange) and SMRT (based in Singapore, privately owned). | Section 2.6 |

1.3 Key strengths

| Topic | Summary | Further Information |
|---------------------------|---|---------------------|
| A leading market position | <ul style="list-style-type: none"> • P2P Transport is a leading fleet management business in the point-to-point passenger transport industry in Australia. • The Company has a rapidly growing fleet, having increased the pro forma number of vehicles from 425 in FY15 to 720 as at 31 October 2017, and forecasting an increase to 1,084 vehicles as at 30 June 2018. • The Company considers that: <ul style="list-style-type: none"> – its strategy of increasing its fleet size while managing fleet utilization levels is critical to optimising operational efficiencies across the Company's network of service centres and centralised services offering; – as a result of its scale, the Company is able to achieve procurement benefits, often leading to reduced costs, across all categories of vehicle expenditure and fleet management (for example, vehicles and related consumables, and other external services including insurance); and – its growing fleet provides the opportunity to deploy new revenue and efficiency initiatives across its vehicle network and expanding geographic position. | Section 3.4 |

¹⁷ Ibid.

¹⁸ Ibid.

01. INVESTMENT OVERVIEW

| Topic | Summary | Further Information |
|---|--|------------------------|
| Integrated business model | <ul style="list-style-type: none"> P2P Transport's integrated business model enables the Company to provide end-to-end fleet management services, effectively manage its fleet and minimise fleet related costs: <ul style="list-style-type: none"> – in-house vehicle customisation, maintenance and repairs provides a range of benefits, including speed of turnaround, cost savings, and improved vehicle utilisation rates; and – conservative vehicle maintenance policies has reduced the number of tows per 100 vehicles, almost eliminated engine replacement costs, and increased vehicle uptime by eliminating major mechanical repairs from extended operations. Pro forma EBITDA per vehicle is forecast to increase from approximately \$7,500 in FY15 to approximately \$16,300 in FY18. | Sections 3.1, 3.5 |
| Strong growth trajectory | <ul style="list-style-type: none"> P2P Transport is experiencing strong growth underpinned by: (1) the incremental addition of vehicles to its fleet; (2) the acquisition of other fleet operators; and (3) the implementation of its integrated business model. As a result of the Company's recent and forecast fleet expansion activities, the Directors expect P2P Transport to deliver pro forma EBITDA of \$12.7 million in FY18. P2P Transport's EBITDA margin is forecast to increase from 8.7% in FY15 to 25.2% in FY18. | Sections 3.2, 3.3, 4.3 |
| Significant near-term growth opportunities | <ul style="list-style-type: none"> The Australian taxi fleet operator market is highly fragmented, with a large number of operators owning small fleets of 10-20 vehicles or less. Growth in the ride-share segment in Australia has seen smaller fleet operators experience increasing cost and competitive pressures. With limited opportunity to generate scale efficiencies, a number of these fleet operators are leaving the industry and other participants, such as taxi plate owners, have experienced a reduction in asset values. The taxi segment is responding with a range of initiatives (such as increased use of taxi booking applications and improved services for passengers) and government led regulatory changes (for example, future reduction in compulsory third party (CTP) insurance costs for taxis and increased efficiency in taxi driver licensing). As an integrated fleet management company of scale, this evolving market structure provides P2P Transport with a significant near-term opportunity to drive growth through consolidation and continue to expand market share. | Section 2.1 |
| Diversified business mix | <p>P2P Transport's business model is diversified across several dimensions, including:</p> <ul style="list-style-type: none"> fleet portfolio providing exposure to each key segment of the point-to-point passenger transport industry (taxis, corporate hire and ride-share); operations of scale in each of Victoria, NSW and Queensland; and an integrated business model able to service P2P Transport's own fleet and external fleets. | Section 3.1 |
| Attractive financial profile | <p>P2P Transport has a number of attractive financial characteristics, including in FY18 (forecast pro forma basis):</p> <ul style="list-style-type: none"> EBITDA margin of 25.2%; operating cash conversion ratio of 85.0%; and limited debt with a net cash position of \$11.7 million (FY17 pro forma). | Sections 4.3, 4.4, 4.5 |

| Topic | Summary | Further Information |
|---------------------------------------|--|---------------------|
| Experienced Board and management team | <p>P2P Transport is led by a highly skilled Board and senior management team, with considerable experience in the point-to-point passenger transport industry and in high-growth companies.</p> <p>Board of Directors</p> <ul style="list-style-type: none"> The Board is led by Matthew Reynolds, Independent Non-Executive Director and Chairman. Matthew is a Partner in HWL Ebsworth Lawyers, is currently a non-executive director of ASX listed companies Bubs Australia Limited and Axesstoday Limited, and was previously a non-executive director of ASX listed G8 Education Limited where he was on the Board for 6 years. <p>The Board also includes:</p> <ul style="list-style-type: none"> Thomas Varga (Executive Director and Chief Executive Officer) – Founder of the NSW operations of P2P Transport with over 10 years in the point-to-point transport industry. Previously CEO of Live Group (a taxi-specific eftpos solution), and prior to that held management and senior management roles with Bluescope Steel and Macquarie Bank. Harry Katsiabanis (Executive Director and Chief Marketing Officer) – Founder of the Victorian operations of P2P Transport and has worked within the taxi industry since 1987. Previously a director of TaxiEpay, an alternative eftpos solution for taxis (which was acquired by Live Group), and a founding director of Taxilink and Quicklink – independent fleet management and investment companies. Chip Beng Yeoh (Independent Non-Executive Director) – Previously Chief Financial Officer of Cabcharge Australia Limited (ASX:CAB) from 2007 to 2015 and, prior to that, with ComfortDelGro. Considerable experience in mergers, acquisitions and subsequent business integration, investor relations, treasury and balance sheet management and cost management in the taxi industry. Peter Cook (Independent Non-Executive Director) – CEO of ASX listed payments specialist Novatti Group Limited (ASX:NOV) and the Chairman of recurring payments service provider Integrapay Pty Ltd. Peter has been a founder of financial transactions and technology businesses in Australia, the UK, Canada, Malaysia and Africa. <p>Senior management</p> <p>P2P Transport's management team has considerable experience in the point-to-point passenger transport industry.</p> <p>The senior management team is led by Thomas Varga and all of the Company's original founders are active within the Company.</p> <p>In addition to Thomas Varga and Harry Katsiabanis (refer above), the senior management team includes:</p> <ul style="list-style-type: none"> Bruno D'Amico (Chief Operating Officer) – Co-founder of the Victorian operations and has over 12 years' experience in workshop, panel shop and fleet management within the point-to-point transport industry. Matthew Turner (Chief Financial Officer) – Over 17 years' accounting experience including 12 years servicing the point-to-point transport industry. Previously with the Live Group for 5 years as Head of Finance. | Sections 6.1, 6.2 |

01. INVESTMENT OVERVIEW

1.4 Key risks

| Topic | Summary | Further Information |
|--|--|---------------------|
| Ability to manage growth | <p>The Company has grown the size of its vehicle fleet considerably in a short period of time and intends to continue to grow the size of its vehicle fleet following completion of the Listing.</p> <p>The Company has put in place management structures and systems to manage this growth, including additional personnel, as well as fleet management, financial control and management information systems to operate the business at its current scale and to facilitate future growth. However, given the pace of the Company's increase in scale, some of these people and systems have not been involved or operated over an extended period of time. There is a risk that the Company's people and systems do not perform as expected, in which case the operating and financial performance of the Company may be adversely affected.</p> <p>The Company will also need to effectively integrate future vehicle acquisitions and any future business acquisitions. The operating and financial results of P2P Transport could depend on the success of management in integrating past and/or future acquisitions.</p> | Section 5.2 |
| Ability to execute growth strategy | <p>There is a risk that P2P Transport may not be able to effectively execute its growth strategy and may encounter delays in execution, vehicle acquisitions, or operational difficulties, which may lead to increased costs and/or strain management resources or have a negative impact on the Company's brand and reputation.</p> <p>In particular, the rate at which the Company is able to grow the size of its fleet, and the timing of acquiring additional vehicles, will have a significant impact on the financial performance of the Company. As a result, P2P Transport's growth strategies may generate lower than, or later than, expected revenue or incur unforeseen costs.</p> | Section 5.2 |
| Availability and utilisation of vehicles | <p>The availability and utilisation rates of the Company's vehicles are key determinants of the Company's financial performance.</p> <p>Availability – A significant decline in the availability rates of vehicles for any reason, may have a material adverse impact on the Company's operating and financial performance, which could be material depending on the severity of the decline in availability rates.</p> <p>Utilisation (access to drivers) – If the Company is unable to attract sufficient drivers to drive its vehicles, whether because drivers are choosing alternative vehicle providers or there is a general decline in the pool of available drivers, resulting in a decrease in its vehicle utilisation rates, there may be an adverse impact on the Company's operating and financial performance.</p> | Section 5.2 |
| Dependence on key personnel | <p>Each of the founders of the Company (as well as other members of the senior management team) hold relationships with key existing and potential business partners and sellers, as well as extensive industry and operating knowledge, and are a key component to the current operations and future growth of the Company.</p> <p>The Company's continued success depends on being able to retain and hire such individuals. Failure to do so may adversely affect the Company's ability to implement its business strategies, which may adversely affect its future operating and financial performance.</p> | Section 5.2 |

| Topic | Summary | Further Information |
|----------------------------|--|---------------------|
| Competition | <p>Existing or new competitors may seek to substantially grow their market share or reduce their prices, in response to the Company's activities, which may reduce the Company's market share, its ability to expand and/or its operating margins. The Company's competitors may have access to newer and more efficient technology which could make their services more attractive to users.</p> <p>If the Company cannot compete successfully, its operating and financial performance could be adversely impacted.</p> | Section 5.2 |
| Potential channel conflict | <p>The Company is the one of the largest vertically integrated providers of vehicles to the point-to-point transport industry in Australia. There are also a number of other large participants in the industry, such as taxi network operators, taxi licence holders and taxi licence management companies, with whom P2P Transport interacts in the ordinary course of business.</p> <p>If any of these other participants perceive a risk to their business arising from the growth and scale of the Company, there may be a disruption to the terms of trade between the Company and these participants.</p> | Section 5.2 |
| Technology risk | <p>The development of new technologies or strategies may present opportunities for the Company, but if it does not respond quickly or successfully to these new technologies or strategies, it could result in competitors gaining market share at the Company's expense and/or an adverse impact on the Company's operating and financial performance.</p> | Section 5.2 |

1.5 Key financial metrics

| Topic | Summary | Further Information |
|--|--|---------------------|
| What is the Company's pro forma historical financial performance and its pro forma and statutory forecast financial performance? | A selected summary of P2P Transport's pro forma and statutory financial information is set out below. Investors should read this information in conjunction with the more detailed discussion of the Financial Information set out in section 4, including the assumptions, management discussion and analysis and sensitivity analysis. | Section 4 |
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01. INVESTMENT OVERVIEW

| Topic | Summary | Further Information |
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| How will the Company fund its objectives? | <p>Following Listing, P2P Transport's principal sources of funds will be cash flow from operations and cash held at completion of the Offer.</p> <p>P2P Transport expects that it will have sufficient cash flow from operations and cash on balance sheet to meet its business needs during the forecast period and will have sufficient working capital to carry out its stated objectives.</p> | Section 4.5.2 |
| What is the Company's dividend policy? | <p>The payment of a dividend by the Company is at the discretion of the Board and will be a function of a number of factors, including the general business environment, the operating results, cash flows and the financial condition of the Company, future funding requirements, capital management initiatives, taxation considerations (including the level of franking credits available), any contractual, legal or regulatory restrictions on the payment of dividends by the Company, and any other factors the Board may consider relevant.</p> <p>It is the current intention of the Board to target a payout ratio of 40% to 60% of its net profit after tax as dividends. The Directors can provide no guarantee as to the extent of future dividends or the level of franking or imputation of such dividends, as these will depend upon the future profits of the Company, the contribution of profits from outside Australia and the Company's financial and taxation position at that time.</p> <p>It is the Board's current intention to pay a dividend in respect of the period from Listing of the Offer to 30 June 2018, in October 2018.</p> | Section 4.11 |
| What will the Company's capital structure be on Listing? | <p>On Listing the Company will have on issue approximately:</p> <ul style="list-style-type: none"> • 78.7 million Shares; and • 0.2 million Options. | Section 7.12 |

1.6 Board and management

| Topic | Summary | Further Information |
|--|--|---------------------|
| Who are the Directors of P2P Transport? | <ul style="list-style-type: none"> • Matthew Reynolds – Independent Non-Executive Director and Chairman • Thomas Varga – Executive Director and Chief Executive Officer • Harry Katsiabani – Executive Director and Chief Marketing Officer • Chip Beng Yeoh – Independent Non-Executive Director • Peter Cook – Independent Non-Executive Director | Section 6.1 |
| Who are the key management of P2P Transport? | <ul style="list-style-type: none"> • Thomas Varga – Executive Director and Chief Executive Officer • Harry Katsiabani – Executive Director and Chief Marketing Officer • Bruno D'Amico – Chief Operating Officer • Matthew Turner – Chief Financial Officer | Section 6.2 |

1.7 Significant interests of key people

| Topic | Summary | Further Information | | | | | | | | | | | | | | | | | | | | | | | | | |
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| What interests will Directors have in Shares on Listing? | The Directors have the following direct and indirect interests in P2P Transport’s issued Shares: | Section 6.3 | | | | | | | | | | | | | | | | | | | | | | | | | |
| | <table><tr><th>Officer</th><th>Shares held as at Listing</th><th>Shareholding as at Listing</th></tr><tr><td>Thomas Varga</td><td>6,403,200</td><td>8.1%</td></tr><tr><td>Harry Katsiabanis</td><td>6,960,000</td><td>8.8%</td></tr><tr><td>Matthew Reynolds*</td><td>Nil</td><td>Nil</td></tr><tr><td>Chip Beng Yeoh*</td><td>Nil</td><td>Nil</td></tr><tr><td>Peter Cook*</td><td>Nil</td><td>Nil</td></tr></table> | | Officer | Shares held as at Listing | Shareholding as at Listing | Thomas Varga | 6,403,200 | 8.1% | Harry Katsiabanis | 6,960,000 | 8.8% | Matthew Reynolds* | Nil | Nil | Chip Beng Yeoh* | Nil | Nil | Peter Cook* | Nil | Nil | | | | | | | |
| | Officer | | Shares held as at Listing | Shareholding as at Listing | | | | | | | | | | | | | | | | | | | | | | | |
| | Thomas Varga | | 6,403,200 | 8.1% | | | | | | | | | | | | | | | | | | | | | | | |
| | Harry Katsiabanis | | 6,960,000 | 8.8% | | | | | | | | | | | | | | | | | | | | | | | |
| | Matthew Reynolds* | | Nil | Nil | | | | | | | | | | | | | | | | | | | | | | | |
| | Chip Beng Yeoh* | | Nil | Nil | | | | | | | | | | | | | | | | | | | | | | | |
| | Peter Cook* | | Nil | Nil | | | | | | | | | | | | | | | | | | | | | | | |
| * Subject to any Shares for which Directors apply and are issued under the Offer. | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| What significant benefits are payable to Directors? | Directors will be paid a salary or director fees for their services. | Section 6.3 | | | | | | | | | | | | | | | | | | | | | | | | | |
| | <table><tr><th>Officer</th><th>Type of benefit</th><th>Amount (plus superannuation)</th></tr><tr><td>Thomas Varga^{(1),(2)}</td><td>Salary</td><td>\$400,000</td></tr><tr><td>Harry Katsiabanis^{(1),(2)}</td><td>Salary</td><td>\$250,000</td></tr><tr><td>Matthew Reynolds</td><td>Director fees</td><td>\$120,000</td></tr><tr><td>Chip Beng Yeoh</td><td>Director fees</td><td>\$70,000</td></tr><tr><td>Peter Cook</td><td>Director fees</td><td>\$70,000</td></tr></table> | | Officer | Type of benefit | Amount (plus superannuation) | Thomas Varga ^{(1),(2)} | Salary | \$400,000 | Harry Katsiabanis ^{(1),(2)} | Salary | \$250,000 | Matthew Reynolds | Director fees | \$120,000 | Chip Beng Yeoh | Director fees | \$70,000 | Peter Cook | Director fees | \$70,000 | | | | | | | |
| | Officer | | Type of benefit | Amount (plus superannuation) | | | | | | | | | | | | | | | | | | | | | | | |
| | Thomas Varga ^{(1),(2)} | | Salary | \$400,000 | | | | | | | | | | | | | | | | | | | | | | | |
| | Harry Katsiabanis ^{(1),(2)} | | Salary | \$250,000 | | | | | | | | | | | | | | | | | | | | | | | |
| | Matthew Reynolds | | Director fees | \$120,000 | | | | | | | | | | | | | | | | | | | | | | | |
| | Chip Beng Yeoh | | Director fees | \$70,000 | | | | | | | | | | | | | | | | | | | | | | | |
| | Peter Cook | | Director fees | \$70,000 | | | | | | | | | | | | | | | | | | | | | | | |
| 1. Executive directors Thomas Varga and Harry Katsiabanis will also be entitled to participate in the Company’s short term and long term incentive plans, as determined by the Board. | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2. Refer to section 6.7 for details of certain related party transactions. | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Who are the existing shareholders and what will their interest be on Completion of the Offer? | <table><tr><th>Category</th><th>Shares held as at date of Prospectus</th><th>Shareholding as at date of Prospectus</th><th>Shares held as at Listing</th><th>Shareholding as at Listing</th></tr><tr><td>Founder Shareholders</td><td>34,800,000</td><td>54.8%</td><td>27,840,000</td><td>35.4%</td></tr><tr><td>Other Existing Shareholders*</td><td>28,704,545</td><td>45.2%</td><td>28,704,545</td><td>36.5%</td></tr><tr><td>New Shareholders under the Offer</td><td>—</td><td>—</td><td>22,111,515</td><td>28.1%</td></tr><tr><td>Total</td><td>63,504,545</td><td>100.0%</td><td>78,656,060</td><td>100.0%</td></tr></table> | Category | Shares held as at date of Prospectus | Shareholding as at date of Prospectus | Shares held as at Listing | Shareholding as at Listing | Founder Shareholders | 34,800,000 | 54.8% | 27,840,000 | 35.4% | Other Existing Shareholders* | 28,704,545 | 45.2% | 28,704,545 | 36.5% | New Shareholders under the Offer | — | — | 22,111,515 | 28.1% | Total | 63,504,545 | 100.0% | 78,656,060 | 100.0% | Sections 7.3, 7.12 |
| | Category | Shares held as at date of Prospectus | Shareholding as at date of Prospectus | Shares held as at Listing | Shareholding as at Listing | | | | | | | | | | | | | | | | | | | | | | |
| | Founder Shareholders | 34,800,000 | 54.8% | 27,840,000 | 35.4% | | | | | | | | | | | | | | | | | | | | | | |
| | Other Existing Shareholders* | 28,704,545 | 45.2% | 28,704,545 | 36.5% | | | | | | | | | | | | | | | | | | | | | | |
| | New Shareholders under the Offer | — | — | 22,111,515 | 28.1% | | | | | | | | | | | | | | | | | | | | | | |
| | Total | 63,504,545 | 100.0% | 78,656,060 | 100.0% | | | | | | | | | | | | | | | | | | | | | | |
| * To be issued before completion of the Listing. Refer to Section 7.1 for further information. | | | | | | | | | | | | | | | | | | | | | | | | | | | |

01. INVESTMENT OVERVIEW

| Topic | Summary | Further Information | | | | | | | | | |
|---|---|------------------------|-------------------|-----------------------|----------------------|------------|----------------------|------------------------------|------------|------------------------|--------------|
| Will any Shares be subject to restrictions on disposal following Listing? | <p>The Company has entered into or intends to enter into voluntary restriction agreements (subject to receiving relief from ASIC) and expects that, subject to any contrary determination by the ASX, the following escrow restrictions will apply:</p> <table> <tr> <th>Shareholder Category</th><th>Restricted Shares</th><th>Period of Restriction</th></tr> <tr> <td>Founder Shareholders</td><td>27,840,000</td><td>2 years from Listing</td></tr> <tr> <td>Other existing shareholders*</td><td>27,778,787</td><td>12 months from Listing</td></tr> </table> <p>* Includes Shares issued on conversion of convertible notes and to other persons to whom the Company has agreed to issue Shares upon Listing. Refer to Section 7.1 for further information.</p> | Shareholder Category | Restricted Shares | Period of Restriction | Founder Shareholders | 27,840,000 | 2 years from Listing | Other existing shareholders* | 27,778,787 | 12 months from Listing | Section 7.11 |
| Shareholder Category | Restricted Shares | Period of Restriction | | | | | | | | | |
| Founder Shareholders | 27,840,000 | 2 years from Listing | | | | | | | | | |
| Other existing shareholders* | 27,778,787 | 12 months from Listing | | | | | | | | | |

1.8 Key Offer terms

| Topic | Summary | Further Information |
|---|---|---------------------|
| Who is the issuer of this Prospectus? | P2P Transport Limited ACN 617 760 899 and P2P SaleCo Limited ACN 622 356 638. | Section 7.1 |
| What is the Offer? | <p>The Offer is an initial public offering of 22,111,515 million Shares in the Company at an Offer Price of \$1.32 per Share, raising gross proceeds of \$29.2 million, comprising an offer for the:</p> <ul style="list-style-type: none"> • issue of the New Shares; and • sale of the Sale Shares. | Section 7.1 |
| How will the Company use the funds raised from the issue of the Shares? | <p>The proceeds received by P2P Transport from the Offer will be used to:</p> <ul style="list-style-type: none"> • Provide expansion capital to invest in additional vehicles and fleets; • Repay bridging finance associated with the recent acquisition of BWTM; • Provide funds for branding and marketing, and innovation and development initiatives; • Provide funds for working capital purposes; • Pay Selling Shareholders the net cash proceeds under the Sale Offer; and • To pay the costs associated with the Offer. | Section 7.5 |
| What will be the Company's ASX code? | The Company will apply for admission to the Official List of the ASX and quotation of Shares on the ASX under the code "P2P". | |
| How is the Offer structured? | <p>The structure of the Offer comprises:</p> <ul style="list-style-type: none"> • the Broker Firm Offer; • the Institutional Offer; and • the Priority Offer, <p>as described in the Prospectus.</p> | Section 7.2 |
| Is the Offer underwritten? | The Offer is fully underwritten by the Lead Manager. | Section 9.1 |
| Will any Shares be escrowed? | Yes, Founder Shareholders and other existing shareholders will be subject to voluntary escrow arrangements of 2 years or 12 months from Listing (subject to receiving relief from ASIC). | Section 7.11 |

| Topic | Summary | Further Information |
|---|---|---------------------|
| How can I apply for Shares? | <p>Broker Firm Offer applicants may apply for Shares by completing an Application Form and lodging it with the Broker who invited them to participate in the Offer.</p> <p>Priority Offer applicants may apply by completing an Application Form and returning it to the Company in accordance with the instructions in the personalised invitation letter accompanying this Prospectus.</p> | Sections 7.7, 7.8 |
| What is the allocation policy? | <p>Allocations under the Offer will be at the absolute discretion of the Lead Manager in consultation with the Company.</p> <p>Shares allocated under the Broker Firm Offer will be issued to the Applicants nominated by each broker. It will be a matter for the brokers as to how they allocate firm Shares among their retail clients, and they (and not the Company or SaleCo) will be responsible for ensuring that retail clients who have received a firm allocation from them receive the relevant shares.</p> | Section 7.6 |
| What is the minimum Application size? | <p>The minimum Application under the Broker Firm Offer and the Priority Offer is \$2,000 worth of Shares (1,516 Shares) and there is no maximum value of Shares that may be applied for under the Broker Firm Offer or the Priority Offer.</p> <p>The Company and the Lead Manager reserve the right to not accept Applications, to reject any Application, or to scale back any Application.</p> | Section 7.6 |
| Are there any brokerage, commission or stamp duty considerations? | No brokerage, commission or stamp duty is payable by Applicants on acquisition of Shares under the Offer. | Section 7.15 |
| Are there tax implications? | The taxation consequences of an investment in the Company will depend upon the investor's particular circumstances. Investors should make their own enquiries or seek professional tax advice about the taxation consequences of an investment in the Company. | Section 7.17 |

02.

INDUSTRY OVERVIEW



02. INDUSTRY OVERVIEW

2.1 Introduction and background

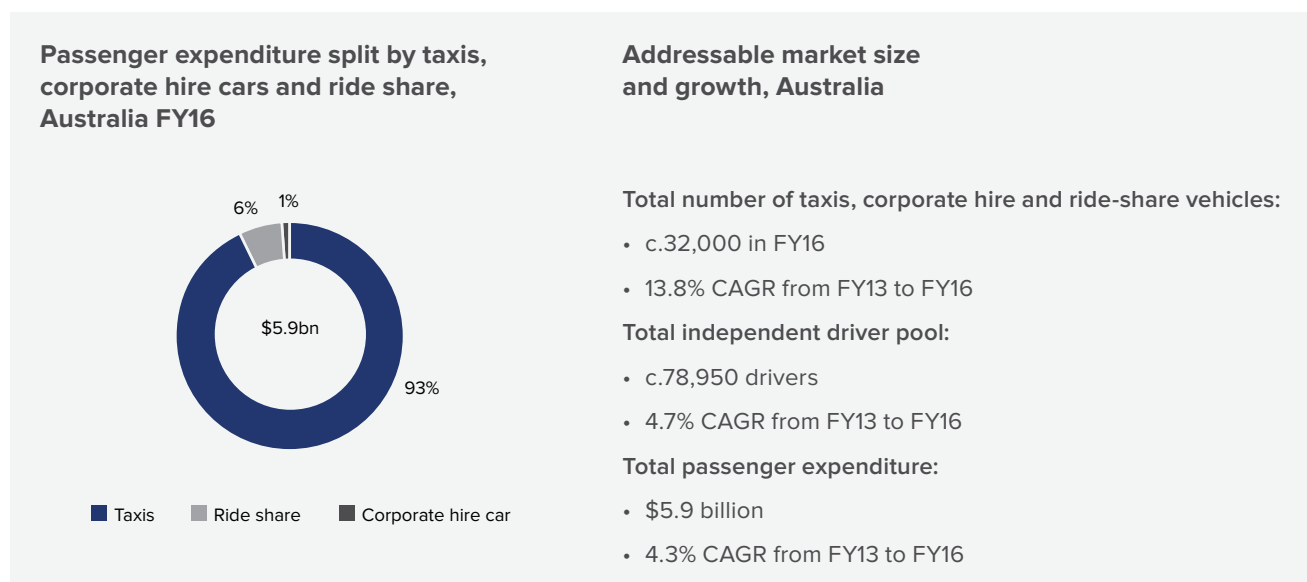
P2P Transport operates in the Australian point-to-point passenger transport industry, which is estimated to have generated approximately \$5.9 billion in passenger expenditure for FY16.¹⁹

The taxi segment accounts for approximately 93% of passenger expenditure, while ride share represents the fastest growing segment accounting for approximately 6% of passenger expenditure.²⁰ The corporate hire car segment represents a smaller, stable segment accounting for approximately 1% of passenger expenditure.²¹

P2P Transport operates in each segment of the point-to-point passenger transport industry through the provision of vehicles on a rental basis to independent professional drivers.

The Company's business model comprises end-to-end fleet management services extending from vehicle acquisition and in-house customisation, vehicle servicing and driver support, and fleet management and administration. Refer section 3 for further discussion on the Company's operations.

Figure 1: Point-to-point passenger transport industry



Source: Frost & Sullivan estimates based on Australian Taxi Industry Association (ATIA), Roads & Maritime NSW, Taxi Services Commission Victoria, Taxi Council Queensland, Department of Planning, Transport and Infrastructure – South Australia, Economic effects of ridesharing in Australia, Deloitte Access Economics, 2016.

The overall point-to-point passenger transport industry in Australia is rapidly evolving. The growth of online-enabled platforms and smartphone applications that connect passengers and drivers, such as that introduced by Uber and other ride share platforms, is a key driver of change. Similar to other international jurisdictions, the taxi segment in Australia has experienced disruption. This changing landscape, together with the highly fragmented nature of the industry involving a large number of firms owning small taxi fleets (typically 10-20 vehicles²²), has seen smaller fleet operators experience increasing cost and competitive pressures. With limited opportunity to generate scale efficiencies, a number of fleet operators are leaving the industry and other participants, such as taxi plate owners, have experienced a reduction in asset values.

The taxi segment is responding to industry changes with a range of initiatives (such as increased use of taxi booking applications and improved services for passengers) and government led regulatory changes (for example, future reduction in compulsory third party (CTP) insurance costs for taxis and increased efficiency in taxi driver licensing) aimed at improving quality, service and cost competitiveness. Recent changes to the taxi and ride share regulatory landscapes have resulted in all point-to-point passenger transport segments (taxis, ride share and corporate hire cars) being regulated under a single regime in an effort to address cost inefficiencies in the taxi industry and to create an enhanced regulatory framework for hire cars and ride share.

¹⁹ Frost & Sullivan independent market report, October 2017.

²⁰ Ibid.

²¹ Ibid.

²² Management estimates.

02. INDUSTRY OVERVIEW

2.2 Industry structure and definitions

The point-to-point passenger transport industry includes all forms of personalised, door-to-door transport where a driver is paid a fee to take a passenger to a destination of the passenger's choosing, including on-demand services provided by taxis, corporate hire cars, and ride sharing services. This excludes mass transit, such as trains and buses, car-sharing, car rental where driven by the user, and other on-demand services with larger vehicles, such as charter buses and shuttle vehicles.

A comparison of the relevant personalised point-to-point transport options is given below.

Figure 2: comparison of taxi, corporate hire car and ride share

| Service | Hailed on street | Available at a rank | Pre-booking | Fare | Fare payment |
|--------------------|------------------|---------------------|---|--|---|
| Taxi | Yes | Yes | Phone taxi booking service, app, website, hotel concierge, phone taxi driver direct | Taxi fares based on hiring or flag fall charges, as well as rates related to distance travelled and wait time | Metered; paid directly to driver; paid via credit card or cash |
| Ride share | No | No | App only; cannot phone driver direct | Ride share fares based on hiring / base charges, distance rates and time (including demand-based pricing i.e. higher prices during periods of higher demand) | No meter; do not pay drivers directly; electronic payments only |
| Corporate hire car | No | No | Phone hire car booking service, app, website | Based on type of service (corporate travel, airport transfer, wedding, graduation formal, personalised tour, etc.), as well as duration and distance | No meter; negotiated between customer and hire car company |

Source: Frost & Sullivan.

Taxi: a vehicle for public hire, fitted with a taximeter, camera, dispatch device and external branding and can be hailed from the street or ranks without pre-booking.

Taxi booking services receive and dispatch bookings to drivers affiliated with their service.

Ride share: mobile application-based, on-demand service in which a driver typically uses the spare capacity of a private vehicle to supply transport to a passenger.

Corporate hire car: vehicles operated on a pre-booked basis. Typically, these are luxury sedans or stretched limousines.

Fleet operator: a company that owns a fleet of cars that it rents to taxi drivers, corporate hire car drivers and / or ride share drivers. Typically included within this service are vehicle registration, compulsory third party (CTP) insurance, comprehensive insurance, scheduled maintenance and breakdown assistance, in varying combinations.²³ In the Company's experience, vertically integrated fleet operators can provide these services more efficiently than smaller operators or driver-owners by bringing servicing, maintenance and repairs, as well as other value-added services, in-house.

Companies active in the fleet operator segment include those catering primarily to the ride share driver (such as Splend, Stride and Keyz), companies catering to taxi, ride share and corporate hire car drivers (such as P2P Transport), as well as traditional rental companies (such as Hertz, Europcar and Thrifty). Refer section 2.6 for further discussion on the competitive landscape in the point-to-point passenger transport industry.

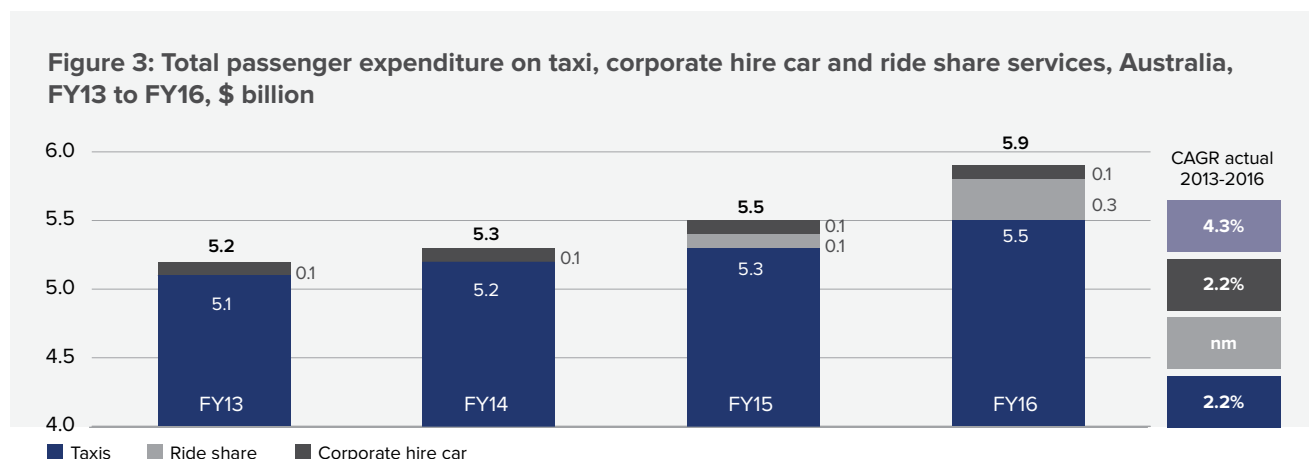
²³ Frost & Sullivan.

2.3 Industry size and growth

Overall point-to-point passenger trips using all forms of transport, including taxis and ride share, public transport and private cars in Australia increased by 11.4% in the ten years to 2012 and this is expected to grow by 8.2% to 2021 to reach a total of around 27.6 billion trips in that year.²⁴

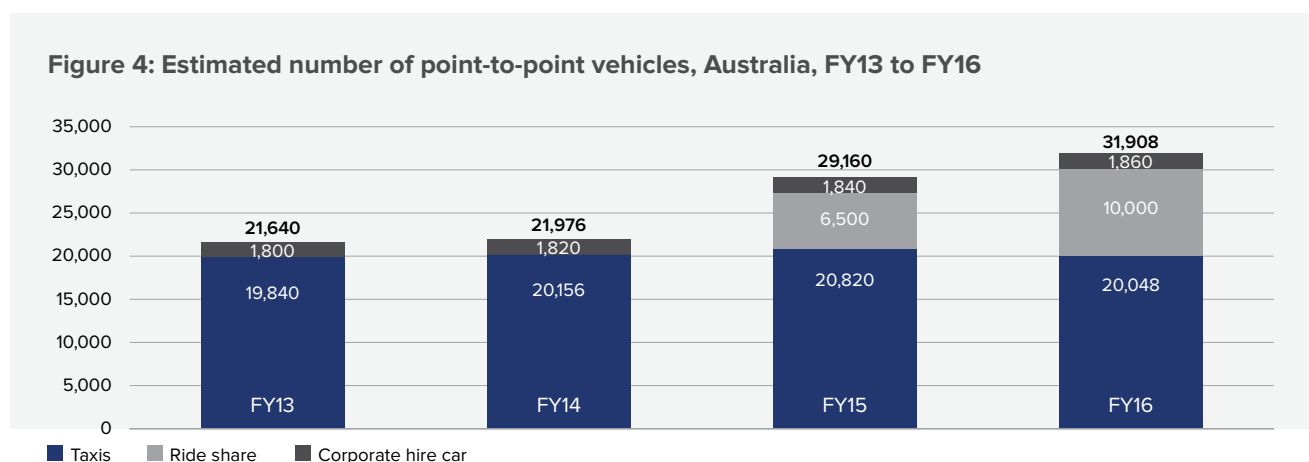
Less than 1% of the total personalised point-to-point trips are currently taken in taxis and ride share vehicles.²⁵

Total passenger expenditure on taxis, corporate hire cars and ride share in Australia for FY16 totalled approximately \$5.9 billion, growing at a CAGR of c.4.3% from FY13.²⁶ Of this total, taxis accounted for 93%, while ride share accounted for 6%.²⁷



Source: Frost & Sullivan estimates based on Australian Taxi Industry Association (ATIA), Roads & Maritime NSW, Taxi Services Commission Victoria, Taxi Council Queensland, Department of Planning, Transport and Infrastructure – South Australia, Economic effects of ridesharing in Australia, Deloitte Access Economics, 2016.

P2P Transport's addressable market is driven by the number of available vehicles being used for taxi, corporate hire car and ride share purposes. This addressable market has grown at a 13.8% CAGR over the period FY13 to FY16; driven primarily by the entry of Uber, which has considerably increased the pool of vehicles and drivers. It is important to note that approximately 25% of ride share drivers work over 40 hours per week,²⁸ which represents P2P Transport's target market within this segment. The Company believes that the balance of drivers working less than 40 hours a week generally use their own personal vehicles as a means of supplementing their income, rather than as a full time profession.



Source: Frost & Sullivan estimates based on Australian Taxi Industry Association (ATIA), Roads & Maritime NSW, Taxi Services Commission Victoria, Taxi Council Queensland, Department of Planning, Transport and Infrastructure – South Australia.

²⁴ Cabcharge Annual Report 2016 (extrapolation of NSW bureau of transport statistics (release 11 Jul13) and ABS population growth assumptions of 1.4% per annum).

²⁵ Ibid.

²⁶ Australian Taxi Industry Association (ATIA), Roads & Maritime NSW, Taxi Services Commission Victoria, Taxi Council Queensland, Department of Planning, Transport and Infrastructure – South Australia, Economic effects of ridesharing in Australia, Deloitte Access Economics, 2016, and Frost & Sullivan estimates.

²⁷ Ibid.

²⁸ Submission by Ride Share Drivers Association of Australia (RSDAA) on Point to Point Transport (Taxi & Hire Vehicles) Regulation 2017.

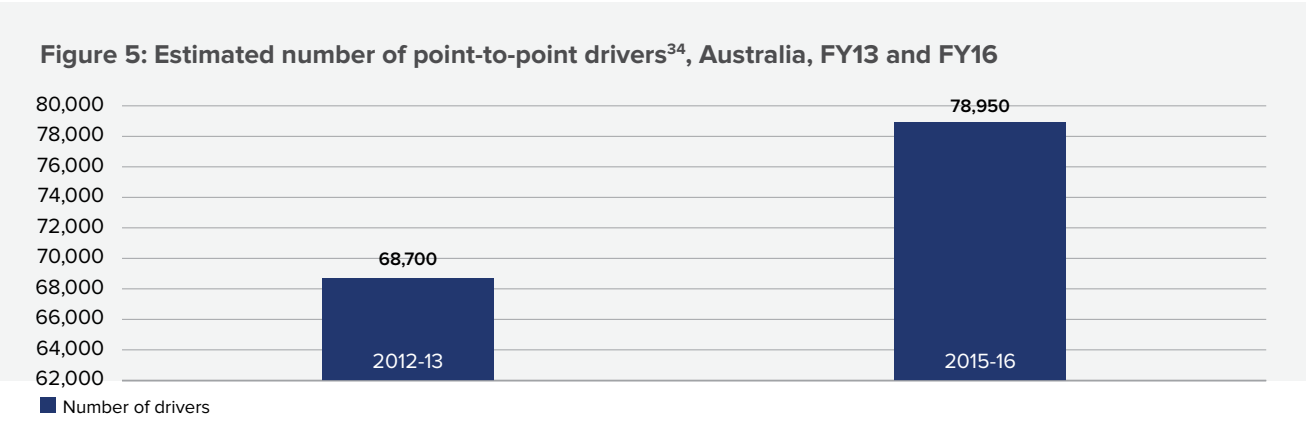
02. INDUSTRY OVERVIEW

From a driver perspective, point-to-point driving is increasingly attractive because of the speed and ease with which one can become an accredited driver and the flexibility that it provides. For example, it is estimated that approximately 25% of ride share drivers work over 40 hours per week, over 50% work 10 hours or less per week, with the balance of drivers working between 10 and 40 hours.²⁹

For the taxi segment, the removal of the requirement for driver training and the knowledge test for taxi drivers (as a result of regulatory changes in states and territories) is likely to support future taxi driver numbers.³⁰

A study of point-to-point passenger transport services across U.S. cities, over the period 2009 to 2015, shows that the labour supply of self-employed taxi drivers on average increased by almost 50% after the introduction of Uber, and the labour supply of wage-employed taxi drivers increased by up to 10%.³¹ This aligns with anecdotal evidence in Australia and in other regions suggesting that the entry of ride share has resulted in many non-taxi drivers becoming self-employed ride share drivers; thus increasing the overall supply of drivers into the market.³²

Overall, with the lowered barriers to entry for point-to-point drivers (across taxi, ride share and hire car) and faster on-boarding processes, the total available driver pool in Australia is growing. Further, in some instances, drivers are commencing as ride share drivers and subsequently moving to full-time taxi driving (this is more pronounced since the ability to surge price was reduced by a sharp increase in the supply of ride share drivers and vehicles).³³



Source: Frost & Sullivan estimates based on Australian Taxi Industry Association (ATIA), P2P Transport and Frost & Sullivan estimates.

2.4 Key drivers of demand for point-to-point passenger transport

The drivers of demand for point-to-point passenger transport in Australia are discussed below:

Macro factors

(i) Population growth

Australia’s population is forecast to grow from 24.8 million in 2017 to 28.9 million by 2027.³⁵ This population growth rate (1.54% CAGR) is expected to underpin base level demand for point-to-point passenger transport.

(ii) GDP per capita and disposable income growth

Point-to-point passenger transport is typically a discretionary expense, and increases in GDP per capita and disposable income are major drivers of demand. GDP per capita, as shown in Figure 5, is projected to grow steadily from \$70,244 in 2017 to \$75,376 in 2022.

29 Submission by Ride Share Drivers Association of Australia (RSDAA) on Point to Point Transport (Taxi & Hire Vehicles) Regulation 2017.

30 Frost & Sullivan, Transport for NSW, Taxi Services Commission (Victoria), Department of Transport and Main Roads (Queensland).

31 Drivers of Disruption? Estimating the Uber Effect, Berger, Chen and Frey, University of Oxford, 23 Jan 2017.

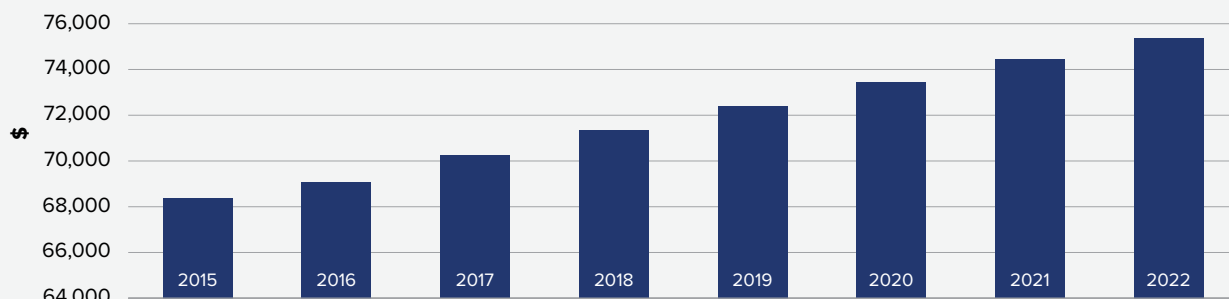
32 Frost & Sullivan.

33 Frost & Sullivan.

34 Drivers only include full time drivers who drive 40 or more hours per week.

35 ABS, 3222.0 – Population Projections, Australia, 2012 (base) to 2101, Series B.

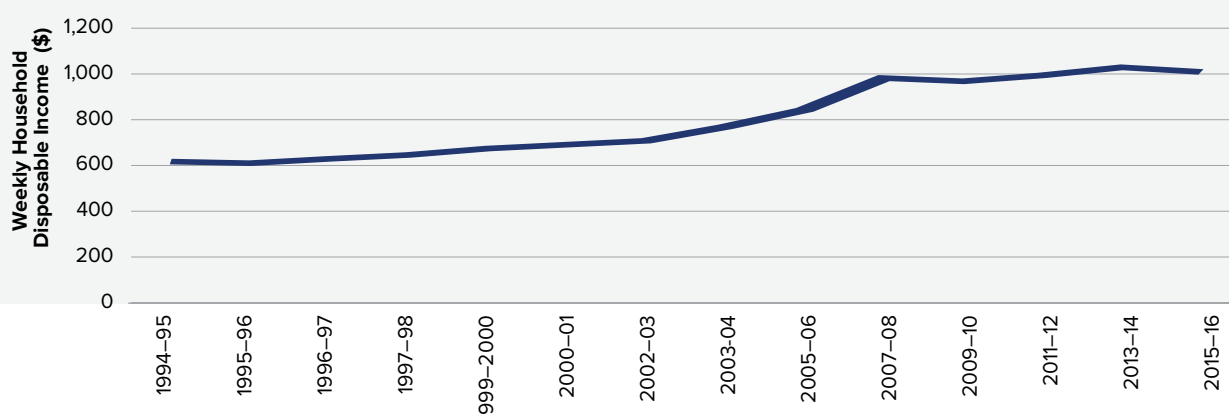
Figure 6: GDP per capita, 2015-2022



Source: World Economic Outlook Database, April 2017, International Monetary Fund (IMF).

Weekly household disposable income has also shown strong growth (3.9% CAGR from 1994-95 to 2015-16).³⁶

Figure 7: Weekly household disposable income, Australia, 1994-95 to 2015-16



Source: ABS 6523.0 – Household Income and Wealth, Australia, 2015-16.

(iii) Business confidence

The resilience of the Australian economy is underlined by the fact that 2017 marks the 26th year of consecutive economic growth.³⁷ Australia is the only major developed economy to have recorded no recessions from 1992 to 2016.³⁸ Low unemployment rates (5.6% in June 2017),³⁹ low interest rates (cash rate of 1.5% in August 2017),⁴⁰ recovery in some mining commodity prices, the significant boost in liquefied natural gas (LNG) exports, as well as continued stability of the major banks are contributing to sustained business confidence. The NAB business confidence index rose 4 points in July 2017, to +12 index points (double its long-run average).⁴¹ As a result of this strong business confidence, spending on business travel, including on point-to-point passenger transport is likely to be sustained.

(iv) Urbanisation

The proportion of Australia's population living in capital cities is projected to grow from 66% of the total population in 2012 to 74% by 2061.⁴² The Company expects that this increased urbanisation will contribute to increased demand in paid point-to-point passenger transport.

³⁶ ABS 6523.0 – Household Income and Wealth, Australia, 2015-16.

³⁷ Why Australia, Benchmark Report 2017, Austrade.

³⁸ Ibid.

³⁹ Minutes of the Monetary Policy Meeting of the Reserve Bank Board, Reserve Bank of Australia (RBA), 1 Aug 2017.

⁴⁰ Ibid.

⁴¹ NAB Monthly Business Survey: July 2017, <http://business.nab.com.au/nab-monthly-business-survey-july-2017-25783/>, accessed 29 Aug 2017.

⁴² ABS, 3222.0 – Population Projections, Australia, 2012 (base) to 2101.

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Market-specific demand drivers

Demand for point-to-point passenger transport is also stimulated by growth in markets such as tourism & travel and leisure & entertainment. This is described in more detail below:

(i) Tourism and travel

Significant demand for point-to-point passenger transport comes from business and leisure travel, with a large portion of point-to-point passenger transport trips starting or ending at airports.

Australia is the world's 11th largest international tourism market, and tourism receipts contribute more to the Australian economy (2.4% of GDP) than the world average.⁴³ Global tourism receipts have grown by around 5% per annum since 2010, while Australian tourism receipts have grown even faster at approximately 7.4% per annum.⁴⁴

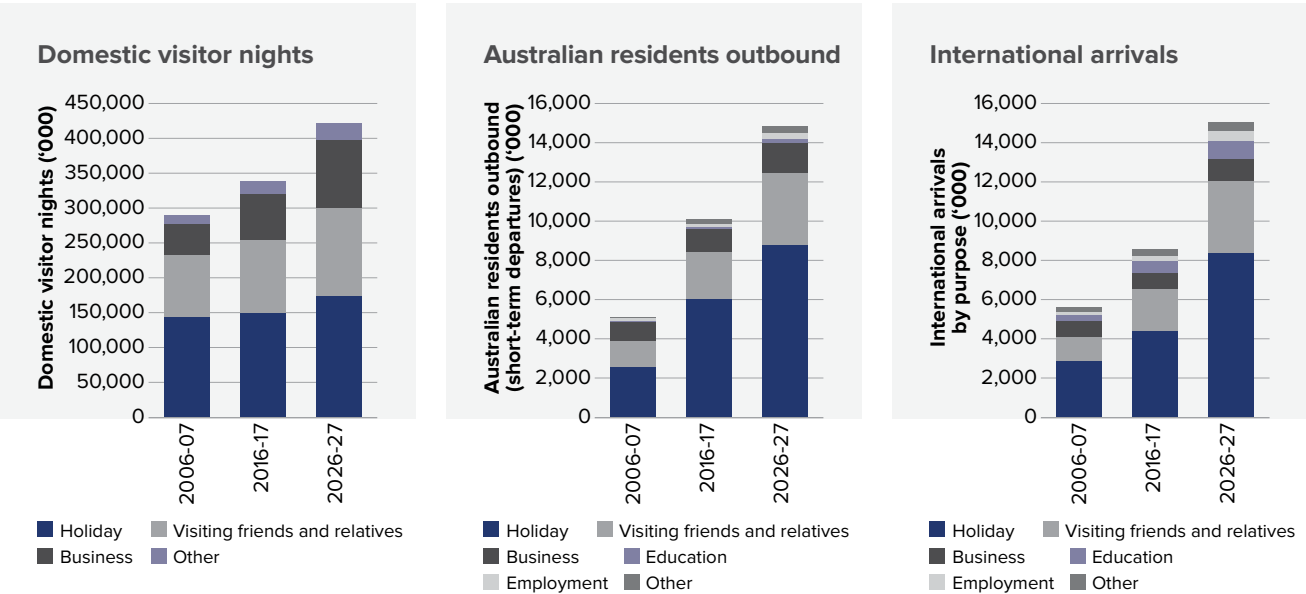
Domestic visitor nights in Australia grew a total of 16.9% from 289.1 million in 2006-07 to 337.9 million in 2016-17, and are expected to grow a further 24.7% to reach 421.4 million in 2026-27.⁴⁵

Australian resident outbound (short-term) departures grew from 5.1 million in 2006-07 to 10.1 million over the 10 years to 2016-17 (at a CAGR of 7.1%), and are expected to grow an additional 4.7 million from 2016-17 to 2026-27 to 14.8 million.⁴⁶

International arrivals grew from 5.6 million in 2006-07 to 8.6 million in 2016-17, and are expected to grow an additional 6.4 million from 2016-17 to 2026-27 to reach 15.0 million; driven in particular by continued growth from markets such as China, New Zealand, the United States, the United Kingdom and Singapore.⁴⁷

This strong growth in both international and domestic travel is expected to sustain much of the growth of the point-to-point passenger transport industry over the next ten years.

Figure 8: Domestic visitor nights, Australian resident outbound and international arrivals, Australia, 2006-07, 2016-17 and 2026-27



Source: Frost & Sullivan estimates based on Tourism Forecasts, Tourism Research Australia, Aug 2017. Represents stated reasons for travel.

43 United Nations World Tourism Organization, World Tourism Barometer, Volume 14, July 2016; International Monetary Fund, World Economic Outlook Database, quoted in Why Australia, Benchmark Report 2017, Austrade.

44 Ibid.

45 Tourism Forecasts, Tourism Research Australia, Aug 2017.

46 Ibid.

47 Ibid.

(ii) Leisure and entertainment

Out-of-home leisure and entertainment represents a further important driver of demand for point-to-point passenger transport. For the year July 2015 to June 2016, Australians spent \$77.1 billion on 'going out' leisure and entertainment activities (excluding gambling), as compared to only \$43.5 billion spent on 'entertainment at home'.⁴⁸ This 'going out' leisure and entertainment expenditure has increased by 38% over the seven years to June 2016.⁴⁹

Of particular relevance to the taxi and ride share markets is the level of 'out of home' activity in the evening, when local residents, local employees, tourists and business visitors are more dependent on paid point-to-point passenger transport. A study of the Australian Night Time Economy (NTE)⁵⁰ showed an 11% increase in the number of food, drink and entertainment NTE establishments between 2009 and 2015, a 21% increase in employment in these establishments and a 35% increase in the sales generated by these establishments over the same period.⁵¹

Figure 9: Australian Night Time Economy – Growth, 2009 to 2015

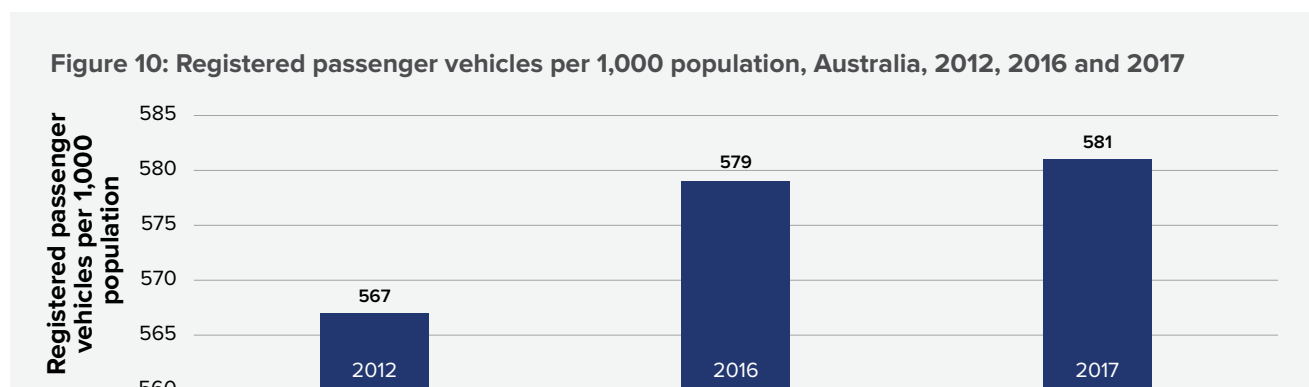
| | 2009 | 2015 | Growth 2009-2015 |
|------------------------|---------|-----------|------------------|
| NTE Establishments | 89,670 | 99,350 | 11% |
| NTE Employment | 925,900 | 1,117,400 | 21% |
| NTE Sales (\$ billion) | 90.17 | 121.72 | 35% |

Source: Frost & Sullivan estimates based on The Australian Night Time Economy 2015, Jun 2017, OrtusER and ABS.

2.5 The growth in ride-share and the taxi segment in Australia

Growth in ride-sharing services

In Australian cities, the continued high use of private vehicles (self-driven) is aggravating congestion on roads. Australia now has over 580 vehicles for every 1,000 people, one of the highest levels globally.⁵²



Source: Motor Vehicle Census 2017, 9309.0, ABS, 28 Jul 2017.

In this context, ride sharing helps to reduce traffic congestion, reduces demand for parking infrastructure and reduces commuter stress. Frost & Sullivan forecasts that ride sharing could result in over 10.4 million vehicles per year eliminated from the roads globally by 2025.⁵³ In addition, higher private vehicle insurance costs, car servicing and toll costs are increasing the cost of car ownership, making ride sharing an increasingly attractive alternative to private car ownership.⁵⁴

The factors outlined above are stimulating growth in alternative personalised transport options. A NSW Government survey shows that usage of all types of personalised point-to-point transport has increased over the past two years, however the use of ride share grew at a faster rate than other options over the period.

⁴⁸ Frost & Sullivan.

⁴⁹ Ibid.

⁵⁰ Leisure-based services which are accessed by members of the public (local inhabitants, local employees, tourists and business visitors) predominantly during the evening and night time (6pm to 6am).

⁵¹ The Australian Night Time Economy 2015, Jun 2017, OrtusER and ABS.

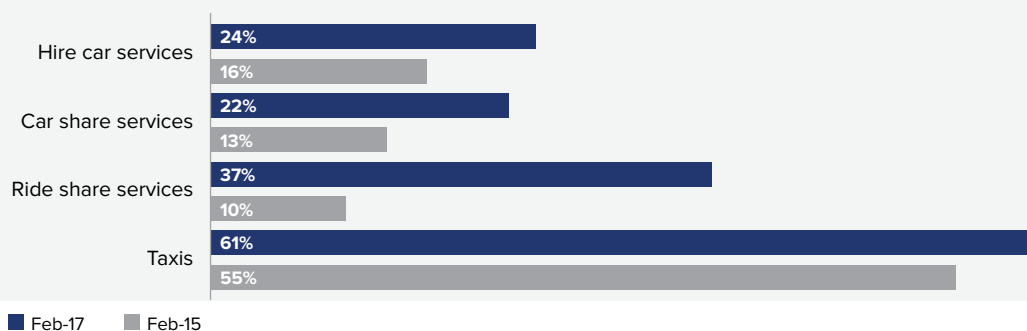
⁵² Motor Vehicle Census 2017, 9309.0, ABS, 28 Jul 2017.

⁵³ Strategic Analysis of the Global e-Hailing Market, Frost & Sullivan Oct 2016.

⁵⁴ Frost & Sullivan.

02. INDUSTRY OVERVIEW

Figure 11: Use of point-to-point transport in the past 6 months, Sydney, February 2015 and February 2017



Source: Surveys of Point to Point Transport Use, November 2014 to February 2017, IPART May 2017.

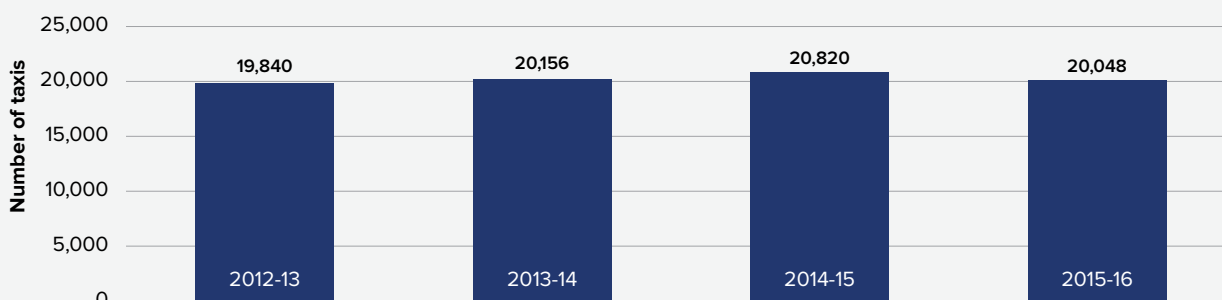
Over half of the respondents who have increased their use of ride share in the previous 12 months mentioned lower cost (than taxis) as the main reason for increased use.⁵⁵ Other important factors were getting a fare estimate in advance, ease of booking with an app, reliability and better booking service (in comparison to taxis).⁵⁶

In this context, the introduction of GST to ride share fares, reduction in the number of instances of surge pricing, and increasing commissions charged by Uber to drivers is reducing both the fare differential to passengers and the profitability to ride share drivers.

The taxi segment in Australia

Uber first launched in Australia in October 2012 with UberBlack (UberTaxi followed in June 2013), and the ride sharing service, UberX, launched in March 2014,⁵⁷ followed by a number of subsequent competing or differentiated platforms. Since that time, the number of licensed taxis across Australia has been relatively stable, as shown below.

Figure 12: Number of taxis, Australia, FY13 to FY16



Source: Frost & Sullivan estimates based on Australian Taxi Industry Association (ATIA), Roads & Maritime NSW, Taxi Services Commission Victoria, Taxi Council Queensland, Department of Planning, Transport and Infrastructure – South Australia, and Frost & Sullivan estimates.

In addition, the taxi market has shown greater stability than ride share in terms of the continuation rate for drivers.⁵⁸ While a large number of drivers may choose to trial a ride share service, there is a significant incidence of dropout subsequently. A study of Uber drivers in the U.S. showed that 11% of drivers became inactive (defined as not offering the service over the following 6 months) within the first month of starting as an Uber driver.⁵⁹

However, the impact of ride share has been more pronounced in other areas, such as a reduction in the value of taxi licences (primarily on account of changing government regulations in terms of taxi licence value and easing of entry restrictions) and taxi utilisation levels, particularly in peak ride share periods (Friday and Saturday evenings).

⁵⁵ Frost & Sullivan.

⁵⁶ Ibid.

⁵⁷ Economic effects of ridesharing in Australia, Deloitte Access Economics, 2016.

⁵⁸ Frost & Sullivan.

⁵⁹ An Analysis of the Labor Market for Uber's Driver-Partners in the United States, Hall and Krueger, Jan 2015.

Taxi industry and regulatory response to ride-share

In response to the growth in ride share, a number of jurisdictions in Australia, as well as globally, are seeking to create a more level playing field for the point-to-point passenger transport industry. Additionally, the taxi industry has implemented a number of competitive responses. These regulatory and competitive responses include:

- (i) easing of entry requirements for taxi drivers across most states, with the removal of mandatory training while maintaining security and health checks for all drivers (NSW removed the 8-week training program; Victoria eliminated the Knowledge Test);
- (ii) regulatory flexibility to enable taxis to offer a number of different fare structures to better compete with ride share;
- (iii) a new CTP scheme is to commence in NSW from December 2017, wherein premiums paid by point-to-point transport vehicle owners, such as taxis, hire cars and ride sharing vehicles, will be based on usage. Annual taxi CTP premiums will be reduced by up to 40%;
- (iv) removal of the maximum age limit on vehicles (NSW, Victoria, Queensland), to align the taxi and hire car segments with ride share, ensures that vehicles that meet the required quality, safety and aesthetics requirements can continue to operate;
- (v) removal of a range of regulatory and compliance costs such as annual licence fees and vehicles inspection fees;
- (vi) the increased use of taxi mobile applications, with each network having developed their own branded app, as well as increased penetration from Ingogo and GoCatch. This is coupled with smaller niche players that are deploying their own app, often white labelled, to more effectively compete; and
- (vii) Victorian buy back of plates and the removal of the plate owners from the taxi industry, resulting in a cost reduction of approximately \$20,000 per annum, and replacing it with an annual fee of \$53 per plate. This will significantly change the cost structure of the industry in this state, and may result in an increase in margin across the supply chain.⁶⁰

2.6 Competitive landscape

The fleet operator market is extremely fragmented, with a large number of small to medium firms owning small fleets.⁶¹ P2P Transport has observed that small family run fleets (10-20 vehicles or less) are often marginally profitable, as they have very low overheads but are facing revenue and cost pressures. As fleets grow to between 20 and 75 vehicles they incur higher overhead costs (full time rostering and admin staff, site rental, etc.) without sufficient scale to cover these increased costs. As a result, the Company has found that these small to mid-sized fleet operators are often marginally profitable or unprofitable. In addition, in the instance of family-run operations, ageing business owner-operators facing increased cost and competitive pressures are often looking to exit the business and retire. This presents scope for consolidation of the fleet operator market.

Figure 13: Examples of leading industry participants, Australia, 2017

| Industry stakeholder | Examples of leading industry participants |
|----------------------|---|
| Taxi networks | Cabcharge Australia (13CABS), Gange Corporation (Silver Top), Silver Service, Murrell Group, Swan Taxis |
| Ride share services | Uber, GoCar, Shebah, Shofer, Hi Oscar, Hop, Hitch-A-Ride |
| Hire car companies | Hughes Limousines, Vehicle Hire Australia (VHA) |
| Fleet operators | P2P Transport, Complete Taxi Management, Ambassador Taxis, Eastmoor Taxis, Taxi Staffing Service (Cabways), Uptown Taxi Depot, Splend, Stride, Keyz |

Source: Frost & Sullivan.

As Figure 14 shows, there are a number of large vertically-integrated fleet operators globally, who have successfully leveraged the scale of their fleet. These large fleet operators all perform in-house servicing, repairs and maintenance; operate their own taxi networks; and leverage technology such as app-based booking and payments platforms.

⁶⁰ Frost & Sullivan.

⁶¹ Ibid.

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Figure 14: Large fleet operator metrics, global, 2016

| Company | Market | Fleet size | Fleet revenue ¹ |
|---------------------------|----------------|---|----------------------------|
| Addison Lee | United Kingdom | 4,800 cars (taxis and corporate) | ~\$275 million |
| Blue Bird Group | Indonesia | 24,873 regular taxis, 1,114 executive taxis, 5,169 limousines and car rental, 560 for bus charter | ~\$450 million |
| ComfortDelGro Corporation | Singapore | 16,822 taxis (other businesses include buses, bus stations, engineering and testing services, car rental, driving centre) | ~\$1,240 million |
| SMRT | Singapore | 3,500 taxis (other businesses include rail, buses, engineering services, retail, property) | ~\$135 million |

Source: Frost & Sullivan, Addison Lee, Blue Bird Group, ComfortDelGro Corporation, SMRT Annual Reports 2016.

1. Last reported. All currency quoted in this table refers to Australian dollar (A\$). The exchange rates used are: A\$1 = 10,601.42 IDR, A\$1 = £0.60, A\$1 = SGD1.08.

2.7 Regulatory environment

Regulations for taxi drivers have historically been more stringent in comparison to those governing ride share drivers. This is changing as new regulations across states and territories seek to create a more level playing field between these two services, whilst at the same time legalising the new model of ride share.

The emergence of ride share and the changing regulatory landscape of the taxi licensing/plate regime in a number of states and territories has resulted in a reduction in the observed value of traded plates, and more recently the compulsory buy back of plates in Melbourne removing the traded market entirely.⁶² P2P Transport does not own taxi plates; rather it leases taxi plates on an arms' length basis from plate owners or plate managers that act for plate owners. In the past 3 years there has been a decline in the rental paid for a plate.

Table 2 outlines the key regulatory framework in each state and territory for taxi, ride share and hire car operators and drivers:

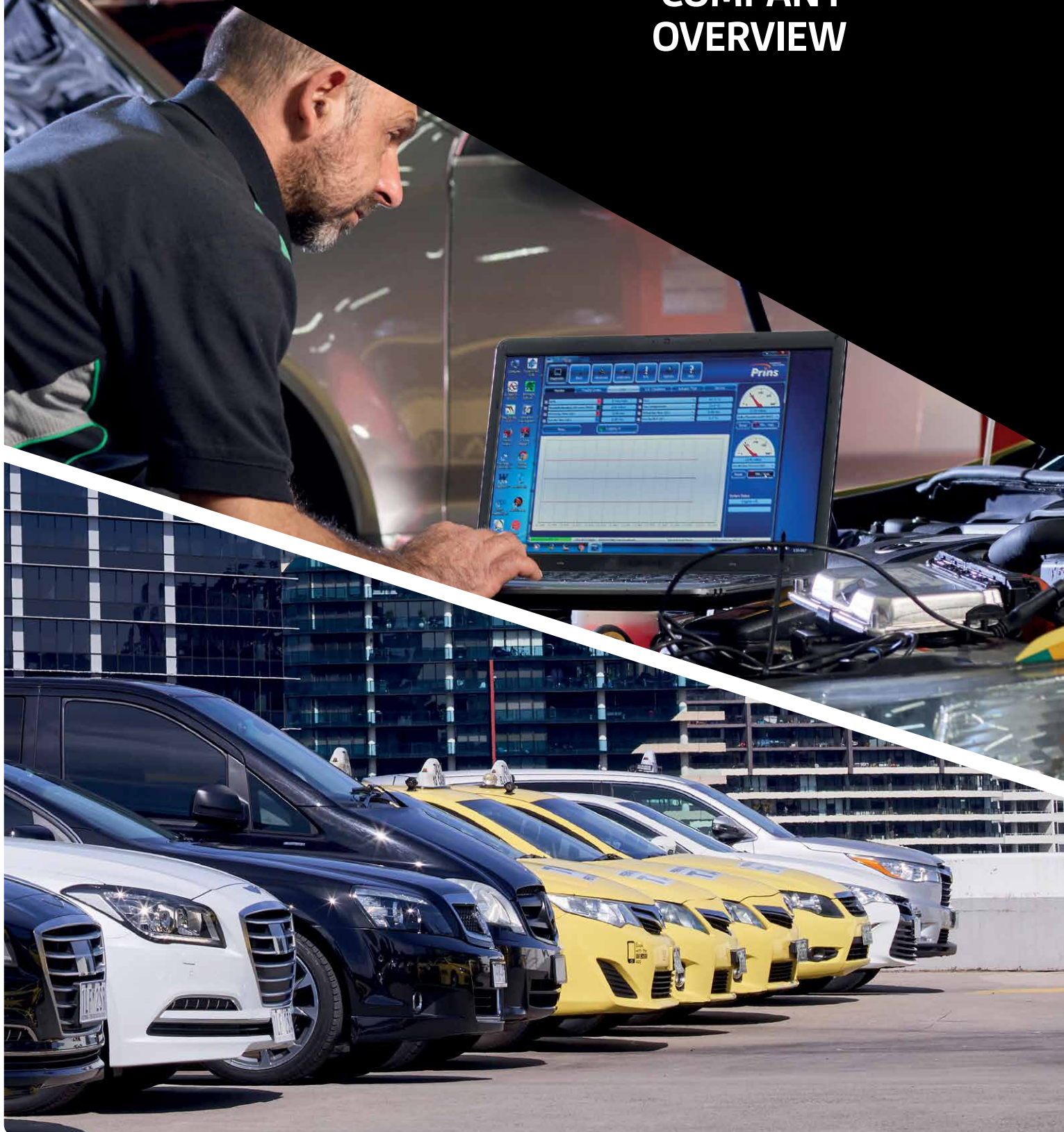
Table 2: Relevant regulatory framework by state and territory, Australia⁶³

| State | Description |
|-----------|---|
| NSW | <ul style="list-style-type: none">• Ride share legalised in NSW from December 2015• Temporary \$1 levy for each passenger service transaction applicable to all taxis and booking services• All booking service providers will be able to set their own fares and offer discounts or peak pricing• Only authorised taxi service providers allowed to provide rank and hail services• Unlimited fleet operator size, no regulatory costs and taxi maximum age and annual renewal fee removed• CTP (greenslip) overhaul by the NSW state government has led to a reduction of up to \$4,500 per annum effective from the 1 December 2017 with rebates for any difference on CTP already paid |
| VIC | <ul style="list-style-type: none">• Ride share legalised in Victoria from August 2017• Government's \$494 million plan to compensate taxi licence holders as it legalises ride share• \$1 levy on every taxi and Uber trip from 2018. Drivers must undertake police, driving and medical checks• Abolishing taxi licences and introducing a single scheme for taxis, hire cars and ride sharing services• Government will buy back licences from taxi drivers wanting to exit the industry• Knowledge test removed and replaced with industry accountability for driver training and induction |
| QLD | <ul style="list-style-type: none">• Ride share was legalised in QLD from September 2016• \$100 million assistance package offered to the taxi industry, as ride share becomes legalised• Booking platforms required to share their trip data with the government, all providers need to be associated with a booking platform and Uber has to be licensed and pay annual licence fees• Stricter restrictions on ride share drivers including zero alcohol requirements and fatigue management• Security cameras will remain mandatory for taxis and any cash-accepting personalised transport vehicle• No new taxi licences, the maximum age limit for taxis removed and annual renewal waived for 12 months |
| Other | <ul style="list-style-type: none">• Similar reforms have taken or are taking place in other Australian states and territories |
| Australia | <ul style="list-style-type: none">• 1 August 2015: Uber drivers must get an ABN, register and pay 10% GST from the first dollar they earn• Various states considering caps on surge pricing / dynamic pricing for ride share |

Source: Frost & Sullivan, Transport for NSW, Taxi Services Commission (Victoria), Department of Transport and Main Roads (Queensland).

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P2P Transport is one of Australia's largest fleet management businesses focused on the point-to-point passenger transport industry, comprising a rapidly growing fleet of approximately 720⁶⁴ taxis, corporate and ride-share vehicles, servicing independent professional drivers in the Victorian, NSW and Queensland markets.

3.1 Introduction

P2P Transport is an integrated fleet management company focused on the provision of vehicles on a rental basis to independent professional drivers in the point-to-point passenger transport industry.

The Company's rapidly growing fleet comprises approximately 720 taxi, corporate and ride-share vehicles managed from 8 sites situated in Victoria (Melbourne), NSW (Sydney) and Queensland (Brisbane, Gold Coast and Toowoomba), positioning the Company as one of the largest fleet management operators of its kind in Australia.

The Company's business model comprises end-to-end fleet management capabilities extending from vehicle acquisition and in-house customization, vehicle servicing and driver support (including repairs and maintenance, and 24-hour operational support), and fleet management and administration (including driver training and on-site services). In the case of P2P Transport's taxi fleet, the Company engages with third party network providers and taxi plate owners to provide drivers with fully equipped and registered vehicles.

P2P Transport's fleet includes a range of passenger vehicles which service all segments of the point-to-point passenger transport industry:

- **Taxis:** 695 customised (fully equipped and registered) taxis. The Company is one of the largest owners of taxis in each of Victoria (3.8% market share), NSW (5.4% market share) and Queensland (10.5% market share)⁶⁵;
- **Corporate:** 10 luxury vehicles, currently only in Victoria and NSW; and
- **Ride-share:** 15 vehicles (largely unmodified) currently only in Victoria and NSW.

P2P Transport's large and growing fleet size, integrated business model and east-coast reach positions the Company to further expand its market share in existing geographies and to enter new geographies, delivering ongoing scale benefits and platform opportunities. As part of the Company's future growth strategy, P2P Transport will also expand its offering to incorporate a range of ancillary services (including a partly owned mobile based ride-hailing application (currently in soft-launch) and proprietary on-vehicle digital marketing initiatives), intended to enhance the experience and services provided to the Company's customers, and diversify its revenue streams.

The point-to-point passenger transport industry is evolving with the emergence of ride-sharing platforms. While the ride-sharing segment currently represents a comparatively small component of the overall point-to-point industry, it is growing rapidly relative to the other industry segments. To gain exposure to this segment, P2P Transport recently launched its ride-share offering under the "meego" brand.

Figure 15: Summary business description

| Brand | Fleet size *as at 31 October 2017 | Description |
|--|--------------------------------------|--|
| Taxis ZEVRA  | 695 vehicles | <ul style="list-style-type: none"> • One of the largest individually owned taxi fleets in Australia • Rental of fully equipped taxis supplied to independent professional, seasonal, and part time drivers • Range of vehicles: sedans, wagons and maxi taxis • Rental terms ranging from a 12-hour shift to rolling weekly arrangements • Fixed price rental or revenue share models |

⁶⁴ As at 31 October 2017.

⁶⁵ Management estimate for each of Melbourne, Sydney and Brisbane regions, respectively.

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| Brand | Fleet size <small>*as at 31 October 2017</small> | Description |
|---|---|--|
| Corporate Z E V R A  | 10 vehicles | <ul style="list-style-type: none"> Rental of entry-level luxury vehicles through to high-end European vehicles supplied to professional drivers Flexible rental terms (generally weekly or monthly) Predominantly revenue share model with some fixed price rental |
| Ride share meego  | 15 vehicles | <ul style="list-style-type: none"> Unmodified vehicles supplied to full time and part time drivers Flexible rental terms (daily, weekly, monthly) Integrated solution that includes service, insurance, repairs and replacement vehicles |
| Digital and innovation  | Range of initiatives currently in development | <p>Investment in third-party or in-house developed technology designed to enhance revenue opportunities and/or deliver cost efficiencies and performance improvements across the fleet.</p> <p>Initiatives currently in varying stages of development and/or soft launch include:</p> <ul style="list-style-type: none"> A digital on-vehicle advertising business; In-house developed vehicle tracking and diagnostics technology; and Minority investment in a digital booking application. |
| Service and support  | 8 sites: Melbourne, Sydney, Brisbane, Gold Coast, Toowoomba | <p>Integrated fleet management and repair centres that offer in-house:</p> <ul style="list-style-type: none"> Vehicle acquisition and customisation (e.g. taxis) Servicing and maintenance Accident repair Driver support and administration – insurance, driver payments, driver facilities Allocation of trips |
| Centralised services | Head office located in Melbourne | <ul style="list-style-type: none"> Board and senior management oversight Compliance, reporting and governance Capital management and financial controls Group-wide marketing services Centralised accident management services |

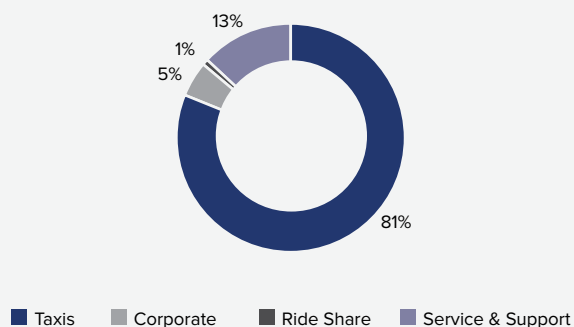
Figure 16: Key statistics of the P2P Transport business model (as at 31 October 2017)

| | | |
|---|--|--|
| 8 sites Melbourne, Sydney, Brisbane ¹ | 6.9 million fares charged in FY17 | 5.4% market share of Sydney |
| 720 vehicles growing to 1,080 in FY18 | 64.3 million kilometres driven in FY17 | 3.8% market share of Melbourne |
| \$64,600 average pro forma revenue per vehicle in FY18 | 99% fleet uptime for FY17 | 10.5% market share of Brisbane |
| \$16,300 average pro forma EBITDA per vehicle in FY18 | 92% utilisation rate for FY17 | 5.7% market share in east coast ² |

1. Together with Gold Coast and Toowoomba.

2. State capital cities only – Melbourne, Sydney and Brisbane.

Figure 17: Revenue by source (FY18 pro forma)



66 Fleet uptime determined with reference to the number of rental shifts for which a vehicle is available (i.e. not undergoing servicing, repairs or other maintenance) as a proportion of the total vehicle rental shifts (two 12 hour shifts available per day per vehicle). Based on NSW and Victorian data.

67 Utilisation rate determined with reference to the number of vehicle rental shifts sold to drivers as a proportion of total vehicle rental shifts (two 12 hour shifts available per day per vehicle). Total vehicle rental shifts excludes newly purchased vehicles that are yet to be deployed to the fleet. Based on NSW and Victorian data.

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3.2 History

P2P Transport traces its origins to 1987 as a Victorian based taxi fleet management company. Initially commencing with a small taxi fleet, this business progressively developed to become one of the largest taxi fleet operators in Melbourne. The NSW operations commenced in 2014 and, following the same market penetration and growth strategy of the Victorian operations, became one of the largest taxi fleet operators in Sydney.

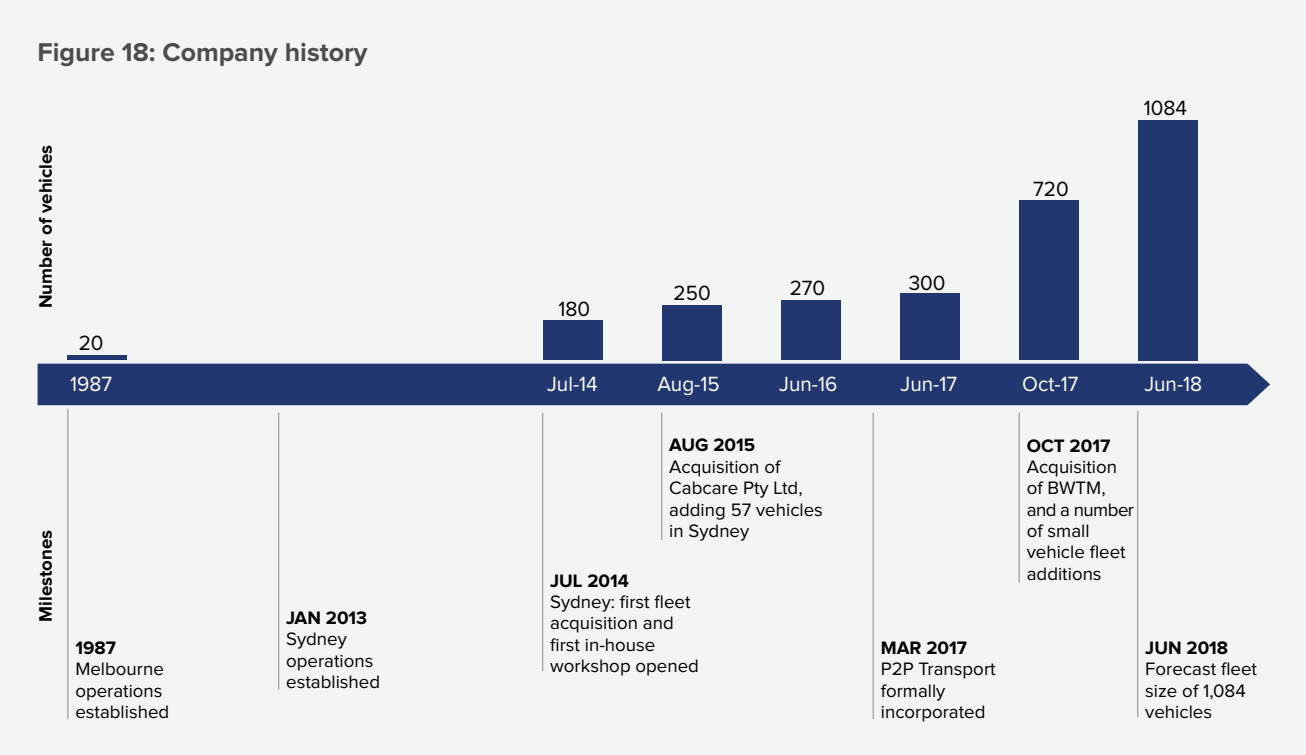
All of the original founders of P2P Transport are shareholders and are active in various senior management roles within the Company. As part of the founders' long-term strategy to create a point-to-point fleet management business of unique scale and geographic reach in the Australian market, in March 2017 P2P Transport as an entity was formed through the combination of the Victorian and NSW operations. The combination represented the initial stage of geographic expansion through the creation of a single fleet network across both Melbourne and Sydney. It allowed P2P Transport to consolidate the respective support functions of the Victorian and NSW operations into a single centralised services group to provide management oversight and group-wide services across the significantly enlarged fleet network, with the respective senior management and employees forming an integral component of the Company.

The increased scale has also afforded P2P Transport the ability to invest in new initiatives to address the market opportunities that have recently developed.

In August 2017, P2P Transport extended its existing taxi and corporate fleet offering with the addition of initially 15 unmodified vehicles to service growing demand for ride-share vehicles.

On 26 October 2017, P2P Transport completed the acquisition of BWTM – one of the largest Queensland based fleet management businesses, comprising approximately 250 taxis. The acquisition has accelerated the Company's entry into the Queensland market and provided significant strategic benefits including an east coast footprint and incremental fleet scale. All employees and management of BWTM have transferred with the business and the BWTM founder will continue on a consulting basis for a 6-month period.

Figure 18 below sets out the historical milestones achieved by P2P Transport.



3.3 Business strategy

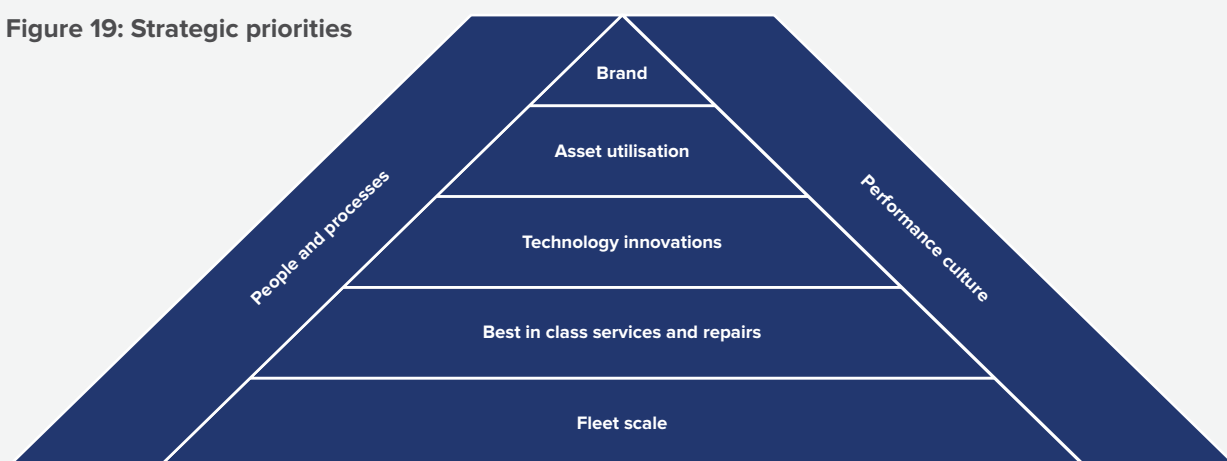
P2P Transport's business model is premised on the control of all key stages of the fleet management lifecycle, from vehicle acquisition and in-house customization, vehicle servicing and driver support, and fleet management and administration. P2P Transport applies this model from central locations in each of the geographic regions in which it operates to ensure its targets for customer servicing and fleet utilization are achieved. Management considers that this represents a key point of differentiation from the Company's competitors and creates a sustainable competitive advantage.

The Company's strategic priorities are:

- **Achieve benefits through scale** – P2P Transport believes that its strategy of increasing its fleet size while managing fleet utilization is critical to optimising operational efficiencies across the Company's network of service centres and centralised services offering.

Increased scale provides the opportunity to enhance buying terms (for example, vehicles and related consumables, and other external services including insurance) and the ability to deploy new initiatives across a growing vehicle network and geography.
- **Deliver best in class vehicle services and repairs** – P2P Transport's customers are independent professional drivers. Delivering high levels of service to the Company's customers, from car washing through to major repairs and replacement vehicles, ensures drivers experience minimal downtime. This underpins P2P Transport's ability to attract and retain its customers.
- **Deliver technological innovations** – Investment in the development and implementation of innovative fleet management solutions including dispatch, vehicle tracking & diagnostics, and driver rostering presents a significant opportunity to enhance fleet utilization, deliver cost efficiencies and attract drivers. P2P Transport currently has in soft-launch a range of initiatives that will be implemented across its network (refer sections 3.9 and 3.11 for further information) and will continue to invest in and/or externally source best-of-breed applications.
- **Maximise asset utilization** – Vehicle utilization is a key driver of the Company's profitability. P2P Transport has and will continue to leverage technology and in-house service and maintenance expertise to maximize fleet utilization and vehicle uptime, as well as maximize vehicle useful life, in order to optimize returns on assets across the fleet.
- **Brand development** – The Company aims to develop the awareness and reputation of its brands in each of its market segments, with the intention of becoming the preferred provider of vehicles to both its customers and end-passengers.

Figure 19: Strategic priorities



3.4 Leading market position

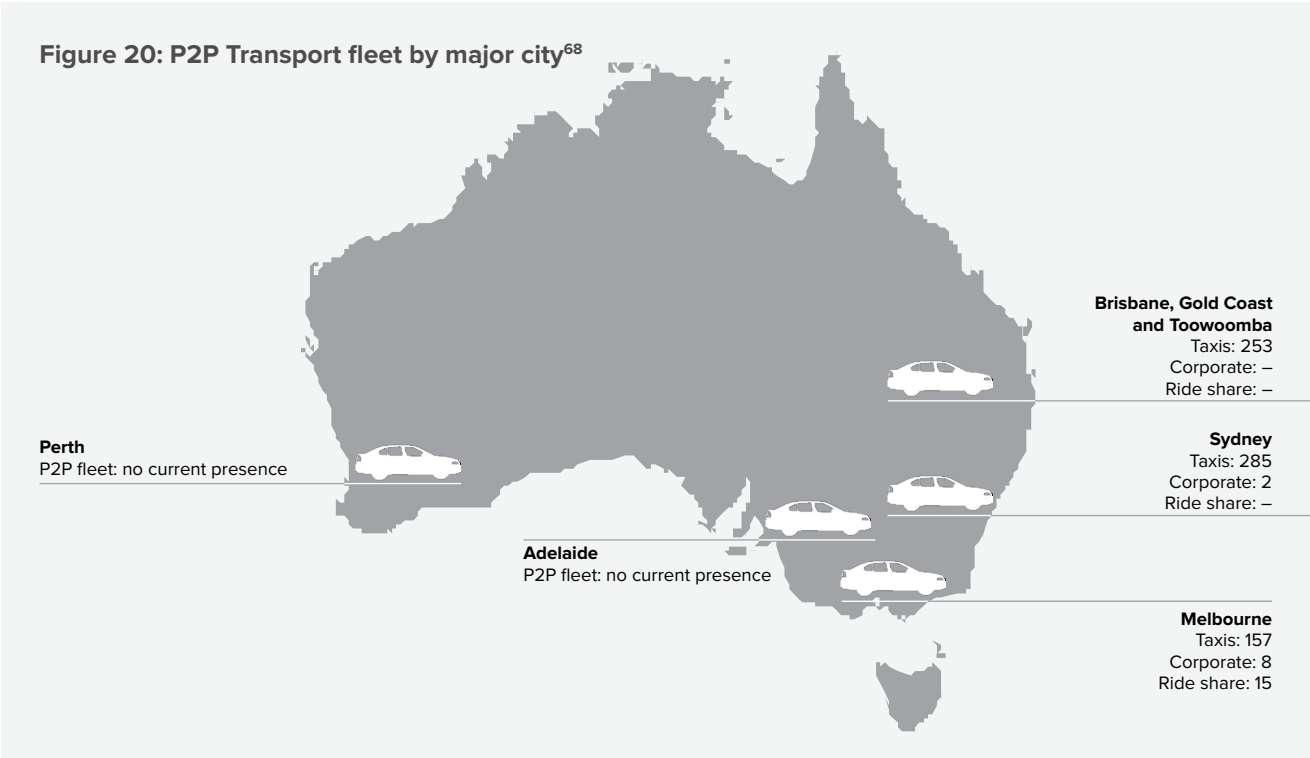
P2P Transport is one of Australia's largest fleet operators focused on the point-to-point passenger transport industry, with a rapidly growing fleet comprising approximately 720 operating vehicles.

The Company is one of the largest individual owners of taxis in Australia.

P2P Transport controls 3.8% of the registered taxis in Melbourne, 5.4% of the registered taxis in Sydney and 10.5% of the registered taxis in Brisbane, reflecting the highly fragmented nature of the industry and future consolidation opportunities.

The Company's position in the taxi segment is complemented by P2P Transport's expanding offering within the fast-growing ride-share segment.

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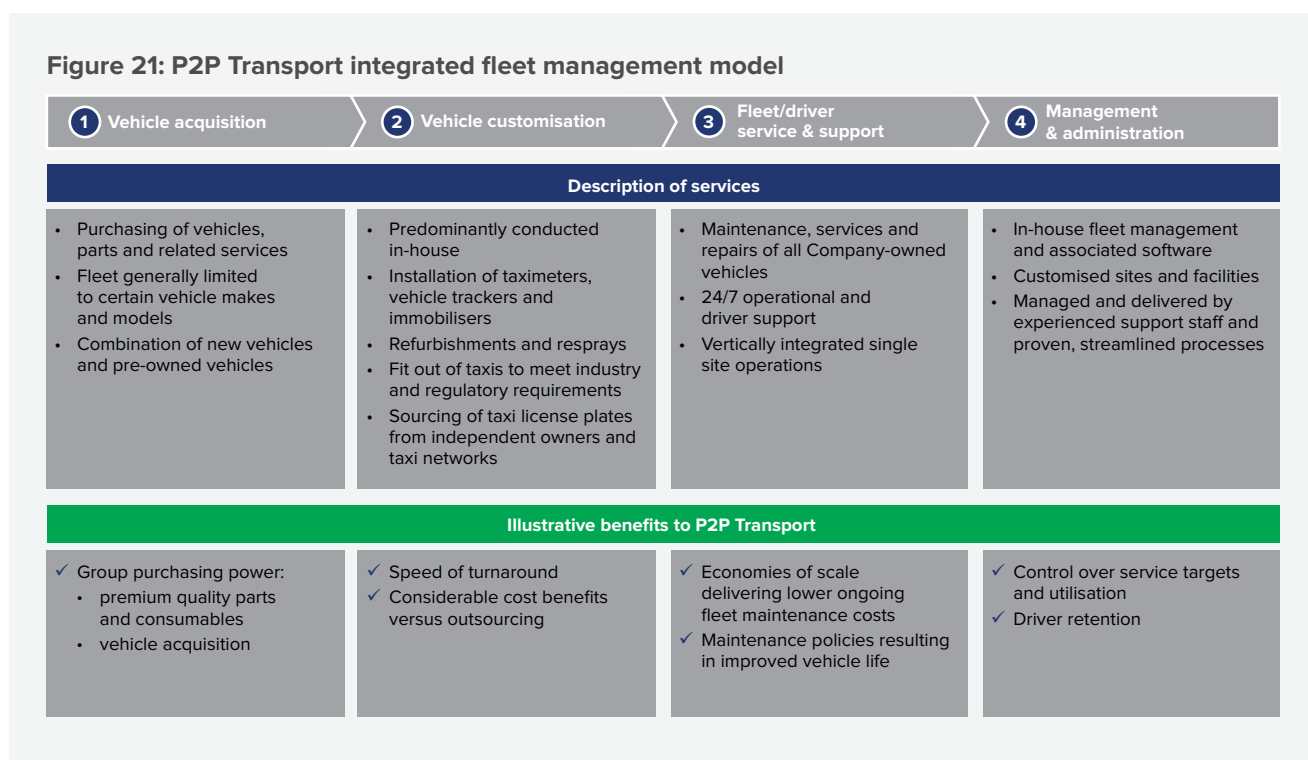
3.5 Vertically integrated fleet management services

P2P Transport employs a vertically integrated model in each geography in which the Company operates. This model involves a primary hub situated in central locations where the fleet’s operational and administrative requirements are managed on a state-by-state basis. This model delivers a range of cost and operational efficiencies, and ensures the Company is able to deliver a simple, effective and convenient service to its fleet customers. Refer section 3.7 for further information on the Company’s sites.

The Company’s core business of providing a fleet of vehicles to independent professional drivers is supported by an ecosystem of additional value-added services, as outlined in Figure 21 below.

68 As at 31 October 2017. Company data; management estimates.

Figure 21: P2P Transport integrated fleet management model



Further description of key elements of P2P Transport’s integrated fleet management model is provided below, while further discussion on the various sites and functions is provided in section 3.7.

Vehicle acquisition and customisation

P2P Transport sources vehicles via either:

- directly from small-medium fleet owners (typically in the case of acquiring taxis);
- licensed motor dealers and principal dealers with whom the Company has developed long-standing relationships; and/or
- directly via an in-house licensed motor dealer accreditation, which enables the Company to acquire vehicles at highly competitive prices from wholesale channels.

P2P Transport assesses vehicle acquisition costs based on the longevity of the vehicle, market segment expectations and known vehicle limitations and performance. Additions to the Company’s fleet comprise a combination of new vehicles and pre-owned vehicles. Where pre-owned (unmodified) vehicles are added to the fleet, they will typically be 1 to 2 years old and have travelled fewer than 100,000 km.

To minimise repairs and maintenance costs, the P2P Transport fleet is generally limited to certain vehicle makes and models. Any variation undergoes a cost benefit analysis with consideration given to servicing costs, accident repair costs and expected mechanical performance across the lifecycle of the vehicle.

Vehicle purchases are funded via a combination of operating cashflow and asset finance facilities. Refer to section 4 for further information.

Customisation of vehicles, ranging from the addition of taximeters, vehicle trackers and immobilisers through to refurbishments and resprays, is predominantly performed in-house through the Company’s various service centres. This provides a lower relative cost of vehicle on-boarding for the business, as well as reduced overall time to market.

Vehicle maintenance and servicing

The Company operates 8 sites throughout Victoria, NSW and Queensland where P2P Transport in-house mechanics and other specialists provide ongoing servicing, maintenance and accident repair work on the Company’s fleet (refer section 3.7 for more detail on the sites and functionality). Vehicles are serviced on a one-month and a 10,000 km service schedule (this compares to industry fleet guidelines allowing service schedules of 15,000 km’s). In the Company’s experience, electing to reduce the service interval to 10,000 km’s has reduced the number of tows to approximately 2 per 100 vehicles per week (accident and non-accident related tows), almost eliminated engine replacement costs, and increased vehicle uptime by eliminating major mechanical repairs from extended operations.

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All smash and panel repairs are conducted in-house, which provides significantly improved turnaround time, while reducing the cost of repairs when compared to external providers. With in-house panel capabilities, P2P Transport is also able to ensure that all of its vehicles meet the required aesthetic standards set for the fleet.

End of life vehicle management

When a vehicle reaches the end of its useful life, P2P Transport will either dispose of the vehicle through an outright sale (generally conducted privately through online or related wholesale channels), or use the vehicle for parts in the Company's workshops.

The Company's accounting policy relating to fleet depreciation (8 years from compliance date) typically results in a vehicle's asset value being fully depreciated ahead of any end-of-life cycle event. The current average age of the fleet is approximately 4 years.

As part of a new initiative, P2P Transport has committed to selecting suitable end of life vehicles to donate to 'Kids Under Cover' (KUC). KUC is a charity that is specifically focused on vulnerable and disadvantage young people in the community and has developed a 'Donate your Car' program in conjunction with Manheim Auctions. Under this initiative, P2P Transport will provide vehicles that can be sold at auction with proceeds being donated to KUC.

3.6 Fleet profile metrics

P2P Transport's fleet has increased significantly since 30 June 2017 to 720 vehicles and forecasts that this will continue in FY18. By utilising the Company's existing infrastructure, P2P Transport has and expects to deliver scale efficiencies and improvements across key business metrics in FY18.

Figure 22: Evolution of P2P Transport fleet: pro forma no. of vehicles at year end

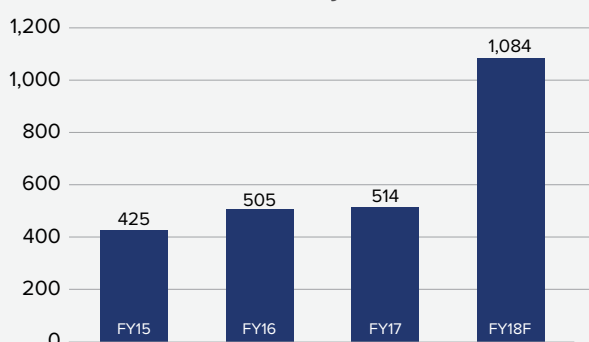


Figure 23: Pro forma average no. of vehicles during the year

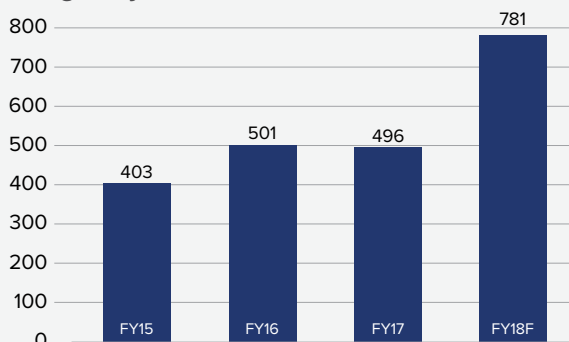


Figure 24: Number of tows per 100 vehicles per week

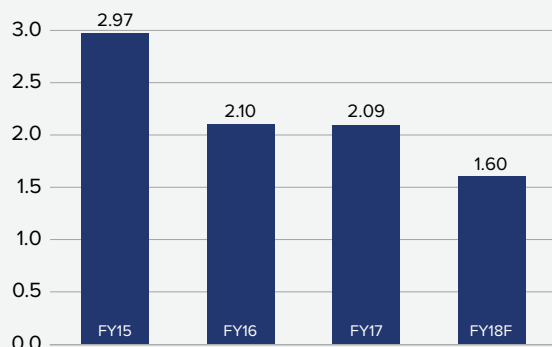
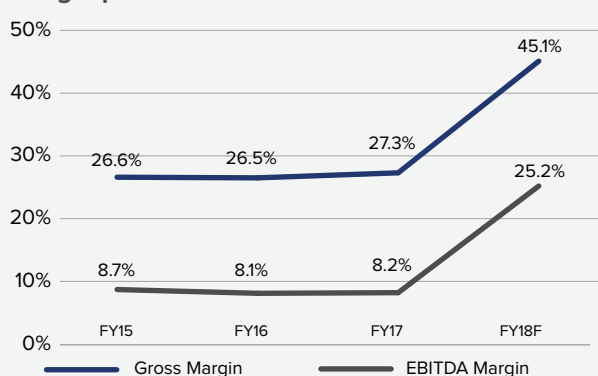


Figure 25: Pro forma gross margin and EBITDA margin per vehicle



3.7 Site management

P2P Transport has developed a network of primary hubs situated in central locations in the geographic regions in which the Company operates, supplemented by satellite facilities that offer more basic services. Each hub delivers localised operational functions, including mechanical workshops and smash repairs that generally operate extended hours; driver administration, training support services and facilities; vehicle administration, accident and insurance management; and state based site management.

Each hub delivers a single point of contact for drivers and other fleet operators⁶⁹ for all fleet management requirements, increasing vehicle uptime and reducing overall time off the road with a single relationship point for administrative requirements.

P2P Transport operates hubs in Melbourne, Sydney and Brisbane with satellite sites operational in Melbourne, Brisbane, Gold Coast and Toowoomba. All sites are leased on a commercial basis with long term leases in place on all hubs. Currently, both Brisbane and Melbourne have capacity for the addition of a significant number of incremental vehicles. The Company is currently exploring the expansion, or movement, of the Sydney hub in order to facilitate increased capacity to manage planned growth.

Figure 26: P2P Transport's existing sites and service offering

| | Vehicle service and maintenance | Panel repairs | Other driver services | Head office |
|----------------------------|---------------------------------|---------------|-----------------------|-------------|
| Site 1: Huntingdale, VIC | ✓ | ✓ | ✓ | ✓ |
| Site 2: Tullamarine, VIC | ✓ | | ✓ | |
| Site 3: Tempe, NSW | ✓ | ✓ | ✓ | |
| Site 4: Gold Coast, QLD | ✓ | | ✓ | |
| Site 5: Albion, QLD | ✓ | | ✓ | |
| Site 6: Albion, QLD | | ✓ | | |
| Site 7: Coopers Plain, QLD | ✓ | | ✓ | |
| Site 8: Toowoomba, QLD | ✓ | | ✓ | |



⁶⁹ Services offered to other (external) fleet operators include mechanical workshop and smash repairs, and driver facilities (lounge).

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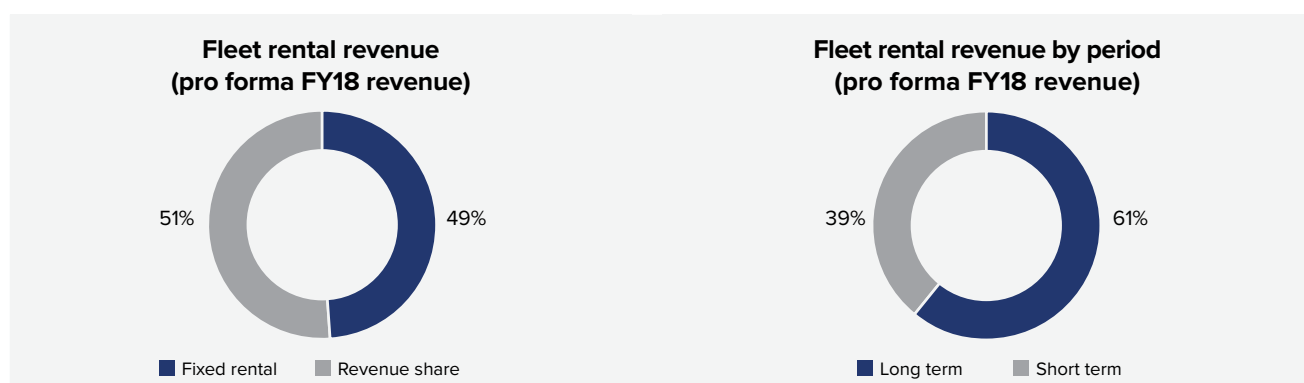
3.8 Revenue model and customer base

P2P Transport generates revenue from a range of vehicle rental options and ancillary streams.

Figure 27: Description of P2P Transport's key revenue sources

| Revenue item | Description | % of pro forma FY18 revenue |
|------------------------------|--|-----------------------------|
| Fleet rental | <ul style="list-style-type: none">Rental of vehicles to customers in the point-to-point passenger transport industryFixed rental or revenue share modelFuel costs: to the expense of the customer in the case of fixed rental; partial sharing with P2P Transport in the case of revenue share | 86.3% |
| Work shop and panel shop | <ul style="list-style-type: none">Vehicle servicing, maintenance, and accident repairExternally owned vehicles onlyFees paid per service | 7.1% |
| Static advertising and other | <ul style="list-style-type: none">Boot and roof advertising panelsSpace sold to external media agenciesFixed monthly rental | 1.9% |
| Accident recoveries | <ul style="list-style-type: none">Repair of not-at-fault accidents at commercial ratesRecovery of business interruption costs, where applicableDriver excess and third party insurance recovery | 4.7% |

Figure 28: Overview of P2P Transport's fleet rental revenue



Rental periods, dependent on the market segment, can be:

- Short term, including shift based (12 hours) and daily time periods; and
- Long term, including weekly and monthly periods.

P2P Transport provides services to a wide range of drivers operating across each segment of the point-to-point industry. These include full-time point-to-point drivers, seasonal drivers who operate for only part of the year when they are in the country or not in alternative work, part-time drivers that use the role to top up existing income and casual drivers (e.g. weekend only university student, retiree).

The majority of P2P Transport's customers rent vehicles on a rolling weekly basis. However, the majority of drivers tend to remain with P2P Transport for more than 12 months. P2P Transport therefore generates a substantial portion of revenue from recurring customers.

3.9 Technology infrastructure

P2P Transport's technology infrastructure has been designed to incorporate widely used and scalable information systems in the management of its fleet and financial reporting and controls. This has the benefit of supporting the acquisition and efficient integration of vehicle fleets as part of the Company's growth strategy. Technology platforms utilised by the Company include:

Fleet management system

P2P Transport uses TCM Fleet management software in the day-to-day management and administration of its fleet of vehicles:

- TCM is currently used by approximately 20% of the Australian taxi industry and provides fleet managers the ability to track key information in real time.
- The technology enables fleet operators to manage assets, maintenance schedules, driver information and compliance, revenue and payments as well as comprehensive reporting functionality.
- P2P Transport acquired 33% of the company that developed the TCM software in 2015 and has assisted with its development since that time.

Management information system

The Company operates a Microsoft Dynamics ERP system, which ensures that all financial reporting, KPI management and general finance requirements are centrally managed with real time reporting.

BWTM currently operates on a separate and well established fleet management and financial reporting system. This entity will continue to operate on a standalone basis in the near term, with P2P Transport's ERP system able to extract and consolidate data and reports from BWTM's financial reporting system for management and Group reporting purposes. P2P Transport will transition BWTM to the Company's operating and financial reporting systems in due course.

Other technology initiatives

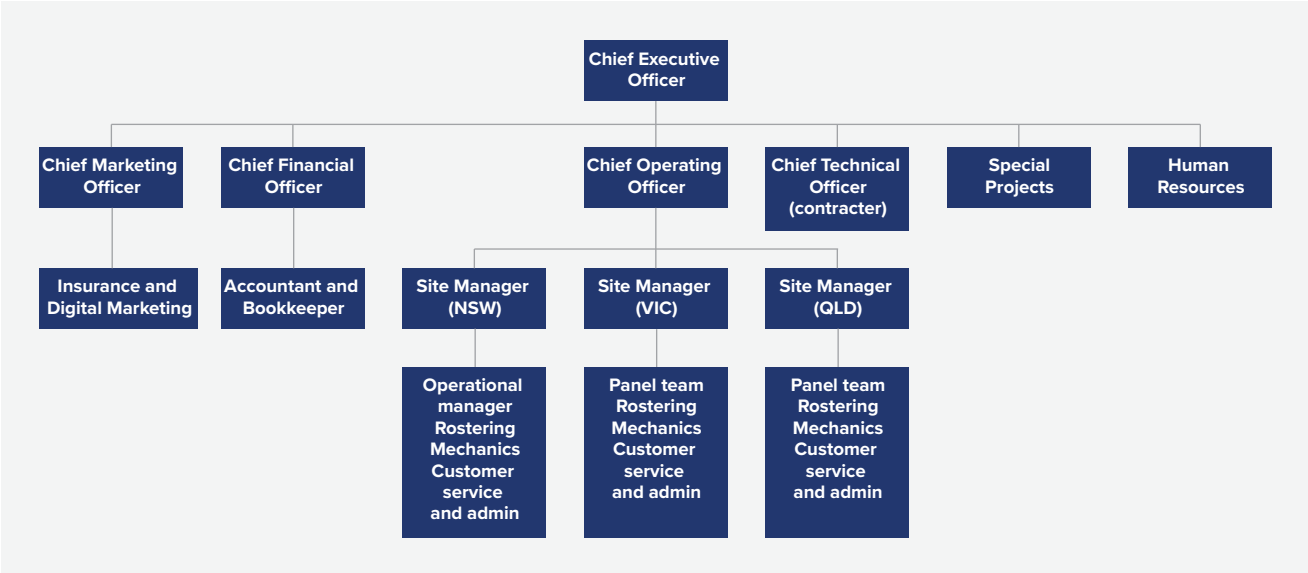
The Company is currently implementing a tracking and diagnostics platform (software and associated hardware) in a portion of the fleet with plans to roll out across the remainder of the fleet over the next few months. This platform is designed to report driver statistics in real time, including speed and speed violations, cornering, acceleration and braking intensity, and includes an algorithm to assess the likelihood of any specific driver having an accident.

As this technology is rolled-out across the fleet, the Company expects it will deliver operational and fleet cost savings, including reduced repairs and maintenance expenses and improved vehicle asset life.

03. COMPANY OVERVIEW

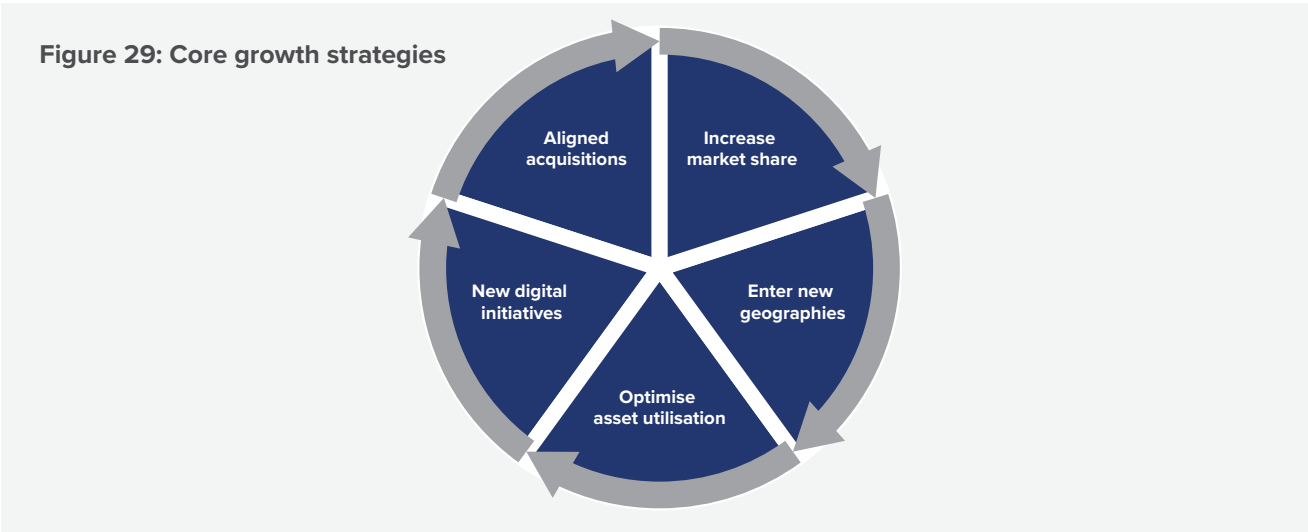
3.10 Organisational structure, people and culture

P2P Transport is headquartered in Melbourne and has operations in NSW, Victoria and Queensland. As at 31 October 2017, P2P Transport had 63 employees split across its operations and head office. The organisational structure of P2P Transport is depicted in the diagram below.



3.11 Growth strategy

P2P Transport’s strategy is premised on the application of a vertically integrated fleet management model in the geographies it which it operates. The Company’s rapidly growing fleet, market position and geographic reach in major cities along the eastern seaboard provide it with multiple growth opportunities. P2P Transport forecasts its pro forma EBITDA of \$2.5 million in FY17 will increase to \$12.7 million in FY18. In the near term, P2P Transport will focus on delivering further growth through the application of the following strategies:



Increase market share in existing geographies

The highly fragmented nature of the industry presents considerable opportunities to continue to expand market share in the near to medium term.

The Company will continue to expand its fleet in existing geographies, through a combination of incremental vehicle additions and the acquisition of small privately owned fleets as part of the day-to-day business activities. This includes both small fleet and single vehicle operators as well as new vehicle purchases, across all segments.

The Company may also make larger acquisitions that have a substantial impact on the fleet size or profile of the Company.

Expansion to new domestic geographies

P2P Transport currently operates in Victoria, NSW and Queensland. The Company will continue to review opportunities to expand to new regional geographies by making acquisitions of fleets and/or sites in new geographic markets in Australia. As the Company continues to expand, it will apply its integrated fleet management model to ensure economies of scale are achieved.

P2P Transport aims to build out its eastern seaboard offering in the first instance.

Earnings growth through enhanced asset utilisation

Vehicle utilisation is a key driver of profitability for P2P Transport. The Company will continue to use its scale to maximise utilisation of the fleet through efficient allocation of drivers and vehicles and in-house service and repair sites, providing quick turnaround and maximising vehicle up-time (availability).

P2P Transport also intends to invest in further marketing initiatives to drivers to increase brand awareness and attract more drivers to drive with P2P Transport's fleet.

New digital and technological initiatives

P2P Transport will assess and roll-out new initiatives that generate ancillary revenue streams for the Company, create operational efficiencies, and/or add value to the drivers (P2P Transport's customers).

Some existing initiatives that are in various stages of development and/or roll-out include:

Digital taxi tops



TMS (a subsidiary of P2P) has developed proprietary on-taxi digital marketing solutions (Digital Taxi Top). P2P Transport has an agreement with previous shareholders of TMS to pay an ongoing royalty comprising 20% of the aggregate revenue generated by the Group from the exploitation of Digital Taxi Top (refer section 6.7 for further details including royalty arrangements related to advertising revenue generated by Digital Taxi Top).

TMS's digital advertising solution is similar to current taxi-top static advertising, but with content displayed on LCD screens. The digitalization of taxi advertising space is expected to increase the advertising revenue and, in turn, the value of on-taxi advertising space. This is expected to increase the rental revenue that P2P Transport will be able to charge media houses.

TMS is currently in preliminary discussions with various out-of-home advertising agencies and appropriate state regulatory bodies to approve the deployment of the digital offering.

Ride247

P2P Transport holds a 20% interest in Ride247 and has a royalty free, perpetual licence, subject to a 2 year termination period, use the technology within its own fleet (refer section 6.7 for further details).

Ride247 has developed a proprietary mobile application designed for driver-to-passenger engagement, which allows for customized pricing, pre booking and for drivers to create a personal "black book" that pairs loyal customers with their preferred driver. The creation of a private "black book" of customers, among other applications, delivers a direct passenger-driver connection with the aim of increasing driver revenue and passenger utilisation of vehicles within the P2P Transport family.

Ride247 is currently in soft-launch with selected drivers in the Victorian fleet.

03. COMPANY OVERVIEW

Aligned acquisitions

P2P Transport intends to continue to consider and evaluate the acquisition of bolt-on businesses across all segments, including opportunities that may arise in the near term, where a compelling financial and strategic rationale exists. P2P Transport will retain strict pricing discipline and acquisition criteria when reviewing any target. Any target may be reviewed in line with the following criteria:

- (i) value accretive to the Company;
- (ii) complementary to P2P Transport's strategy;
- (iii) present an opportunity for further scale and efficiencies;
- (iv) geographically positioned to increase market share or develop new markets; and
- (v) provide P2P Transport with an opportunity to capitalise on its existing capabilities and/or infrastructure.

04.

FINANCIAL INFORMATION



04. FINANCIAL INFORMATION

4.1 Introduction

4.1.1 Financial Information

Financial information for P2P Transport contained in this Section 4 is set out below for the historical financial years ended 30 June 2015 (**FY15**), 30 June 2016 (**FY16**) and 30 June 2017 (**FY17**), and the forecast financial year ending 30 June 2018 (**FY18**).

This Section 4 contains a summary of:

- the pro forma historical financial information for P2P Transport prior to Listing (**Pre-IPO P2P Transport**) comprising:
 - pro forma historical aggregated statements of profit or loss for FY15, FY16 and FY17 (**Historical Income Statements**);
 - the pro forma historical aggregated cash flows before tax for FY15, FY16 and FY17 (**Historical Cash Flows**); and
 - the pro forma historical aggregated statement of net assets as at 30 June 2017 (**Historical Balance Sheet**),(together, the **Pro forma Historical Financial Information**);
- and
- the forecast financial information for P2P Transport comprising:
 - the statutory forecast consolidated statement of profit or loss (the **Statutory Forecast Income Statement**) and the statutory forecast consolidated net cash flows (**Statutory Forecast Cash Flows**) for FY18 (**Statutory Forecast Financial Information**); and
 - the pro forma forecast consolidated statement of profit or loss (**Pro forma Forecast Income Statement**) and the pro forma forecast consolidated net cash flows (**Pro forma Forecast Cash Flows**) for FY18 (**Pro forma Forecast Financial Information**),(together, **Forecast Financial Information**).

The Pro forma Historical Financial Information and the Forecast Financial Information are together the **Financial Information**.

The Financial Information has been reviewed in accordance with the Australian Standard on Assurance Engagements ASAE 3450 Assurance Engagements involving Fundraising and/or Prospective Financial Information, by Deloitte Corporate Finance Pty Limited whose Investigating Accountant's Report on the Financial Information is contained in Section 8. Investors should note the scope and limitations of the report.

4.1.2 Additional Information

Also summarised in this Section 4 are:

- a summary of the basis of preparation and presentation of the Financial Information (see Section 4.2);
- a description of the pro forma adjustments to the Historical Financial Information and reconciliations between the Historical Financial Information and the Pro forma Historical Financial Information (see Sections 4.3.4 and 4.4.2);
- a description of the key drivers impacting P2P Transport's business including key financial and operating metrics set out in Section 4.3.2 and management's discussion and analysis of the Pro forma Historical Financial Information and Forecast Financial Information (see Sections 4.6 and 4.8);
- P2P Transport's best estimate assumptions and general assumptions underlying the Forecast Financial Information (see Section 4.7);
- an analysis of the key sensitivities in respect of the Pro forma Forecast Income Statement (see Section 4.9);
- a summary of P2P Transport's capitalisation and indebtedness (see Section 4.5.2);
- a summary of P2P Transport's proposed dividend policy (see Section 4.11); and
- a description of P2P Transport's significant accounting policies (see Appendix A).

The information in this Section 4 should be read in conjunction with the risk factors set out in Section 5 and other information contained in this Prospectus.

All amounts disclosed in the tables are presented in Australian dollars and, unless otherwise noted, are rounded to the nearest thousand dollars. Rounding may result in some immaterial discrepancies between the sum components and the totals outlined within the tables and percentages calculations.

4.2 Basis of preparation of the Financial Information

4.2.1 Overview

The Financial Information included in this Prospectus is intended to present potential investors with information to assist them in understanding the underlying historical financial performance, cash flows and financial position of P2P Transport, together with the forecast financial performance and cash flows. The Directors are responsible for the preparation and presentation of the Financial Information.

Subject to Section 4.2.2 which sets out the basis of extraction of the Historical Financial Information, the Financial Information has been prepared and presented in accordance with the recognition and measurement principles of the Australian Accounting Standards (AAS), which are consistent with International Financial Reporting Standards (IFRS) and interpretations issued by the International Accounting Standards Board. The Financial Information is presented in an abbreviated form insofar as it does not include all the disclosures, statements or comparative information as required by the Australian Accounting Standards applicable to annual financial reports prepared in accordance with the Corporations Act.

P2P Transport's key accounting policies relevant to the Financial Information are set out in Appendix A. In preparing the Financial Information, the accounting policies of P2P Transport have been applied consistently throughout the periods presented.

P2P Transport operates and reports under three reportable geographic segments in accordance with Australian Accounting Standard AASB 8 Operating Segments, being NSW, Victoria and Queensland.

4.2.2 Historical Financial Information based on Aggregated Accounts

4.2.3 Overview

P2P Transport Pty Limited (P2P Transport) was incorporated in March 2017 as the holding company to facilitate the combination of multiple NSW and Victorian based businesses founded by Thomas Varga (NSW) and Harry Katsiabani (Victoria). The Victoria based businesses have been operating in their current legal form since 2012. The NSW based businesses were established following a series of progressive asset acquisitions that occurred from July 2014 onwards.



The Historical Financial Information has been extracted from the Special Purpose Aggregated Financial Information of Pre-IPO P2P Transport covering FY15, FY16 and FY17 (Aggregated Accounts). The Aggregated Accounts were audited by Deloitte Touche Tohmatsu in accordance with Australian Auditing Standards. Deloitte Touche Tohmatsu issued an unmodified audit opinion on the Aggregated Accounts.



These Aggregated Accounts reflect the income and expenses, cash flows, and the assets and liabilities of all entities comprising the Pre-IPO P2P Transport Group on an aggregated basis for each of these periods, consistent with when each business was acquired or established by the previous owners, which is summarised further below.

All intercompany balances between entities comprising the Pre-IPO P2P Transport Group, including any unrealised profits or losses, have been eliminated on aggregation.

Figure 30: Entities included in the Financial Information for each Financial Year

| Segment | Date acquired | FY15 | FY16 | FY17 | FY18 |
|------------------------------------|---------------|------|------|------|------|
| Victoria | | | | | |
| TaxiLink Pty Ltd | 1-Jul-14 | | | | |
| Unicross Pty Ltd | 1-Jul-14 | | | | |
| NSW | | | | | |
| TGT No.1 Pty Ltd | 1-Jul-14 | | | | |
| A&S Sidhu Investment Pty Ltd | 1-Jul-14 | | | | |
| Taxi Management Solutions Pty Ltd | 1-Jul-14 | | | | |
| Temptrans Pty Ltd | 1-Jan-15 | | | | |
| Cabcare Pty Limited; D'Lee Pty Ltd | 15-Aug-15 | | | | |
| Queensland | | | | | |
| BWTM Pty Ltd | 26-Oct-17 | | | | |
| ABC Bodyworks Pty Ltd | 26-Oct-17 | | | | |
| Taxis Queensland Pty Ltd | 26-Oct-17 | | | | |
| Incremental public company costs | | | | | |

 Statutory Historical
 Statutory Forecast

 Pro forma Historical
 Pro forma Forecast

04. FINANCIAL INFORMATION

4.2.4 Treatment of acquisitions in the Historical and Forecast Financial Information

Acquisitions made and new businesses established prior to 30 June 2017

Where an entity or business has been acquired or established, its operating results have been included in the Aggregated Accounts from the date control was established by the previous shareholders, as outlined in Figure 1 above.

Acquisitions made post 30 June 2017

The following businesses became wholly owned subsidiaries of P2P Transport on 26 October 2017 (**Acquired Entities**):

- BWTM Pty Limited;
- ABC Bodyworks Pty Limited; and
- Taxis Queensland Pty Limited.

Accordingly, as outlined in Figure 1 above, the Statutory Forecast Financial Information includes the forecast results of the Acquired Entities for the period from Listing to 30 June 2018, and the Pro forma Forecast Financial Information reflects the full year performance of the assets acquired, as if they were acquired on 1 July 2017. Pro forma adjustments have been made to the historical financial performance for FY15, FY16 and FY17 based on the audited special purpose financial statements of BWTM Pty Limited and the unaudited management accounts of ABC Bodyworks Pty Limited and Taxis Queensland Pty Limited.

The auditor issued an unmodified audit opinion on the special purpose financial statements of BWTM Pty Limited.

4.2.5 Preparation of the Pro forma Historical Financial Information

The Pro forma Historical Financial Information has been prepared for the purpose of this Prospectus and has been derived from the Historical Financial Information to illustrate the net income, assets, liabilities and cash flows of P2P Transport adjusted for the acquisition of the Acquired Entities and other pro forma adjustments. The pro forma adjustments are described in Section 4.3.4 and Section 4.4.2

The Pro forma Historical Balance Sheet is based on the Historical Balance Sheet and includes certain other pro forma adjustments to reflect:

- the impact of the Offer, including certain Offer costs offset against equity;
- the completion and consolidation of the Acquired Entities, including two tranches of notes issued subsequent to 30 June 2017 and prior to the Offer; and
- the operating and capital structures that will be in place following Listing as if they had occurred or were in place as at 30 June 2017.

The Pro forma Historical Balance Sheet is provided for illustrative purposes only and is not represented as being necessarily indicative of P2P Transport's view on its future financial position. Investors should note that past results are not a guarantee of future performance.

4.2.6 Preparation of the Forecast Financial Information

The Forecast Financial Information has been prepared by P2P Transport based on an assessment of present economic and operating conditions and on a number of assumptions, including the general assumptions and the Directors' best estimate specific assumptions set out in Section 4.7.

The Directors have prepared the Forecast Financial Information with due care and attention, and consider all best estimate assumptions when taken as a whole to be reasonable at the time of preparing this Prospectus. However, this information is not fact and investors are cautioned to not place undue reliance on the Forecast Financial Information.

This information is intended to assist investors in assessing the reasonableness and likelihood of the assumptions occurring, and is not intended to be a representation that the assumptions will occur. Investors should be aware that the timing of actual events and the magnitude of their impact might differ from that assumed in preparing the Forecast Financial Information, and that this may have a material positive or negative effect on P2P Transport's actual financial performance, cash flows or financial position. Accordingly, none of P2P Transport, the Directors, P2P Transport's management, or any other person can give investors any assurance that the outcomes discussed in the Forecast Financial Information will arise. Investors are advised to review the assumptions set out in Sections 4.7.1 and 4.7.2 in conjunction with the sensitivity analysis set out in Section 4.9, the risk factors set out in Section 5 and other information set out in this Prospectus.

The Forecast Income Statement and the Forecast Cash Flows of P2P Transport for FY18 have been presented on both a pro forma and a statutory consolidated basis. The Pro forma Forecast Income Statement and the Pro forma Forecast Cash Flows of P2P Transport and FY18 are based on the Statutory Forecast Income Statement and the Statutory Forecast Cash Flows, adjusted for the consolidation of the Acquired Entities as if the acquisitions occurred on 1 July 2017, and exclude the costs of the Offer and other items which are not expected to occur in the future. Section 4.3.3 provides a reconciliation between the Statutory Forecast Income Statement and the Pro forma Forecast Income Statement of P2P Transport for FY18, and Section 4.4.2 provides a reconciliation between the Statutory Forecast Cash Flows and the Pro forma Forecast Cash Flows for FY18.

The basis of preparation and presentation of the Forecast Financial Information, is consistent with the basis of preparation and presentation of the Pro forma Historical Financial Information.

The Directors have no current intention to update or revise the Forecast Financial Information or other forward looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

4.2.7 Acquisition accounting

Acquisition of the entities forming the Pre-IPO P2P Transport Group will be accounted for using the acquisition method under AASB 3 *Business Combinations*.

AASB 3 requires that the identifiable assets and liabilities acquired (including intangible assets) are measured at their respective fair values at acquisition date. The Company has performed an assessment of the fair values of the identifiable assets and liabilities acquired. For the purposes of the Pro forma Historical Balance Sheet, the assets and liabilities have been recorded at their provisional fair values based on the 30 June 2017 Balance Sheet.

The increase in intangible asset values has not been allocated between identifiable intangible assets and goodwill on the basis that the only intangible asset deemed to be acquired is related to brand names and trademarks, which are indefinite life intangible assets.

Under the Australian Accounting Standards, P2P Transport has up to 12 months from the date of acquisition to complete its initial acquisition accounting.

The Financial Information presented in this Section 4 on a pro forma basis assumes that the entities that form the P2P Transport group at completion of the acquisitions of the Acquired Entities had always operated as a consolidated group.

4.2.8 Explanation of non-IFRS and other financial measures

P2P Transport uses certain measures to manage and report on its business that are neither recognised under AAS, nor under IFRS. These measures are collectively referred to as **non-IFRS financial measures**. These non-IFRS financial measures do not have a prescribed definition under AAS or IFRS and therefore may not be directly comparable to similarly titled measures presented by other entities. These should not be construed as an indication of, or an alternative to, corresponding financial measures determined in accordance with AAS or IFRS. Although P2P Transport believes these non-IFRS financial measures provide useful information to users in measuring the financial performance and condition of the business, investors are cautioned not to place undue reliance on any non-IFRS financial measures included in the Prospectus.

In this Prospectus, P2P Transport uses the following non-IFRS financial measures:

- Capital expenditure: includes investment in plant and equipment (vehicles), including leasehold improvements, as well as software and licence assets;
- EBITDA: earnings before interest, tax, depreciation and amortisation;
- EBIT: earnings before interest and tax;
- NPBT: net profit before tax; and
- NPAT: net profit after tax attributable to shareholders.

04. FINANCIAL INFORMATION

4.3 Historical and Forecast Income Statements and Profitability Metrics

4.3.1 Pro forma Historical Income Statements, Pro forma Forecast and Statutory Forecast Income Statements

Table 1 sets out the Pro forma Historical, Pro forma Forecast and Statutory Forecast Income Statements for FY15 to FY18.

Table 1: Summary of Pro forma Historical and Forecast Income Statements and Statutory Forecast Income Statement

| \$'000 | Notes | Pro forma historical | | | Forecast | |
|----------------------------------|-------|----------------------|----------|----------|----------------|----------------|
| | | FY15 | FY16 | FY17 | Pro forma FY18 | Statutory FY18 |
| Revenue | | 34,631 | 32,191 | 30,763 | 50,452 | 44,612 |
| Cost of sales | | (25,404) | (23,646) | (22,378) | (27,688) | (24,266) |
| Gross margin | | 9,227 | 8,545 | 8,385 | 22,764 | 20,346 |
| Employee costs | | (4,066) | (3,624) | (3,457) | (6,043) | (5,175) |
| Rent expenses | | (770) | (868) | (998) | (1,309) | (1,065) |
| Incremental public company costs | | (949) | (973) | (997) | (1,022) | (682) |
| Other operating expenses | 1 | (431) | (486) | (399) | (1,682) | (16,613) |
| Total operating expenses | | (6,216) | (5,951) | (5,852) | (10,056) | (22,935) |
| EBITDA | | 3,011 | 2,594 | 2,533 | 12,708 | (2,589) |
| Depreciation & amortisation | 2 | (1,759) | (2,189) | (2,165) | (3,413) | (3,089) |
| EBIT | | 1,252 | 406 | 369 | 9,295 | (5,678) |
| Net finance income (costs) | 3 | (314) | (346) | (237) | (140) | (106) |
| Profit before tax | | 939 | 60 | 131 | 9,155 | (5,785) |
| Tax expense | 4 | (282) | (18) | (39) | (2,746) | (2,075) |
| NPAT | 5 | 657 | 42 | 92 | 6,408 | (7,859) |

Notes:

1. **Other operating expenses** – The FY18 Statutory forecast includes non-recurring IPO costs of \$2.0 million and \$12.7 million of non-cash share based payments associated with the Company's obligation to issue Shares upon Listing.
2. **Depreciation and amortisation** – During the financial year ended 30 June 2017, P2P changed the estimated useful life of its vehicle fleet to align with the current regulatory framework and ensure consistency across the entities that formed P2P Transport. A pro forma adjustment has been made to illustrate the impact of this change in accounting estimate as if it had been applicable from 1 July 2014.
3. **Net finance costs** – Pro forma net finance costs represent the actual finance costs incurred for vehicle acquisitions where asset financing was obtained from time to time during the historical period. Asset financing facilities in place at the completion of the Offer will remain in place until maturity, and the resulting net finance costs are included in the statutory and pro forma income statement for FY18.
4. **Income tax expense** – Pro forma historical income tax expense of P2P Transport has been calculated at 30% of profit before tax to illustrate the effective tax rate that is likely to have been applicable had the group been operating as a consolidated group since 1 July 2014.
5. A reconciliation between the pro forma and statutory NPAT for each of the above periods is presented in section 4.3.4.

4.3.2 Key profitability and operating metrics

Table 2 sets out the key profitability and operating metrics of P2P Transport for FY15, FY16 and FY17 on a pro forma basis, and for FY18 on a pro forma and statutory basis.

Table 2: Summary of key operational and financial metrics

| | Pro forma historical | | | Forecast | |
|---|----------------------|---------|--------|----------------|----------------|
| | FY15 | FY16 | FY17 | Pro forma FY18 | Statutory FY18 |
| Number of vehicles at year-end (#) | 425 | 505 | 514 | 1,084 | 1,084 |
| Average number of vehicles (#) | 403 | 501 | 496 | 781 | 698 |
| Average total revenue per vehicle (\$000) | 86.0 | 64.2 | 62.1 | 64.6 | 63.9 |
| Gross profit margin per vehicle (\$000) | 22.9 | 17.1 | 16.9 | 29.1 | 29.1 |
| Operating expenses per vehicle (\$000) | 15.4 | 11.9 | 11.8 | 12.9 | |
| EBITDA per vehicle (\$000) | 7.5 | 5.2 | 5.1 | 16.3 | |
| D&A per vehicle (\$000) | 4.4 | 4.4 | 4.4 | 4.4 | |
| Revenue growth per vehicle (%) | | (25.3%) | (3.4%) | 4.0% | |
| Gross margin (%) | 26.6% | 26.5% | 27.3% | 45.1% | |
| EBITDA margin (%) | 8.7% | 8.1% | 8.2% | 25.2% | |

The Statutory Financial Information for FY18 includes one off Offer costs and the contribution of the Acquired Entities from 26 October 2017 only, therefore the key profitability metrics are not shown in the table above as they are not considered comparable to the pro forma key profitability metrics. Refer to Section 4.2.8 for explanations of non-IFRS and other financial measures.

4.3.3 Breakdown of historical and forecast revenue and cost of sales

Table 3 sets out a breakdown of pro forma historical revenue and cost of sales for FY15, FY16 and FY17, and forecast revenue for FY18.

Table 3: Summary of Pro forma Historical and Forecast revenue and cost of sales breakdown

| \$'000 | Pro forma historical | | | Forecast |
|----------------------|----------------------|---------------|---------------|----------------|
| | FY15 | FY16 | FY17 | Pro forma FY18 |
| Revenue | | | | |
| Fleet | 28,259 | 26,353 | 25,429 | 43,525 |
| Accident recovery | 1,102 | 1,485 | 1,612 | 2,359 |
| Mechanical | 2,984 | 2,691 | 2,408 | 2,876 |
| Panel | 849 | 816 | 803 | 740 |
| Other | 1,439 | 846 | 512 | 952 |
| Total revenue | 34,631 | 32,191 | 30,763 | 50,452 |
| Cost of sales | | | | |
| Plate lease | 10,532 | 10,010 | 8,108 | 9,863 |
| Network/Radio fees | 3,495 | 3,573 | 4,081 | 5,745 |
| Insurance | 1,250 | 1,772 | 2,191 | 2,700 |
| Accident and repairs | 1,074 | 902 | 1,039 | 1,220 |
| Other expenses | 5,526 | 5,085 | 4,168 | 5,864 |
| Workshop expenses | 3,526 | 2,304 | 2,790 | 2,296 |
| Cost of sales | 25,404 | 23,646 | 22,378 | 27,688 |

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4.3.4 Pro forma adjustments to the Historical Income Statements and the Statutory Forecast Income Statement

Table 4 sets out the pro forma adjustments made to Statutory Historical and Forecast NPAT for FY15 to FY18.

Table 4: Pro forma adjustments to Statutory Historical and Forecast NPAT

| \$'000 | Notes | Historical | | Forecast | |
|--|-------|--------------|------------|------------|----------------|
| | | FY15 | FY16 | FY17 | FY18 |
| Statutory NPAT | | (193) | 203 | 321 | (7,859) |
| Offer costs | 1 | – | – | – | 2,002 |
| Non-cash share based payments | 1 | – | – | – | 12,700 |
| Incremental public company costs | 2 | (949) | (973) | (997) | (341) |
| Acquired Entities | 3 | 1,263 | 61 | (250) | 375 |
| Depreciation adjustment | 4 | 671 | 698 | 337 | 286 |
| Short term incentive plan | 5 | – | – | – | (210) |
| Management salaries and other normalisations | 6 | – | – | 500 | – |
| Interest expense | 7 | – | – | – | (34) |
| Effective tax rates | 8 | (132) | 53 | 184 | (511) |
| Pro forma NPAT | | 657 | 42 | 92 | 6,408 |

Notes:

- Offer costs and share based payments** – Reflects the costs incurred in respect of the Offer (\$2.0 million) that have been expensed in the statutory income statement and \$12.7 million of non-cash share based payments associated with the Company's obligation to issue Shares upon Listing. Total Offer costs of \$3.0 million, include \$1.0 million which are offset against equity on the balance sheet.
- Incremental public company costs** – Adjustment to include P2P Transport's estimate of the ongoing corporate costs in FY18F and on the historical results (discounted by 3% p.a.) to reflect the estimated total costs that would have been incurred as a listed public company had the Offer and acquisition of the Acquired Entities occurred on 1 July 2014.
- Acquired Entities** – Represents the full year trading results (profit before tax) of the Acquired Entities (FY15 – FY17) and the trading results of the Acquired Entities prior to acquisition (FY18), such that the pro forma NPAT for each financial year presented includes the full year trading results of the Acquired Entities.
- Depreciation** – represents the impact of the change in estimated useful life of the vehicle fleet as if the change occurred on 1 July 2014.
- Short term incentive plan** – adjustment to the FY18 pro forma forecast to reflect the full year impact of the short term incentive plan in place following completion of the Offer. No adjustment has been made to the historical income statements.
- Management salaries and other normalisations** – adjustment to reflect market salaries for Directors in FY17 (\$0.3 million), and the reversal of a one-off impairment charge in FY17 against a non-operating asset (\$0.2 million).
- Interest expense** – adjustment made to reflect the interest expense for the Acquired entities in FY18 prior to acquisition.
- Tax adjustment** – Adjustment to recognise the effective tax rate of Adjustments 1-7.

4.3.5 Historical Income Statements

Table 5 sets out the Historical Income Statements for FY15, FY16 and FY17 extracted from the Aggregated Accounts for the Pre-IPO P2P Transport Group. These have been reconciled with the Pro forma Historical Income Statements in Section 4.3.4 above.

Table 5: Summary Statutory Historical Income Statements

| \$'000 | FY15 | FY16 | FY17 |
|-----------------------------|----------|----------|----------|
| Revenue | 13,385 | 14,973 | 14,942 |
| Cost of sales | (10,394) | (10,656) | (10,195) |
| Employee Costs | (1,557) | (1,475) | (1,847) |
| Other operating expenses | (461) | (657) | (988) |
| Total operating expenses | (12,412) | (12,788) | (13,030) |
| EBITDA | 973 | 2,185 | 1,912 |
| Depreciation & amortisation | (1,071) | (1,711) | (1,137) |
| EBIT | (99) | 474 | 775 |
| Net finance income (costs) | (228) | (197) | (246) |
| (Loss) Profit before tax | (327) | 277 | 529 |
| Tax benefit/(expense) | 134 | (74) | (208) |
| NPAT | (193) | 203 | 321 |

Notes:

A reconciliation between the pro forma and statutory NPAT is shown in Section 4.3.4.

4.3.6 Segment Information

4.3.6.1 By geography

P2P Transport has determined its reporting segments comprise New South Wales (NSW), Victoria (Vic), Queensland (QLD).

These segments are those in which the chief operating decision maker receives information for the purpose of resource allocation and assessment of segment performance. P2P Transport's primary reporting format is geographical segments as its risks and rates of return are predominantly affected by having operations in different states. Unallocated costs represent predominantly corporate and other unallocated costs relevant to the group as a whole that do not relate to the operations of a specific segment.

New South Wales

New South Wales includes the revenues and profits associated with the provision of P2P Transport's business within the New South Wales geographical region.

Victoria

Victoria includes the revenues and profits associated with the provision of P2P Transport's business within the Victoria geographical region.

Queensland

Queensland includes the revenues and profits associated with the provision of P2P Transport's business within the Queensland geographical region.

04. FINANCIAL INFORMATION

Table 6: Pro forma Historical and Forecast revenue and EBITDA by segment

| | Pro forma historical | | Forecast | |
|---------------------------------|----------------------|---------------|---------------|----------------|
| \$'000 | FY15 | FY16 | FY17 | Pro forma FY18 |
| Segment revenue | | | | |
| NSW | 3,820 | 8,504 | 9,075 | 21,467 |
| Victoria | 9,627 | 6,568 | 5,782 | 8,868 |
| Queensland | 21,184 | 17,119 | 15,906 | 20,117 |
| Unallocated | — | — | — | — |
| Total revenue | 34,631 | 32,191 | 30,763 | 50,452 |
| Segment EBITDA | | | | |
| NSW | (86) | 1,674 | 1,983 | 7,007 |
| Victoria | 1,359 | 592 | 396 | 2,782 |
| Queensland | 2,687 | 1,301 | 1,152 | 3,942 |
| Unallocated | (949) | (973) | (997) | (1,022) |
| Total EBITDA | 3,011 | 2,594 | 2,533 | 12,708 |
| NSW | | | | |
| Vehicles in service at year-end | 70 | 130 | 150 | 454 |
| Avg. # of vehicles in service | 70 | 130 | 132 | 318 |
| Revenue per vehicle (A\$000) | 55 | 65 | 69 | 68 |
| Gross profit % | 9.5% | 26.2% | 29.7% | 47.3% |
| EBITDA % | (2.2%) | 19.7% | 21.8% | 32.6% |
| Victoria | | | | |
| Vehicles in service at year-end | 141 | 132 | 116 | 240 |
| Avg. # of vehicles in service | 141 | 138 | 117 | 167 |
| Revenue per vehicle (A\$000) | 68 | 48 | 49 | 53 |
| Gross profit % | 28.2% | 28.6% | 29.0% | 53.0% |
| EBITDA % | 14.1% | 9.0% | 6.8% | 31.4% |
| QLD | | | | |
| Vehicles in service at year-end | 214 | 243 | 248 | 390 |
| Avg. # of vehicles in service | 192 | 233 | 247 | 296 |
| Revenue per vehicle (A\$000) | 110 | 73 | 64 | 68 |
| Gross profit % | 29.1% | 25.9% | 25.2% | 39.3% |
| EBITDA % | 12.7% | 7.6% | 7.2% | 19.6% |
| Aggregated | | | | |
| Vehicles in service at year-end | 425 | 505 | 514 | 1,084 |
| Avg. # of vehicles in service | 403 | 501 | 496 | 781 |
| Revenue per vehicle (A\$000) | 86 | 64 | 62 | 65 |
| Gross profit % | 26.6% | 26.5% | 27.3% | 45.1% |
| EBITDA % | 8.7% | 8.1% | 8.2% | 25.2% |

4.4 Historical and Forecast Cash Flows

4.4.1 Overview

Table 7 sets out the Pro forma Historical, Pro forma Forecast and Statutory Forecast Cash Flows for FY15 to FY18.

Table 7: Summary Pro forma Historical and Pro forma Forecast and Statutory Forecast Cash Flows

| \$'000 | Notes | Historical | | | Forecast | |
|---|-------|--------------|--------------|--------------|----------------|-----------------|
| | | FY15 | FY16 | FY17 | Pro forma FY18 | Statutory FY18 |
| EBITDA | | 3,011 | 2,594 | 2,533 | 12,708 | (2,589) |
| Movement in working capital | | 41 | (193) | (128) | (1,902) | (1,791) |
| Other non-cash movements | 1 | – | – | – | – | 12,700 |
| Operating cash flow before capital expenditure | | 3,052 | 2,401 | 2,405 | 10,806 | 8,320 |
| Capital expenditure | 2 | (1,117) | (781) | (667) | (15,323) | (14,878) |
| Net cash outflow from acquisitions | 3 | (675) | (1,203) | – | – | (3,815) |
| Net cash flows before financing, tax and dividends | | 1,261 | 418 | 1,738 | (4,517) | (10,373) |
| Net finance costs paid | 4 | | | | (140) | (106) |
| Repayment of borrowings | 5 | | | | (2,037) | (1,873) |
| Net proceeds from note issues | 6 | | | | – | 9,840 |
| Income taxes paid | 7 | | | | (2,746) | (2,075) |
| Dividends paid | 8 | | | | – | – |
| Net cash flow before IPO related transactions | | | | | (9,440) | (4,587) |
| Proceeds from the offer | 9 | | | | | 20,000 |
| Costs associated with the offer | 10 | | | | | (1,000) |
| Repayment of notes | 11 | | | | | (4,000) |
| Net cash flow | | | | | | 10,413 |
| Cash flow conversion (%) | 12 | 101.4% | 92.6% | 94.9% | 85.0% | 82.3% |

Notes:

- Represents non-cash share based payments associated with the Company's obligation to issue Shares upon Listing.
- Reflects predominantly vehicle additions to the P2P Transport fleet, and leasehold improvements on existing and forecast new premises.
- Represents the cash component of the payment for the Acquired Entities.
- Reflects the net interest expense on existing debt facilities in place prior to completion of the Offer.
- Represents repayment of borrowings in accordance with the amortization schedule of current finance facilities.
- Represents proceeds from notes issued subsequent to 30 June 2017 which are expected to be converted to ordinary shares on completion of the Offer.
- Represents P2P Transport's forecast of corporate income taxes that will be paid by the P2P Transport Limited Group on a statutory basis. Pro forma taxes paid are assumed to be consistent with the pro forma tax expense per the Pro forma Forecast Income Statement, notwithstanding that there would be differences arising from the timing of tax instalments paid during the period.
- The Company is targeting a dividend payout range of 40% – 60% of pro forma NPAT, with the initial dividend expected to be paid in October 2018 on a pro rata basis. As the dividend will be paid during the FY19 financial year, it is not reflected in the cash flow table above. Refer to Section 4.11 for further details.
- The expected proceeds from the issue of new Shares.
- Reflects the costs incurred in respect of the Offer (\$1.0 million) which are offset against equity on the balance sheet (with the remainder of Offer costs (\$2.0 million) already included in statutory EBITDA).
- Reflects the use of IPO proceeds to repay a portion of the notes.
- Calculated as the ratio of operating cash flow, before capital expenditure, to EBITDA, excluding one-off non-cash items related to share based payments associated with the Company's obligation to issue Shares upon Listing.

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4.4.2 Pro forma adjustments to the Historical Cash Flows and the Statutory Forecast Cash Flows

Table 8 sets out the pro forma adjustments made to the Statutory Historical and Statutory Forecast Cash Flows for FY15 to FY18.

Table 8: Pro forma adjustments to the Statutory Historical Cash Flows and the Statutory Forecast Cash Flows

| \$'000 | Notes | Historical | | Forecast | |
|---|-------|--------------|------------|--------------|----------------|
| | | FY15 | FY16 | FY17 | FY18 |
| Statutory net cash flow before financing, taxation and dividends | | (986) | (1,882) | 1,136 | (10,373) |
| Acquisition of the Acquired Entities | 1 | – | – | – | 3,815 |
| Incremental EBITDA of the Acquired Entities | 2 | 2,687 | 1,301 | 1,152 | 937 |
| Incremental capital expenditure of the Acquired Entities | 3 | (185) | (814) | (328) | (445) |
| Movements in working capital – Acquired Entities | 4 | 694 | 2,786 | 775 | (111) |
| IPO costs within EBITDA (one-off) | 5 | – | – | – | 2,000 |
| ASX costs (on-going) | 6 | (949) | (973) | (997) | (340) |
| Pro forma net cash before financing, taxation and dividends | | 1,261 | 418 | 1,738 | (4,517) |

Notes:

1. Represents to net cash outflow on acquisition of the Acquired Entities following the acquisition on 26 October 2017, calculated as the gross cash payment on acquisition of \$4.7 million, net of acquired cash balances of \$0.9 million.
2. Represents the incremental EBITDA of the Acquired Entities that the pro forma net cash flows for each financial year presented includes a full year net cash flows of the Acquired Entities.
3. Represents the incremental capital expenditure of the Acquired Entities, adjusted such that the pro forma net cash flows for each financial year include a full year of capital expenditure of the Acquired Entities.
4. Represents movements in working capital of the Acquired Entities
5. Reflects the costs incurred in respect of the Offer (\$2.0 million) which are included in EBITDA.
6. Adjustment to include P2P Transport's estimate of the ongoing corporate costs in FY18F and on the historical results (discounted by 3% p.a.) to reflect the estimated total costs that would have been incurred as a listed public company had the Offer and acquisition of the Acquired Entities occurred on 1 July 2014.

4.5 Financial position

4.5.1 Historical Balance Sheet and Pro forma Historical Balance Sheet

Table 9 sets out the Statutory Historical Balance Sheet, the pro forma adjustments that have been made to the Statutory Historical Balance Sheet of P2P Transport as at 30 June 2017 to present a pro forma consolidated balance sheet for P2P Transport as if completion of the Offer and the Acquired Entities occurred on 30 June 2017. This table reflects a number of adjustments, including:

- the impact of the Offer, including certain Offer costs offset against equity;
- the completion and consolidation of the Acquired Entities, including two tranches of convertible notes issued subsequent to 30 June 2017 and prior to the Offer; and
- the operating and capital structures that will be in place following Listing as if they had occurred or were in place as at 30 June 2017.

Table 9: Pro forma historical balance sheet as at 30 June 2017

| \$'000 | Audited Statutory | Note issues ⁽¹⁾ | Acquired Entities ⁽²⁾ | Impact of Offer ⁽³⁾ | Pro forma |
|--------------------------------------|----------------------|----------------------------|-------------------------------------|-----------------------------------|-----------------|
| Current assets | | | | | |
| Cash and cash equivalents | 62 | 5,840 | (3,815) | 13,000 | 15,087 |
| Trade and other receivables | 875 | – | 2,361 | – | 3,236 |
| Other current assets | 191 | – | – | – | 191 |
| Total current assets | 1,128 | 5,840 | (1,453) | 13,000 | 18,515 |
| Non-current assets | | | | | |
| Property, plant and equipment | 246 | – | 117 | – | 363 |
| Vehicle assets | 4,787 | 4,000 | 3,101 | – | 11,888 |
| Intangible assets and goodwill | 5 | – | 4,090 | – | 4,095 |
| Deferred tax assets | 275 | – | 16 | – | 291 |
| Total non-current assets | 5,313 | 4,000 | 7,324 | – | 16,637 |
| Total assets | 6,441 | 9,840 | 5,871 | 13,000 | 35,152 |
| Current liabilities | | | | | |
| Trade and other payables | (2,538) | – | (3,091) | – | (5,629) |
| Loans and borrowings | (1,544) | (28,440) | (493) | 28,440 | (2,037) |
| Employee benefits | (74) | – | (143) | – | (217) |
| Other current liabilities | (125) | – | (9) | – | (134) |
| Total current liabilities | (4,281) | (28,440) | (3,736) | 28,440 | (8,017) |
| Non-current liabilities | | | | | |
| Loans and borrowings | – | – | (1,373) | – | (1,373) |
| Employee benefits | (14) | – | – | – | (14) |
| Deferred tax liabilities | (612) | – | (112) | – | (724) |
| Total non-current liabilities | (626) | – | (1,485) | – | (2,111) |
| Total liabilities | (4,907) | (28,440) | (5,221) | 28,440 | (10,128) |
| Net assets | 1,534 | (18,600) | 650 | 41,440 | 25,024 |
| Equity | | | | | |
| Issued capital | 306 | – | 650 | 56,140 | 57,096 |
| Reserves | 3,592 | (18,600) | – | – | (15,008) |
| Retained Earnings | (2,364) | – | – | (14,700) | (17,364) |
| Total equity | 1,534 | (18,600) | 650 | 41,140 | 25,024 |

Notes:

- Note issues: Subsequent to 30 June 2017 but prior to completion of the Offer the Company issued two tranches of notes for cash proceeds of \$9.8m which have been predominantly used subsequent to 30 June 2017 to acquire additional vehicles (\$4.0m at 31 October 2017) and the Acquired Entities (Refer Note 2 below). Accordingly, a pro forma adjustment has been made to include the note issues and corresponding vehicle acquisitions. The terms of the notes trigger, at IPO, the issue of \$24.4m of additional ordinary shares in the Company (\$28.4 million less \$4.0 million cash repayment), such that all tranches of notes issued are settled following completion of the Offer with no further obligations outstanding.
- Acquisition of the Acquired Entities: On 26 October 2017, the Company acquired the Acquired Entities for a cash payment of \$4.7 million, deferred consideration of \$1.0 million, and issued capital of P2P of \$0.65 million. At 30 June 2017, the Acquired Entities had \$0.9 million in cash, resulting in a net cash outflow on acquisition of \$3.8 million. This is accounted for in the pro forma balance sheet as if the acquisition had completed on 30 June 2017.
- Impact of the Offer: Proceeds of \$20.0 million are expected to be generated by the Offer through a new issue of 15.2 million shares in the Company. Of these funds, \$3.0 million will be used to pay the Offer costs and \$4.0 million will be used to repay the second tranche of notes in accordance with the terms of issue, with the remaining proceeds available to fund further acquisitions, working capital and other expenses of P2P Transport. Offer costs are apportioned between profit or loss and equity in accordance with Accounting Standards. To the extent the costs are necessarily incurred in raising new capital, these will be capitalised and offset against equity on the balance sheet. For the purpose of the Pro forma Consolidated Balance Sheet, it is assumed that direct costs associated with the issue of new share capital of \$1.0 million, net of tax, are capitalised in equity. An additional \$24.4 million in ordinary shares are issued at IPO pursuant to the terms of issue of the notes, for no cash consideration, such that all tranches of notes issued are settled following completion of the Offer with no further obligations outstanding. \$12.7 million of ordinary shares have also been issued for no consideration in satisfaction of the Company's obligation to issue Shares upon Listing to other third parties.

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4.5.2 Capitalisation and indebtedness

Table 10 – sets out the composition of P2P Transport's pro forma indebtedness as at completion of the Offer

Table 10: Summary of Pro forma Net Debt at 30 June 2017

| \$'000 | Pro forma following completion |
|--------------------------|--------------------------------|
| Borrowings | 3,410 |
| Total debt | 3,410 |
| Cash | (15,087) |
| Net debt / (cash) | (11,677) |

4.6 Management discussion and analysis of the Pro forma Historical Financial Information

This Section includes a discussion of the main factors which affected the Group's operations and relative performance in FY15, FY16 and FY17 and which may continue to affect it in the future. The discussion of these factors is intended to provide a brief summary only and does not detail all factors that affected the historical operations and financial performance, or everything which may affect the future operations and financial performance.

4.6.1 General factors affecting the operating results of P2P Transport

4.6.1.1 Revenue

An overview of the different revenue streams generated by P2P Transport and the key drivers of each revenue stream is set out below:

Fleet revenue

Fleet revenue is generated by P2P Transport (the fleet operator) by allowing industry participants (e.g. vehicles drivers) to use their fleet. The agreed fee, which can be fixed or revenue share depending on the market and the vehicle driver's preference, is paid by vehicle driver to the fleet operator based on an agreed period of time (short term or long term).

Mechanical

Mechanical income is generated by P2P Transport providing full service repairs and maintenance predominantly to the passenger transport industry. P2P Transport specialises in specific and in particular hybrid vehicles, the preferred vehicle in passenger transport. While the majority of work comes from scheduled repairs and maintenance P2P Transport also offers hybrid battery replacement, engine replacement and major mechanical repairs.

Panel

P2P Transport offers the full range of panel and smash repairs for all types of vehicles, including prestige and restorations. While the majority of the revenue is generated from fleet and passenger transport related operators, revenue is also generated from motor vehicles dealers and private customers.

Accident recovery

The size of the P2P Transport fleet and the need to keep vehicles on the road means that all repairs are completed internally on site. Work completed is independently assessed and the cost of repairs is recovered from the at fault party or their insurer, as appropriate.

Other Income

A number of smaller revenue streams that leverage the current fleet assets comprise other income. This includes advertising fees, sundry income/credit card incentives, 3rd party/insurance recoveries, driver excess recoveries and private fleet revenue.

4.6.1.2 Expenses

Expenses have been categorised as follows:

- **Cost of sales** – primarily comprise of plate lease costs, network fees, vehicle insurance, spare parts, vehicle registration and inspection and other costs directly attributable to the services being delivered.
 - **Plate lease costs** – P2P Transport leases plates as required to operate in markets where regulation or legislation requires a plate. In most cases this is from private individuals in the market that own the plate but do not operate a vehicle. Plates are also leased from plate managers and taxi networks;
 - **Network fees** – networks provide dispatch, security, lost and found, training, vehicle inspection and overall compliance for a fleet of vehicles as well as sale and marketing efforts to attract passengers;
 - **Parts** – All parts for the servicing and maintenance of the fleet from oil, tyres, filters and other supplies;
 - **Fuel** – In markets where the driver has a shared revenue model, P2P Transport is responsible for meeting part or all of the fuel expenses of the vehicle;
 - **Insurance** – All vehicles within the fleet are insured to meet regulatory requirements and risk mitigation strategies as set by the Company;
 - **Registration and inspections** – Inspections of passenger transport vehicles occur on a regular basis and through third party authorised inspection stations. Registration costs are set by each state and road authority.
- **Staff costs** – salaries, wages and other employment related costs for P2P Transport;
- **Occupancy** – rent and other occupancy related costs for premises that are leased and occupied by P2P Transport. Specifically, this includes existing sites of Sydney, Melbourne, Brisbane, Toowoomba and Gold Coast with provisions in the forecast for additional sites; and
- **Site repairs and maintenance** – ongoing additions, alterations and general maintenance to meet the growing demands of the business.

4.6.2 Pro forma FY16 compared to FY15

Table 11 sets out the pro forma historical income statements for FY16 and FY15

Table 11: Summary pro forma forecast aggregated income statements: FY16 compared to FY15

| \$'000 | Pro forma Historical | | Change |
|---------------------------------|----------------------|----------------|----------------|
| | FY15 | FY16 | % |
| Revenue | 34,631 | 32,191 | (7.0%) |
| Cost of sales | (25,404) | (23,646) | (6.9%) |
| Gross margin | 9,227 | 8,545 | (7.4%) |
| Employee Costs | (4,066) | (3,624) | (10.9%) |
| Other operating expenses | (2,150) | (2,327) | 8.2% |
| Total operating expenses | (6,216) | (5,951) | (4.3%) |
| EBITDA | 3,011 | 2,594 | (13.8%) |
| Depreciation | (1,759) | (2,189) | 24.4% |
| EBIT | 1,252 | 406 | (67.6%) |
| Interest | (314) | (346) | 10.2% |
| (Loss)/Profit before tax | 939 | 60 | (93.6%) |
| Income tax | (282) | (18) | (93.6%) |
| NPAT | 657 | 42 | (93.6%) |

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Table 12: Summary of key operational and financial metrics

| | Pro forma historical | | |
|---|----------------------|------|---------|
| | FY15 | FY16 | Change |
| Number of vehicles at year-end (#) | 425 | 505 | 18.8% |
| Average number of vehicles (#) | 403 | 501 | 24.4% |
| Average total revenue per vehicle (\$000) | 86.0 | 64.2 | (25.3%) |
| Operating expenses per vehicle (\$000) | 15.4 | 11.9 | (23.1%) |
| EBITDA per vehicle (\$000) | 7.5 | 5.2 | (30.8%) |
| EBITDA margin (%) | 8.7% | 8.1% | (7.3%) |

4.6.2.1 Revenue

Aggregated revenue decreased by \$2.4 million or 7.0% from \$34.6 million to \$32.2 million in FY16. Key factors affecting revenue in FY16 included:

- New South Wales revenue increased by \$4.7 million or 122.6% in FY16 predominantly driven by increases in the average vehicle fleet from 70 vehicles to 130 vehicles. With the New South Wales market stabilising following the entry of ride sharing into the market in October 2012 and UberX in January 2014 the Company commenced an acquisition strategy.

The increased revenue from New South Wales was offset by:

- Victorian revenue reduced by \$3.1 million or 31.8% in FY16 driven by:
 - A change in the revenue structure of the market to revenue share with new legislation in FY16 requiring drivers earn 55% of all takings and fleet operators (P2P Transport) keeping 45% (previously shared equally);
 - Reduction in the number of average vehicle fleet from 141 in FY15 to 138 in FY16.
- Queensland revenue decreased by \$4.1 million or 19.2% in FY16 driven by:
 - Regulatory uncertainty and competition following the entry of ride sharing which reduced the availability of drivers (and therefore the utilisation of the fleet), as well as reduced revenue per vehicle;
 - The average number of vehicles increased from 192 to 233 in FY16 (offset by lower utilisation of the fleet due to availability of drivers).

4.6.2.2 Expenses

Total expenses (including COGS) in FY16 decreased by a total of \$2.0 million (down 6.4%) from \$31.6 million to \$29.6 million. This overall reduction was as a result of:

- As a percentage of revenue, cost of sales remained at 73.5% in FY16. Despite the revenue decrease in Victoria and Queensland, margins were able to be maintained, as a direct market response to the changing revenue structure. Specifically, the reduction is driven by:
 - Reduction in the plate lease cost in Victoria of \$0.7 million or 27.6% and Queensland of \$1.0 million or 15.6% in FY16
 - Reduction in fuel costs in Victoria of \$0.3 million or 38.1% and Queensland of \$0.2 million or 28.9% in FY16 driven by a change in the price of fuel and kms travelled by the fleet.
- Occupancy costs increased by 12.7% with the addition of a new Sydney site (Tempe) to meet the growing fleet size, increasing capacity to approximately 300 vehicles in line with expected fleet growth. There was also a corresponding increase in the general repairs and maintenance costs driven by the new site of Sydney and the consolidation and additions in the Brisbane market.

4.6.2.3 EBITDA and NPAT

As a result of the changes in revenue and operating expenses discussed above, EBITDA decreased by \$0.4 million from \$3.0 million to \$2.6 million in FY16. The Group EBITDA margin (% of revenue) declined marginally to 8.1%.

NPAT decreased to \$0.1 million. The decline in NPAT is due to a higher depreciation expense of \$0.4 million in FY16 related to increase in fleet size in New South Wales and Queensland, as well as newer vehicles being introduced in Queensland to maintain fleet quality.

4.6.3 Pro forma FY17 compared to FY16

Table 13 sets out the pro forma historical income statements for FY17 and FY16.

Table 13: Summary pro forma forecast aggregated income statements: FY17 compared to FY16

| \$'000 | Pro forma Historical | | Change |
|--------------------------|----------------------|----------|---------|
| | FY16 | FY17 | % |
| Revenue | 32,191 | 30,763 | (4.4%) |
| Cost of sales | (23,646) | (22,378) | (5.4%) |
| Gross margin | 8,545 | 8,385 | (1.9%) |
| Employee Costs | (3,624) | (3,457) | (4.6%) |
| Other operating expenses | (2,327) | (2,394) | 2.9% |
| Total operating expenses | (5,951) | (5,852) | (1.7%) |
| EBITDA | 2,594 | 2,533 | (2.4%) |
| Depreciation | (2,189) | (2,165) | (1.1%) |
| EBIT | 406 | 369 | (9.1%) |
| Interest | (346) | (237) | (31.3%) |
| (Loss)/Profit before tax | 60 | 131 | 118.5% |
| Income tax | (18) | (39) | 118.5% |
| NPAT | 42 | 92 | 118.5% |

Table 14: Summary of key operational and financial metrics

| | Pro forma historical | | |
|---|----------------------|------|--------|
| | FY16 | FY17 | Change |
| Number of vehicles at year-end (#) | 505 | 514 | 1.8% |
| Average number of vehicles (#) | 501 | 496 | (1.1%) |
| Average total revenue per vehicle (\$000) | 64.2 | 62.1 | (3.4%) |
| Operating expenses per vehicle (\$000) | 11.9 | 11.8 | (0.6%) |
| EBITDA per vehicle (\$000) | 5.2 | 5.1 | (1.3%) |
| EBITDA margin (%) | 8.1% | 8.2% | 2.2% |

4.6.3.1 Revenue

Aggregated revenue decreased by \$1.4 million or 4.4% from \$32.2 million to \$30.8 million in FY17. Key factors affecting revenue in FY17 included:

- Sydney fleet increased from 130 vehicles in FY16 to 150 vehicles by the end of FY17. This continued growth in the New South Wales fleet delivered an increase in revenue of \$0.6 million or 6.7%.
- The Victorian market continued to consolidate the size of the fleet while awaiting regulatory clarity, with the fleet reducing from 138 in FY16 to 117 in FY17. Stability returned in Victorian revenue following legislative change announced in December 2016 and consistent with the reduction in fleet size, revenue decreased by \$0.8 million or 12.0%.
- The Brisbane fleet continued to grow from 233 vehicles in FY16 to 247 vehicles in FY17, an increase of 6.0%, however revenue decreased from \$17.1 million to \$15.9 million reflecting similar regulatory uncertainty.

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4.6.3.2 Expenses

Total expenses (including COGS) decreased by a total of \$1.4 million (down 4.6%) from \$29.6 million to \$28.2 million. While COGS were the primary driver of the decrease there were further reductions in employee costs as well as other expenses. The reduction was driven by:

- Cost of sales decreased by \$1.3 million (down 5.4%) to \$22.4 million driven by:
 - Reduction in plate lease costs of \$1.9 million or 19.0% as the industry continued to address costs in order to meet the changing legislative and competitive landscape;
 - While Sydney grew the total number of vehicles, plate lease costs decreased from \$2.9 million to \$2.5 million;
 - Victoria further reduced plate lease costs from \$1.9 million in FY16 to \$1.3 million in FY17, a reduction of 19.4% on a per plate basis;
 - Queensland plate lease fees reduced from \$5.2 million in FY16 to \$4.3 million reflecting the rapid structural change in costs in the Brisbane market.
 - Fuel costs increased from \$1.1 million in FY16 to \$1.3 million in FY17 driven primarily by an increase in Victoria (\$0.2 million) as fleet utilisation recovered in the market.
- Occupancy costs increased from \$0.9 million in FY16 to \$1.0 million in FY17 as the full year impact of the new Sydney site (Tempe) was recognised and Brisbane continued to increase its site capacity as the fleet grew.
- All other costs remained consistent between FY16 and FY17 ensuring that the business was able to capture the improvement in the cost position of the business as the market adjusted to the new regulatory framework.

4.6.3.3 EBITDA and NPAT

As a result of the changes in revenue and operating expenses discussed above, EBITDA decreased by \$0.1 million to \$2.5 million in FY17. The Group EBITDA margin (% of revenue) improved from 8.1% in FY16 to 8.2% in FY17.

NPAT remained relatively consistent at \$0.1m.

4.7 Directors' assumptions underlying the Forecast Financial Information

The Forecast Financial Information has been prepared in accordance with the significant accounting policies adopted by the Company and as disclosed in Appendix A which are in compliance with Australian Accounting Standards.

The Forecast Financial Information is based on various assumptions of which the main general and specific assumptions are summarised below. These assumptions do not represent all factors that will affect the Group's forecast financial performance. This information is intended to assist investors in assessing the reasonableness and likelihood of the assumptions occurring and is not intended to be a representation that the assumptions will occur. The actual financial performance in the future is likely to vary from the forecast financial performance and any variation may be materially positive or negative. The assumptions on which the Forecast Financial Information is based are by their nature subject to significant uncertainties and contingencies many of which are outside the control of the Group. Accordingly, the Group or its Directors, or any other person cannot give any assurance that the Forecast Financial Information or any prospective statement contained in the Prospectus will be achieved.

4.7.1 General assumptions

In preparing the Forecast Financial Information the following general assumptions have been adopted:

- no material change in the competitive operating environment in which the P2P Transport operates;
- no significant deviation from current market expectations of global, Australian or Asian economic conditions relevant to the Group during the forecast period;
- no material changes in any government legislation or regulation (including tax legislation), or government policy that has a material impact on financial performance or cash flows, financial position, accounting policies, or licensing requirements of the Group, or its ability to earn income from clients including in jurisdictions where it does not currently operate;
- no material changes in key personnel and the Group maintains its ability to recruit and retain the personnel required to support future growth;
- no significant interruptions are experienced in relation to the technology, platform or websites utilised by the Group, including as a result of ongoing development;

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- no material changes in the applicable Australian Accounting Standards or other mandatory professional reporting requirements of the Corporations Act which have a material effect on the Group's financial performance, financial position, accounting policies, financial reporting or disclosure during the forecast period;
 - no material industry disturbances, environmental costs, contingent liabilities or legal claims will arise or be settled to the detriment of the Group;
 - no material acquisitions, divestments, restructuring or investments;
 - no material changes to the Group's corporate or funding structure other than as set out in, or contemplated by, this Prospectus;
 - no material disruptions to the continuity of operations of the Group or other material changes in its business activities;
 - no material amendment to or termination of any material agreement, contract or arrangement other than set out in, or contemplated by, this Prospectus;
 - none of the risks listed in Section 5 eventuate, or if they do, none of them have a material adverse impact on the operations of the Group; and
 - the Offer proceeds in accordance with the timetable set out in this Prospectus.

4.7.2 Specific material assumptions affecting the Forecast Financial Information and management discussion

In preparing the Forecast Financial Information the Group has undertaken a detailed analysis of the historical performance and monthly revenue and cost run rate of the business, and used this analysis to inform the specific assumptions applied, where appropriate, across the business. The assumptions set out below should be read in conjunction with the general assumptions set out in Section 4.7.1, the sensitivity analysis set out in Section 4.9, the risk factors set out in Section 5, the Investigating Accountant's Report set out in Section 8 and other information in this Prospectus.

4.7.2.1 Revenue

Key revenue assumptions underlying the Forecast Financial Information include at a general level are:

- **Fleet size:** the forecast fleet size is based on the total number of vehicles in the business as an opening fleet balance at the start of the forecast period (540 vehicles). Growth is primarily through the addition of plated vehicles from small to medium fleet operators looking to exit the industry as well as growth through plate owners/managers providing the plate only (enabling P2P Transport to separately source an un-plated vehicle). Growth across segments is based on the market demands at the time and can be adjusted to meet driver demand. Vehicle growth is consistent with historical trends and performance of P2P Transport and aligned to the access to funds post IPO. Fleet size is assumed to increase on a monthly basis by an average of 45 vehicles, resulting in approximately 1,100 total vehicles operating by 30 June 2018. Total fleet size as at 31 October 2017 is 720 vehicles.
- **Additional non-fleet revenue:** revenue from the workshop and panel shop has been reduced by 35% as it has been assumed that previously existing spare capacity through the workshop and panel shop is reallocated to core fleet operations as the fleet expands.
- **Accident/Insurance recoveries:** Not at fault accident recoveries are managed and collected by the business. Future accident collections have been assumed to continue at historical levels at a rate of \$250/vehicle.
- **Revenue per vehicle per week:** Average weekly revenue per vehicle has been assumed to remain consistent during the forecast period with historical levels, on a state-by-state basis.
- **Fleet availability:** It has been assumed that the number of vehicles available to rent to drivers (not in the workshop or panel shop for repairs and not work in progress (WIP) awaiting deployment) divided by the total number of vehicles in the fleet remains consistent during the forecast period with historical levels at 99%.
- **Fleet utilisation rate:** Calculated as the number of vehicle rental shifts sold to drivers as a proportion of total vehicle rental shifts available (Two 12-hour shifts available per day per vehicle). It has been assumed that the fleet utilisation rate remains consistent during the forecast period with historical levels at 92%.

04. FINANCIAL INFORMATION

4.7.2.2 Expenses

Key assumptions underlying expenses in the Forecast Financial Information include:

- **Cost of sales:** Costs that are associated with the operating of the vehicles or directly attributable to non-fleet revenue are included. Specifically, this includes:
 - **Plate lease fees:** In markets where applicable (Victoria will see the removal of plate lease fees in FY18) this represents the cost paid to either private plate owners or plate management companies, and has been assumed, on an overall per vehicle basis, to continue the declining trend evidenced in FY17;
 - **Network/Radio fees:** Dispatch services that are currently paid on a monthly subscription model and are assumed, on a per vehicle basis, to be consistent with FY17 (excluding the base network fee);
 - **Vehicle insurance:** P2P Transport takes required insurance as stipulated by legislation and regulation which varies from state to state, and is assumed, on a per vehicle basis, to be consistent with FY17 on a state-by-state basis;
 - **Registration, inspections and related costs:** Cost of inspecting, registration and any related costs are assumed, on a per vehicle basis, to be consistent with FY17, except for NSW CTP insurance which is forecast to decrease by 40% from 1 December 2017;
 - **Parts and services:** All parts and any services used by the business for both company owned vehicles and external non-fleet vehicles are assumed, on a per vehicle basis, to be consistent with FY17. Parts for company owned vehicles are typically at a lower cost than external vehicles sourced by P2P;
 - **Fuel:** In Queensland the Company's share of fuel costs has been forecast, on a per vehicle basis, to be consistent with FY17. In Victoria, the Company's share of fuel costs has been forecast to reduce as more vehicles move away from shared revenue. In NSW, the Company does not bear the cost of fuel as vehicles are set price rentals.
- **Other Operating Expenses:** Overhead and general administrative related costs including marketing, professional services, cleaning and telephone expenses are predominantly fixed in nature and are assumed to be consistent with prior year levels of expenditure, with adjustments factored in to allow for known deviations from the base level of expenditure required, except where such expenditure can be impacted by headcount of the number of vehicles.
- **Occupancy Expenses:** Forecast based on existing property leases taking into account known contractual terms as well as straight-line lease accounting requirements, as applicable. Includes additional facilities as required based on fleet growth.
- **Staff expenses:** Current wages and on-costs of the existing headcount of the business (57 FTE at 30 June 2017), with allowance for an annual compensation review, planned new hires (78 total FTE by 30 June 2018) to support the level of growth in the business and becoming a public company, known leave patterns, and assuming a level of attrition consistent with historical levels. STI payments in line with the performance review process have also been included.

4.7.2.3 Income tax

Income tax expense is based on the corporate tax rate of 30% in Australia.

4.7.2.4 Change in working capital

Trading terms with clients, employees and suppliers are forecast to remain in line with recent historical trends.

4.7.2.5 Capital expenditure and depreciation

Capital expenditure in relation to the fleet acquisition, office, IT environment and office equipment is forecast to be \$15.3 million for FY18, which includes \$4.3 million in fleet replacement expenditure.

4.8 Management discussion and analysis of Forecast Financial Information

In addition to the above, the Forecast Financial Information has been prepared having regard to the current trading performance of P2P Transport up until the Prospectus Date.

4.8.1 Pro forma FY18 compared to FY17

Table 15 sets out the summary pro forma consolidated income statements for FY17 and FY18.

Table 15: Summary pro forma forecast aggregated income statements: FY18 compared to FY17

| \$'000 | Pro forma | | Change |
|--------------------------|-----------|----------|----------|
| | FY17 | FY18 | % |
| Revenue | 30,763 | 50,452 | 64.0% |
| Cost of sales | (22,378) | (27,688) | 23.7% |
| Gross margin | 8,385 | 22,764 | 171.5% |
| Employee Costs | (3,457) | (6,043) | 74.8% |
| Other operating expenses | (2,394) | (4,013) | 67.6% |
| Total operating expenses | (5,852) | (10,056) | 71.8% |
| EBITDA | 2,533 | 12,708 | 401.6% |
| Depreciation | (2,165) | (3,413) | 57.6% |
| EBIT | 369 | 9,296 | 2,421.0% |
| Interest | (237) | (140) | (40.8%) |
| (Loss)/Profit before tax | 131 | 9,155 | 6,865.3% |
| Income tax | (39) | (2,746) | 6,864.7% |
| NPAT | 92 | 6,408 | 6,865.5% |

Notes:

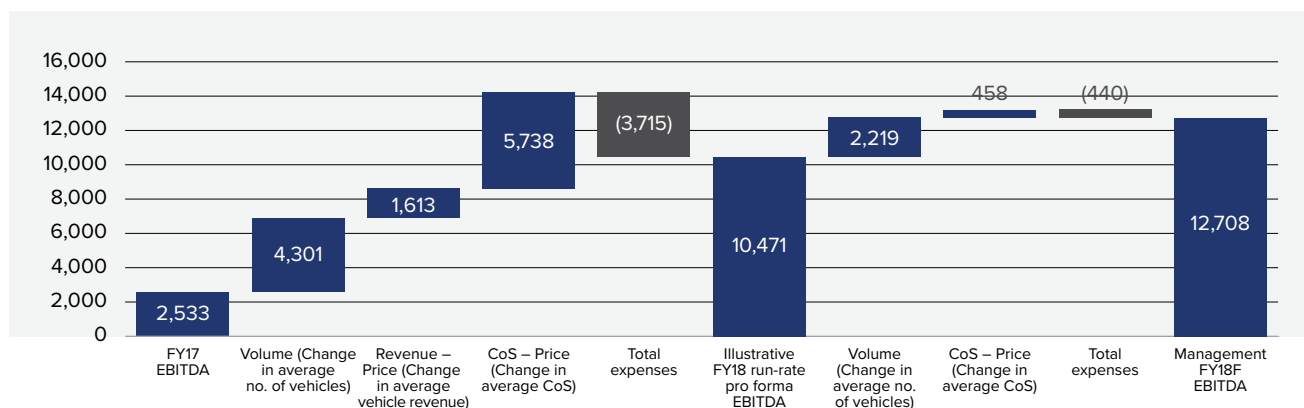
The pro forma results are reconciled with the statutory results in Section 1.3.3.

Table 16: Summary of key operational and financial metrics

| | Pro forma | | |
|---|-----------|-------|--------|
| | FY17 | FY18 | Change |
| Number of vehicles at year-end (#) | 514 | 1,084 | 110.9% |
| Average number of vehicles (#) | 496 | 781 | 57.6% |
| Average total revenue per vehicle (\$000) | 62.1 | 64.6 | 4.0% |
| Operating expenses per vehicle (\$000) | 11.8 | 12.9 | 9.0% |
| EBITDA per vehicle (\$000) | 5.1 | 16.3 | 218.2% |
| EBITDA margin (%) | 8.2% | 25.2% | 205.9% |

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Table 17: Pro forma FY17 to FY18 EBITDA bridge



Note: Illustrative FY18 run-rate EBITDA reflects the illustrative EBITDA generated from operating 720 vehicles (as at Prospectus Date) for the remaining 8-month period, assuming the forecast revenue and cost structure.

4.8.1.1 Revenue

Group revenue is forecast to increase by 64.0% in FY18 from \$30.8 million to \$50.5 million. Revenue increase is predominantly driven by the additional fleet vehicles.

Key factors forecast to affect revenue in FY18 include:

- **Fleet revenue** is forecast to increase by \$18.1 million (up 71%) from FY17 at \$25.4 million to FY18 at \$43.5 million. This is attributable to the increase in fleet size by 111% to 1,084 by the end of FY18 from 540 at 1 July 2017. The total fleet size at 31 October 2017 is 720.

As a result of growth already achieved in the year to date period in FY18, management is forecasting growth of an additional 364 vehicles by 30 June 2018 which is supported by the recent acquisitions in Q1 FY18 and the current acquisition pipeline. With 720 vehicles in the fleet the growth rate for the remainder of FY18 is 50.6% across all states in the remaining 8 months.

- **Revenue per vehicle** has been forecast to increase by 4.0% due to improvement in the revised regulatory and legislative frameworks across each state, an increased proportion of vehicles acquired in higher value states (NSW), and change in fleet mix towards shifted arrangements, which generate a higher per vehicle rental rate.
- **Non-Fleet Revenue** includes accident recovery, external mechanical repairs/panel shop revenue and other individually immaterial ancillary revenue items. As a percentage of total revenue is forecast to contribute 13.7% of FY18 total revenue. Historically, as a proportion of total revenue, this has been 18.1% in FY15 and FY16 and 17.3% in FY17. Non-fleet revenue is decreasing when measured on a per vehicle basis as panel and smash repairs are conducted in-house on the larger fleet, reducing capacity for external panel shop work. With additional vehicles on all sites across the P2P Transport network it is anticipated that while the idle capacity will be consumed to some extent there will still be adequate scope to meet the forecast revenue, particularly as additional resources come on line. This is also supported by the addition of sites in each market. Other ancillary revenue streams have been assumed to be consistent, in total, with FY17, therefore on a per vehicle basis show a year on year decline.
- **Accident recovery revenue** while increasing by \$0.7 million (up 46.4%) this is driven by the addition of vehicles and assumes no increase in the claim per vehicle or the revenue from repairing Company owned vehicles.

4.8.1.2 Expenses

Total expenses (including COGS) are forecast to increase to \$37.7 million, or 33.7%, in FY18 however as a percentage of revenue, operating expenses will reduce to 74.8% in FY18 from 91.8% in FY17.

Key factors forecast to affect expenses in FY18 include:

- **Cost of sales** increase by 23.7% to \$27.7 million driven by increased fleet size over the FY18 period. As a percentage of revenue, cost of sales is forecast to decrease from 72.7% in FY17 to 54.9% in FY18.
 - **Plate lease costs:** In Queensland and New South Wales plate lease prices are forecast to remain stable at the FY17 prices. No benefit has been taken up from expected rental reductions in these markets, despite an overall decrease in plate lease costs that has been observed in the first quarter of FY18. The new legislation in effect in Victoria from October 2017 implemented a complete removal of the taxi plate rental model which is reflected in the FY18 forecast.
 - **Network/Radio fees:** Dispatch services are forecast to increase on a total basis despite downward pricing pressure in the industry, which on a per vehicle basis is forecast to decline due to the benefits of scale.
 - **Vehicle insurance:** Total insurance costs are forecast to increase, however on a per vehicle basis are forecast to decline, driven primarily by the consolidation of insurance providers and further scale benefits in NSW with the significant increase in the number of vehicles.
 - **Registration, inspections and related costs:** The cost of inspecting, registration and any related costs forecast in FY18 to remain at FY17 with the exception of Compulsory Third Party (CTP) insurance in New South Wales where a reduction of 40% has been announced. This reduction has been forecast to commence from 1 December 2017.
 - **Parts and services (Workshop expenses):** As the number of vehicles increases, the workshop primarily services P2P vehicles, which has reduced the overall cost of parts/services. Additionally, the benefits of scale and the consolidation of two sites in QLD have further reduced costs, therefore on a per vehicle basis, workshop expenses are lower than FY17, leveraging the increased fleet size.
 - **Fuel:** Continued requirements in both Victoria and Queensland for the Company to share in the fuel costs, however fuel costs per vehicle are forecast to decline in Victoria as drivers move from shared revenue to fixed price rental.
- With the increase in the fleet size additional resources in each site have been forecast across all functions. **Employee costs**, inclusive of new short term incentive plans, are forecast to increase from \$3.5 million to \$6.0 million which also allows for additional growth in the fleet beyond FY18. Total FTEs are forecast to increase from 57 to 78 at the end of FY18.
- **Occupancy costs** are forecast to increase by 31.2% in FY18 to \$1.3 million as a direct result of the growth in the fleet. By the end of FY18 P2P Transport will have adequate infrastructure in terms of sites to meet the FY19 growth expectations and it is anticipated that there will be little to no need to further increase occupancy costs.
- Other operating expenses (excluding occupancy and employee costs) are forecast to increase by 93.7% to \$2.7 million reflects forecasted increase in the total number of sites as well as a correlation between headcount increase and required ancillary equipment and services. As a percentage of revenue, other operating costs (including one-off Offer costs) are forecast to increase marginally from 4.5% in FY17 to 5.4% in FY18 reflecting economies of scale improvements.

4.8.1.3 Income tax

Income tax expense is based on the corporate tax rate of 30% in Australia. While the Company has a number of innovations and research initiatives currently underway no R&D grants have been factored into the tax position of the business.

4.8.1.4 Change in working capital

Trading terms with clients, employees and suppliers are forecast to remain in line with recent historical trends.

4.8.1.5 EBITDA and NPAT

As a result of the forecast changes in revenue and operating expenses discussed above, EBITDA is forecast to increase by \$10.2 million to \$12.7 million in FY18. The Group EBITDA margin (% of revenue) is forecast to increase from 8.2% in FY17 to 25.2% in FY18 reflecting further scalability of the group's fixed cost structure.

Depreciation charges are forecast to increase by \$1.2 million (up 57.6%) to \$3.4 million in FY18 solely driven by the growth in the fleet.

Group NPAT is forecast to increase by \$6.3 million to \$6.4 million in FY18.

04. FINANCIAL INFORMATION

4.9 Sensitivity Analysis

The Forecast Financial Information is based on a number of estimates and assumptions as described in Section 4.2.4. These estimates and assumptions are subject to business, economic and competitive uncertainties and contingencies, many of which are beyond the control of the Group, the Directors and Management. These estimates are also based on assumptions with respect to future business developments which are subject to change.

Set out below is a summary of the sensitivity of certain FY18 Forecast Financial Information to changes in a number of key variables. The changes in the key variables as set out in the sensitivity analysis are intended to provide a guide only and are not intended to be indicative of the complete range of variations that may be experienced. Variations in actual performance could exceed the ranges shown and these variations could be substantial.

Care should be taken in interpreting these sensitivities. In order to illustrate the likely impact on the Forecast Financial Information, the estimated impact of changes in each of the assumptions has been calculated in isolation from changes in other assumptions and assumes a full year impact. In practice, changes in assumptions may offset each other or be additive, and it is likely that P2P Transport's management would respond to any changes in one item to seek to minimise the net effect on the Group's EBITDA and cash flow.

For the purpose of the analysis below, the effect of the changes in key assumptions on the forecast pro forma EBITDA of \$12.7 million and forecast pro forma NPAT of \$6.4 million for FY18 is set out in Table 18 below.

Table 18: Sensitivity analysis

| | | EBITDA impact (\$000) | NPAT impact (\$000) |
|---|-----------|--------------------------|------------------------|
| Assumption | Variance | Change (+/-) | Change (+/-) |
| Change in average number of vehicles | (+/-5.0%) | 1,138 | 797 |
| Change in average total revenue per vehicle | (+/-1.0%) | 505 | 353 |
| Change in cost of sales per vehicle | (+/-1.0%) | (277) | (194) |

4.10 Liquidity and capital sources

Following Listing, P2P Transport's principal sources of funds will be cash held at Listing, and cash flow from operations.

P2P Transport expects that it will have sufficient cash flow from operations to meet its business needs during the forecast period.

4.11 Dividend policy

Depending on available profits and the financial position of P2P Transport, it is the current intention of the Company to pay dividends.

The Directors intend to pay out 40% to 60% of the Company's NPAT attributable to shareholders of P2P Transport as a dividend for the period ending 30 June 2018 on a pro rata basis from the Listing Date.

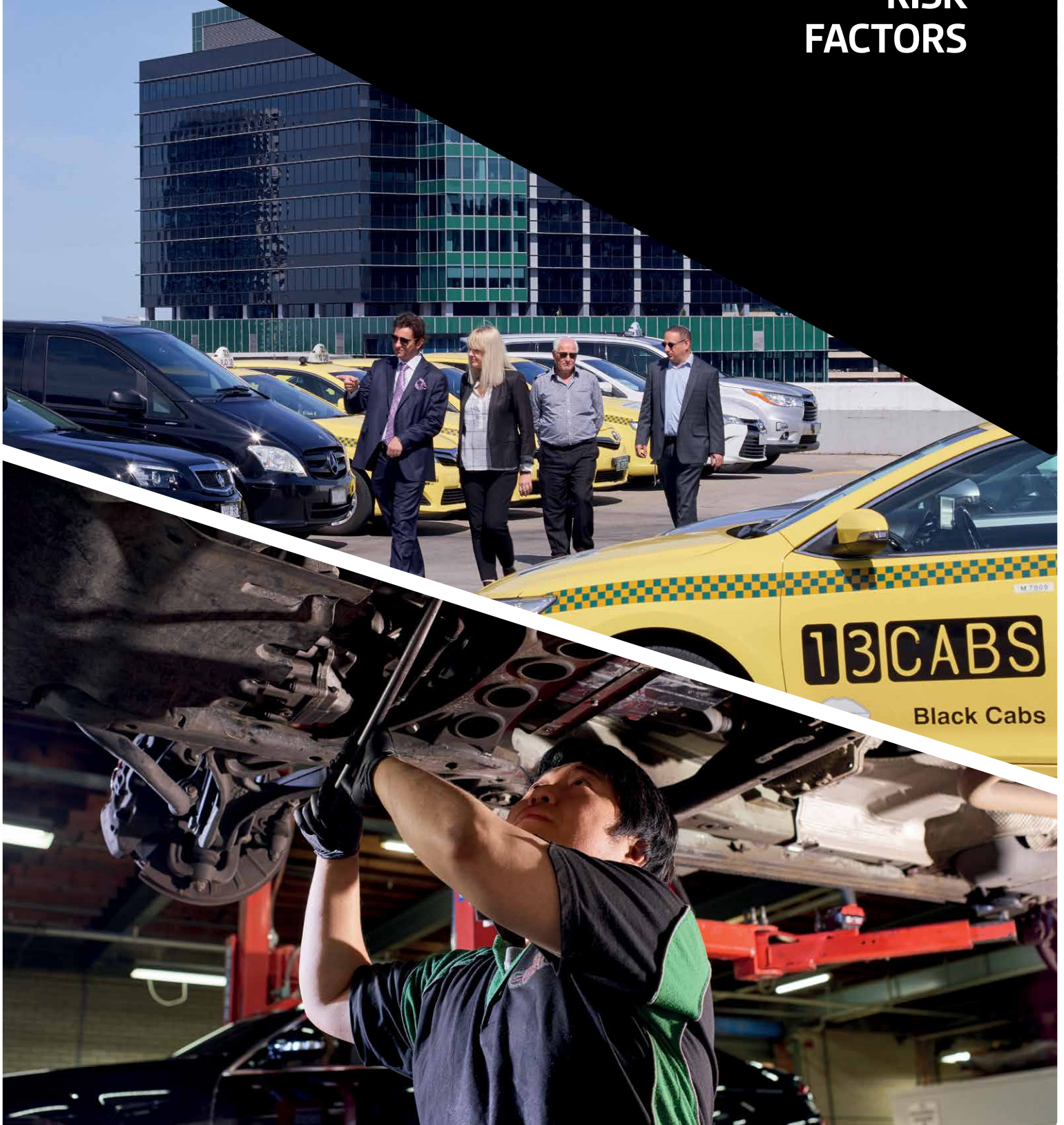
It is the current intention of the Board to pay interim dividends in respect of half years ending in December and final dividends in respect of full years ending in June each year. It is anticipated that interim dividends will be paid in March and final dividends will be paid in October following the relevant financial period end. It is expected that all future dividends will be fully franked.

The payment of a dividend by the Company is at the discretion of the Board and will be a function of a number of factors, including the general business environment, the operating results, cash flows, the financial condition of the Company, future funding requirements, capital management initiatives, taxation considerations (including the level of franking credits available), any contractual, legal or regulatory restrictions on the payment of dividends by the Company, and any other factors the Board may consider relevant.

No assurances can be given by any person, including the Directors, about the payment of any dividend and the level of franking on any such dividend.

05.

RISK FACTORS



05. RISK FACTORS

5.1 Introduction

The future performance of the Company and the future investment performance of Shares may be influenced by a range of factors, many of which are outside the control of the Company, the Directors and its senior management. This section 5 describes key risks that the Company believes to be associated with the business of the Company, the industry in which it operates and the general risks associated with an investment in the Company. It does not purport to list every risk that may be associated with the Company's business or the industry in which it operates or an investment in the Company now or in the future. The occurrence or consequences of some of the risks described in this section 5 are partially or completely outside the control of the Company and its Directors.

The selection of risks has been based on an assessment of a combination of the probability of the risk occurring, the ability to mitigate the risk and the impact of the risk if it did occur. The assessment is based on the knowledge of the Directors and senior management as at the Prospectus Date, but there is no guarantee or assurance that the importance of different risks will not change or other risks will not emerge. Any of these risks, and any other risks that may emerge, may in isolation or in combination, if they eventuate, have a material adverse effect on the Company's business, future financial position and future financial performance and cash flows. There can be no guarantee that the Company will achieve its stated objectives or that any forecast financial information or any forward looking statements contained in this Prospectus will be achieved or realised. Investors should note that past performance is not a reliable indicator of future performance.

Before applying for Shares, you should satisfy yourself that you have a sufficient understanding of the risks described in this section 5 and all of the other information set out in this Prospectus, and consider whether the Shares are a suitable investment for you, having regard to your own investment objectives, financial circumstances and particular needs (including financial and taxation issues). If you do not understand any part of this Prospectus, or have any questions about whether to invest in the Company, you should consult your accountant, financial advisor, stockbroker, lawyer or other professional advisor before deciding whether to invest in the Company.

5.2 Risks specific to the Company

Ability to adequately manage integration and growth

The Company's plans involve further growth through selective vehicle and fleet acquisitions. These acquisitions need to be effectively integrated into the Company's fleet in a timely manner. If the Company is unable to, or takes longer to, achieve this integration then its operating and financial performance may be adversely impacted.

The Company has grown the size of its vehicle fleet considerably in a short period of time and intends to continue to grow the size of its vehicle fleet following completion of the Listing.

The Company has put in place management structures and systems to manage this growth, including additional personnel, as well as fleet management, financial control and management information systems to operate the business at its current scale and to facilitate future growth. However, given the pace of the Company's increase in scale, some of these people and systems have not been involved or operated over an extended period of time. There is a risk that the Company's people and systems do not perform as expected, in which case the operating and financial performance of the Company may be adversely affected.

The Company may also make further business acquisitions to achieve its growth strategy. The integration of businesses, systems and business processes can be complex, time-consuming and expensive. The operating and financial results of P2P Transport could depend on the success of management in integrating past and/or future acquisitions.

Risk that P2P Transport's growth plans cannot be executed as anticipated

P2P Transport has developed a growth strategy which is discussed in detail in section 3.12. There is a risk that P2P Transport may not be able to effectively execute its growth strategy and may encounter delays in execution, vehicle acquisitions, or operational difficulties, which may lead to increased costs and/or strain management resources or have a negative impact on the Company's brand and reputation.

In particular, the rate at which the Company is able to grow the size of its fleet, and the timing of acquiring additional vehicles, will have a significant impact on the financial performance of the Company. As a result, P2P Transport's growth strategies may generate lower than, or later than, expected revenue or incur unforeseen costs.

Additionally, P2P Transport intends to continue to grow the Company's business in part through the selective acquisition of fleets and aligned businesses. This acquisition strategy is based on identifying and acquiring businesses and assets that complement the Company's existing operations.

There is a risk that P2P Transport will not be able to successfully:

- identify suitable acquisition targets;
- negotiate acquisitions with identified targets on terms acceptable to P2P Transport;
- integrate acquisitions made by the Group; or
- raise capital, if required, to fund future acquisitions.

In addition, businesses or assets acquired may not achieve the level of sales or profitability that justify the investment made.

Availability and utilisation of vehicles

The availability and utilisation rates of the Company's vehicles are key determinants of the Company's financial performance.

Availability – The availability of a vehicle is the period of time for which it is available to be rented to a driver. A vehicle may be unavailable for instance, if it is being serviced, requires repair, or has been involved in an accident. The Company does not derive any income from a vehicle during a period in which it is unavailable, and it may incur additional costs during this period depending on the reason for the vehicle's unavailability. The Company's business model (including fleet scale and vertical integration of key vehicle maintenance and repair functions) is focussed on ensuring the highest possible availability rates of its vehicles. A significant decline in the availability rates of vehicles for any reason, may have an adverse impact on the Company's operating and financial performance, which could be material depending on the severity of the decline in availability rates.

Utilisation (access to drivers) – The utilisation of a vehicle is the period of time for which it is being rented to a driver. It is impacted by the Company's ability to attract drivers to drive the Company's fleet of vehicles. The Company's business model (including its ability to deliver high availability rates through scale and provision of vertically integrated maintenance and repair services) is aimed at ensuring the Company is a preferred provider of vehicles for drivers. The pool of available drivers is also impacted by macro-economic factors such as employment, immigration policies, population growth and wages growth, as at any given time, the driver pool comprises a proportion of drivers supplementing their income or otherwise driving on a temporary basis. If the Company is unable to attract sufficient drivers to drive its vehicles, whether because drivers are choosing alternative vehicle providers or there is a general decline in the pool of available drivers, resulting in a decrease in its vehicle utilisation rates, there may be an adverse impact on the Company's operating and financial performance, which could be material depending on the severity of the decline in utilisation rates.

Dependence upon key personnel

The Company, in its current form, effectively commenced operations in March 2017 following the merger of two businesses (run by Tom Varga, Harry Katsiabani and Bruno D'Amico). Each of these founders (as well as other members of the senior management team) hold relationships with key existing and potential business partners and sellers, as well as extensive industry and operating knowledge, and are a key component to the current operations and future growth of the Company. The Company's continued success depends on being able to retain and hire such individuals. Failure to do so may adversely affect the Company's ability to implement its business strategies, which may adversely affect its future operating and financial performance.

Risk of channel conflict

The Company is the one of the largest vertically integrated providers of vehicles to the point-to-point transport industry in Australia. There are also a number of other large participants in the industry, such as taxi network operators, taxi licence holders and taxi licence management companies, with whom P2P Transport interacts in the ordinary course of business.

For example, P2P Transport sources taxi license plates from independent owners and taxi networks:

- In NSW approximately 27% of the Company's taxi fleet has plates sourced through a single plate manager and the remainder are sourced from smaller networks and independent owners.
- In Victoria following the recent regulatory change, all plates are sourced from the Victorian government for a nominal annual fee.
- In Queensland approximately 65% of the taxi service licences are sourced from Black & White Cabs. The remainder are sourced from independent owners.

If any of these other participants perceive a risk to their business arising from the growth and scale of the Company, there may be a disruption to the terms of trade between the Company and these participants. While the Company considers its growth and scale is not harmful to these participants and that there is sufficient scale and competition in the market to provide alternative options to the Company, any disruption to its trading terms with these industry participants may result in cost increases to P2P Transport and adversely affect its financial performance.

05. RISK FACTORS

Competition from competitors or new market entrants

Existing or new competitors may seek to substantially grow their market share or reduce their prices, in response to the Company's activities, which may reduce the Company's market share, its ability to expand and/or its operating margins. The Company's competitors may have access to newer and more efficient technology which could make their services more attractive to users. If the Company cannot compete successfully, its operating and financial performance could be adversely impacted.

Technology risk

There has been significant technological disruption in the point-to-point transport industry with the advent of ride sharing, and it is likely that technological developments will continue to impact the industry.

These may include further mobile based applications that improve or change the dynamic between vehicle owner, passenger and driver, the potential growth of self-driving or autonomous vehicles and any number of presently unforeseeable developments.

The Company's success in the point-to-point transport industry may be affected, positively or negatively, by new technologies and strategies that may be developed and commercialised. The development of new technologies or strategies may present opportunities for the Company, but if it does not respond quickly or successfully to these new technologies or strategies, it could result in competitors gaining market share at the Company's expense and/or an adverse impact on the Company's operating and financial performance.

Access to funding

The Company may be required to raise additional equity or debt capital in the future. There is no assurance that it will be able to raise that capital when it is required or, even if available, the terms may be unsatisfactory. If the Company is unsuccessful in obtaining funds when required, the Company may need to delay or scale down its operations.

The Company uses a mixture of cash resources and asset financing to fund the purchase of additional vehicles. If the Company is unable to obtain asset financing on acceptable terms, the pace at which the Company is able to grow its vehicle fleet may be adversely impacted. Additionally, if there is an increase in the interest rates that the Company has to pay on its asset financing, the Company may incur higher operating costs if it is not able to fully pass on these higher interest rates to drivers.

In each of these cases, the operating and financial performance of the Company may be adversely affected.

Fleet maintenance

P2P Transport provides vehicles to drivers used in the provision of point-to-point services. This relies on the appropriate maintenance and ongoing operation of the Company's vehicle fleet.

The failure by the Company to properly maintain its vehicles to ensure road worthiness and minimum safety levels may result in mechanical problems or failure, causing disruption to business operations, higher operating costs or deterioration in P2P Transport's ability to provide vehicles.

Further, any mechanical problems associated with the Company's vehicles while being operated in the provision of point-to-point transport services may lead to injury or death to occupants or third parties. The risk of injury or death exposes P2P Transport to reputational damage, liability and publicity risks.

These circumstances may materially and adversely affect P2P Transport's profitability and growth.

Ability to pass on increases in input costs

Network fees, plate leases, wages and vehicle maintenance costs constitute a significant portion of P2P Transport's operating expenses. Any increases in these costs may materially and adversely affect P2P Transport's financial performance. There may be instances where the Company is unable to recover, or is delayed in recovering, increases in its input costs from its customers through higher rental fees. This may materially and adversely affect P2P Transport's profitability.

Interruption in, disruption to or loss of operations at one or more of P2P Transport's sites

An interruption in, or disruption of, operations at one or more of the sites at which P2P Transport operates could have a material adverse effect on the business, results of operations and financial performance of P2P Transport.

Driver suitability and compliance

The Company's business involves the rental of vehicles to drivers in the point-to-point transport industry. These drivers have certain compliance obligations and interact with members of the public who are transported in the Company's vehicles.

Although the Company conducts its own screening process for its drivers to ensure that they hold relevant licences, it relies on its drivers and key staff to comply with various laws and regulations. If a driver failed to comply with the legal requirements imposed on that driver, or behaved in an inappropriate way towards members of the public while driving a Company vehicle, the Company could suffer significant damage through damaged reputation, the imposition of penalties and fines or legal claims.

Inability to secure adequate insurance

Whilst P2P Transport seeks to maintain insurance coverage that is consistent with industry practice, there is a risk that any claim under P2P Transport's insurance policies may be subject to certain exceptions, or may not be honoured (in full or in part). P2P Transport may also be unable to purchase sufficient insurance to cover all losses incurred.

If P2P Transport were to incur substantial liabilities, or if its business operations were interrupted for a sustained period of time, it may suffer loss. Such losses may not be fully covered by P2P Transport's insurance policies. In addition, future insurance coverage may not be available to P2P Transport when required, at commercially acceptable premiums, or at all.

5.3 General investment risks

Price of Shares

There are significant risks associated with any stock market investment. In the case of the Shares, these include:

- (i) the Shares may trade on the stock market at, above or below the Offer Price;
- (ii) as the Shares have not previously been listed, they have no trading history and there is therefore no indication of the prices at which they may trade, or of the liquidity of the market for Shares; and
- (iii) the market price of the Shares may be affected by factors unrelated to the operating performance of the Company, such as those listed under the heading "Macro-economic" below, investor sentiment, Australian and international stock market conditions, and the performance of other businesses and assets.

Liquidity and escrow

At the Listing Date, the Company will have approximately 70% of its Shares on issue subject to escrow on the terms set out in section 7.11. As a consequence of these escrow arrangements, there may be limited liquidity in the Shares while the escrow arrangements remain in place.

Once the Shares are quoted on the ASX, there can be no guarantee that an active trading market for the Shares will develop or that the price of the Shares will increase.

There may be relatively few potential buyers or sellers of the Shares on the ASX at any time.

This may increase the volatility of the market price of the Shares.

It may also affect the prevailing market price at which Shareholders are able to sell their Shares. This may result in Shareholders receiving a market price for their Shares that is less than the price that Shareholders paid.

Additionally, as these Shares are released from escrow, if these shareholders wish to sell more Shares than the general level of demand, the additional Shares available for sale may result in a reduction of the price of the Company's Shares.

Macro-economic risks

Changes in the general economic outlook both in Australia and globally may impact the future performance of Shares and the price or value of the Shares. Such changes may include:

- (i) interest rates;
- (ii) contractions in the Australian economy or increases in the rate of inflation resulting from domestic or international conditions (including movements in domestic interest rates and reduced economy activity);
- (iii) increases in the price of fuel;
- (iv) increases in expenses (including the cost of goods and services used by the Company);
- (v) increase in unemployment rates;

05. RISK FACTORS

- (vi) fluctuations in equity markets in Australia and internationally;
- (vii) changes in investor sentiment toward particular market sectors; and
- (viii) terrorism or other hostilities.

These factors are beyond the control of the Company.

Litigation

The Company is not currently engaged in litigation and as at the date of the Prospectus, the Directors are not aware of any legal proceedings pending or threatened against or any material legal proceedings affecting the Company.

The Company may be exposed to possible litigation risks including contractual disputes, traffic accident disputes, occupational health and safety claims and employee claims. Further, the Company as an operating entity may be involved in disputes with other parties in the future which may result in litigation. The Company may incur significant costs in prosecuting or defending any such claims, and any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position.

Market risk and interest rate volatility

From time to time, the Company may borrow money and accordingly will be subject to interest rates which may be fixed or variable. A change in interest rates would be expected to result in a change in the interest cost to the Company and, hence, may affect its financial performance.

Accounting standards

Australian accounting standards are set by the Australian Accounting Standards Board (**AASB**) and are outside the Directors' and the Company's control. Changes to accounting standards issued by the AASB could adversely impact the financial performance and position reported in the Company's financial statements.

Taxation

An investment in Shares involves tax considerations which differ for each Shareholder dependent on their individual financial affairs. Each prospective Shareholder is encouraged to seek independent financial advice about the consequences of acquiring shares, pursuant to the offer, from a taxation viewpoint and generally.

Changes to the rate of taxes imposed on the Company or to the tax laws generally (including goods and services taxes and stamp duties), may have an adverse effect on the profitability of the Company. In addition, an interpretation of Australian taxation laws by the Australian Taxation Office that differs to the Company's interpretation may lead to an increase in the Company's taxation liabilities.

To the maximum degree permitted by law, the Company, its officers and each of their respective advisors accept no liability or responsibility with respect to the taxation consequences of subscribing for shares under this Prospectus.

Inability to pay dividends or make other distributions

The ability for future dividends or other distributions to be paid by the Company will be contingent on its ability to generate profits.

Furthermore, to the extent that the Company pays any dividends, the ability to offer fully franked dividends is contingent on making taxable profits. Taxable profits may be volatile, making the payment of fully franked dividends unpredictable.

The value and availability of franking credits to a Shareholder will differ depending on the Shareholder's particular tax circumstances. Shareholders should also be aware that the ability to use franking credits, either as a tax offset or to claim a refund after the end of the income year, will depend on the individual tax position of each Shareholder.

Risk of Shareholder dilution

The Company may issue Shares or engage in capital raisings to fund ongoing working capital requirements or acquisitions that the Company may decide to make. While the Company will be subject to the constraints of the ASX Listing Rules regarding the percentage of its capital that it is able to issue within a 12-month period (other than where exceptions apply), Shareholders at the time may be diluted as a result of such issues of Shares and capital raisings.

06.

KEY PEOPLE, INTERESTS AND BENEFITS



06. KEY PEOPLE, INTERESTS AND BENEFITS

6.1 Board of Directors

The Board comprises five directors, two of whom are executive directors and three of whom are non-executive directors. The Directors bring to the Board relevant experience and skills, including industry and business knowledge, financial management and public company experience.



Matthew Reynolds
Independent
Non-Executive Director
and Chairman

Matthew is a partner in HWL Ebsworth Lawyers national corporate team. He specialises in debt and equity capital markets, mergers and acquisitions and private equity spanning over 20 years. He holds a Bachelor of Political Science & Economics (Hons) and a Bachelor of Laws (Hons) and is a member of both the Queensland Law Society and Company Law Committee, Queensland Law Society.

Matthew is a non-executive director of ASX listed companies Bubs Australia Limited (ASX:BUB) and Axsesstoday Limited (ASX:AXL) and was previously a non-executive director of ASX listed G8 Education Limited (ASX:GEM).



Thomas Varga
Director and
Chief Executive Officer

Tom is the founder of the NSW operations and has over 10 years of experience in the point-to-point transport industry.

Prior to founding the NSW operations, Tom held management and senior management roles with Bluescope Steel and Macquarie Bank. At Macquarie, Tom drove the strategic direction of start-up ventures, Live Payments and MACT (taxi payment and network). Subsequently Tom became CEO of Live Group – a taxi-specific eftpos solution with proprietary software, which transitioned from early stage to commercial software with a national presence during Tom's tenure as CEO.

This experience led Tom to establish a taxi fleet business in Sydney, which now forms part of the P2P Transport business.



Harry Katsiabani
Director and
Chief Marketing Officer

Harry is the founder of the Victorian operations and has worked within the taxi industry since 1987.

Harry was a founding director of Taxi-Link and Quicklink – independent fleet management and investment companies. Harry was also a director of TaxiEpay, an alternative eftpos solution for taxis (which was acquired by Live Group), and PanelLink, a collision repair service.

His deep industry experience traverses accredited training initiatives, dispatch operations and industry-specific software solutions.

Harry is a past board member of Entrepreneurs Organization (Melbourne) and previous chairman of Entrepreneurs Program, Swinburne University. Presently, Harry sits on the Stakeholder Reference Group panel that advises the Taxi Services Commission.



Chip Beng Yeoh
Independent
Non-Executive Director

Chip was the Chief Financial Officer at Cabcharge Australia Limited (ASX:CAB) from 2007 to 2015. He is experienced in mergers, acquisitions and subsequent business integration, investor relations, treasury and balance sheet management and cost management.

Chip has worked in highly regulated industries both locally and abroad and has firsthand experience dealing with disruptive technologies.

Chip started his career with Price Waterhouse in Singapore in 1982. He then joined OCBC Bank Singapore in 1989. Prior to coming to Australia in 2006, Chip was working in ComfortDelGro Corporation Limited, one of the world's largest land transport companies.



Peter Cook
Independent
Non-Executive Director

Peter is the CEO of ASX listed payments specialist Novatti Group Limited (ASX:NOV) and the Chairman of recurring payments service provider Integrapay Pty Ltd. Peter has been a founder of financial transactions and technology businesses in Australia, the UK, Canada, Malaysia and Africa.

Peter is a graduate of the Royal Military College, Duntroon and has previous management experience with PWC, Telstra and the Department of Defence and was the Deputy Chairman of Senetas Corporation Limited (ASX: SEN) from June 1999 to February 2006. He is a Graduate Member of the Australian Institute of Company Directors. Peter serves as an Independent Community Member on the Heathcote Hospital Governance Board.

6.2 Senior Management

Tom Varga
Chief Executive Officer

See biographical details at 6.1.

Harry Katsiabanis
Chief Marketing Officer

See biographical details at 6.1.



Matthew Turner
Chief Financial Officer

Matthew has over 17 years' experience including 12 years servicing the point-to-point transport industry directly or indirectly.

Previously, Matthew was Head of Finance of Live Group for 5 years.

Matthew is a fully qualified accountant.



Bruno D'Amico
Chief Operating Officer

Bruno has been the Operations Manager and co-founder of the Melbourne fleet with over 12 years' experience in workshop, panel shop and fleet management within the point-to-point transport industry.

Bruno is a licensed motor car trader (LMCT) and has held a LMCT for the past seven years.

Previously, Bruno worked at BMW Melbourne as Sales Manager.

Hasaka Martin
Company Secretary*

Hasaka has over 10 years' experience in Corporate Governance, employee equity plans, member meeting management, corporate action administration and Share Registry as a result of having worked for a global corporate services provider. He was previously the Company Secretary for the ASX listed, Bandanna Energy Limited.

Hasaka's professional experience has been across multiple sectors including corporate services, resources, biotechnology and university education sectors. He is Chartered Secretary and an Associate member of the Institute of Chartered Secretaries and Administrators, and the Governance Institute of Australia (GIA), and regularly contributes as a guest presenter. He holds a Graduate Diploma in Applied Corporate Governance, and is currently completing postgraduate qualifications in corporate and securities law.

* Employed by Boardroom Pty Limited and appointed as an officeholder of P2P Transport Limited.

06. KEY PEOPLE, INTERESTS AND BENEFITS

6.3 Interests and benefits

Directors' shareholdings

The Directors will hold the following interests in P2P Transport's Shares directly and indirectly upon Listing:

| Director | Shares held as at Listing | Shareholding as at Listing |
|-------------------|---------------------------|----------------------------|
| Thomas Varga | 6,403,200 | 8.1% |
| Harry Katsiabani | 6,960,000 | 8.8% |
| Matthew Reynolds* | Nil | Nil |
| Peter Cook* | Nil | Nil |
| Chip Beng Yeoh* | Nil | Nil |

*Subject to any Shares for which Directors apply and are issued under the Offer.

Directors' remuneration

The Constitution provides that the remuneration of Directors (excluding salaries to executive Directors) will not be more than the aggregate fixed sum determined by a general meeting or, until so determined, as resolved by Directors.

The aggregate remuneration for non-executive Directors (excluding salaries to executive Directors) has been set under the Constitution at an amount to not exceed \$500,000.

The remuneration of executive Directors will be determined from time to time by the Board having regard to the nature and extent of their responsibilities. At the date of this Prospectus, the Company has agreed to pay the following annual Director fees (plus superannuation):

- Chairman – \$120,000
- Other non-executive Directors – \$70,000

Other Directors' interests

Except as set out in this Prospectus, no Director holds at the date of this Prospectus, or held at any time during the last two years before the date of lodgement of this Prospectus with ASIC, any interest in:

- the formation or promotion of the Company;
- any property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Company or the Offer; or
- the Offer,

and no amounts of any kind (whether in cash, Shares or otherwise) have been paid or agreed to be paid by any person and no benefits have been given or agreed to be given by any person:

- to a Director to induce him or her to become, or to qualify as, a Director; or
- for services provided by a Director in connection with the formation or promotion of the Company or the Offer.

6.4 Executive Directors

Tom Varga – Chief Executive Officer

The Company has entered into an Executive Services Agreement with Tom Varga (**Executive**). The key terms of that agreement are:

- (role)** Tom is employed as the Company's Chief Executive Officer;
- (remuneration)** Tom earns an annual salary of \$400,000, plus superannuation;
- (incentive)** Tom will be entitled to participate in the Company's Short Term Incentive Plan and the Long Term Incentive Plan as determined by the Board from time to time;
- (review)** the base salary component is reviewable annually in line with current market rates for the position;
- (termination)** either party may terminate with 6 months' notice, or in the Company's case, by payment of 6 months' salary in lieu of notice. The Company may also summarily dismiss the executive for misconduct; and
- (restraint)** a clause restraining the executive for 12 months from the end of his employment from engaging in a business (as an owner or employee) that competes with the Company, soliciting the custom of any Company client, or enticing any Company employee to leave their employment.

Harry Katsiabanis – Chief Marketing Officer

The Company has entered into an Executive Services Agreement with Harry Katsiabanis (**Executive**). The key terms of that agreement are:

- (i) **(role)** Harry is employed as the Company's Chief Marketing Officer;
- (iii) **(remuneration)** Harry earns an annual salary of \$250,000, plus superannuation;
- (ii) **(incentive)** Harry will be entitled to participate in the Company's Short Term Incentive Plan and the Long Term Incentive Plan as determined by the Board from time to time;
- (iii) **(review)** the base salary component is reviewable annually in line with current market rates for the position;
- (iv) **(termination)** either party may terminate with 6 months' notice, or in the Company's case, by payment of 6 months' salary in lieu of notice. The Company may also summarily dismiss the executive for misconduct; and
- (v) **(restraint)** a clause restraining the executive for 12 months from the end of his employment from engaging in a business (as an owner or employee) that competes with the Company, soliciting the custom of any Company client, or enticing any Company employee to leave their employment.

6.5 Other Senior Managers

Each other member of the executive management team has an employment agreement with the Company on substantially similar terms and conditions to the executive directors.

6.6 Employee Incentive Plans

The Company intends to implement a Short Term Incentive Plan and a Long Term Incentive Plan (**LTIP**). The purpose of these plans is to reward Eligible Employees for their efforts toward the accomplishment of the Company's goals during the financial year. This will be achieved through predetermined hurdles for each short term incentive (**STI**) and long term incentive (**LTI**).

The decision to pay any bonus under these plans remains in the full discretion of the Board. The incentive amounts available to employees will be based on their position and seniority within the Company, which the Company presently expects to be as follows:

| Position | Base Pay | STI | LTI |
|-----------------|----------|-----|-----|
| CEO & MD | 100% | 40% | 40% |
| C-Level | 100% | 30% | 30% |
| General Manager | 100% | 20% | 20% |
| Manager | 100% | 10% | 10% |
| All | 100% | 5% | 5% |

Short Term Incentive Plan (STI Plan)

Under the STI Plan, employees are rewarded in cash. Short term incentives are specific team, role and individual based performance targets made up of a combination of operational, financial, strategic/personal, safety and compliance/sustainability. These categories must have a combined weighting of 100%, with operations and financial being no less than 50% combined. To achieve the full incentive percentage for the STI, the individual and the organisation must achieve the budgeted performance.

Long Term Incentive Plan

This plan is focused on the long term performance of the business. The LTIs under the plan are issued as performance rights and are subject to corporate measures of performance.

The Long Term Incentive Plan comprises a service component and performance component. Eligible participants receive Shares that vest over a period of three years in equal annual allocations. The service component will vest dependent only upon continued employment and the performance component will be assessed against performance hurdles to be determined by the Board.

The Company has not issued any entitlements under the Long Term Incentive Plan, but plans to do so after Listing.

Further information with respect to the Long Term Incentive Plan is set out in section 9.5.

06. KEY PEOPLE, INTERESTS AND BENEFITS

6.7 Related party transactions

Except as set out below, there are no related party transactions at the time of the Offer and the Listing.

Lease – Melbourne Facility

A subsidiary of the Company leases premises at 1313-1315 North Road, Huntingdale in Melbourne, Victoria from a related party, HE & N Investments (a company owned and controlled by P2P director, Harry Katsiabanis) and D'Amico Enterprises (a company owned and controlled by Bruno D'Amico). The initial annual rent is \$170,000 plus GST, which is at the lower end of the market rental range for the premises, and contains provisions to annually review and adjust the rent according to market rates. The lease is for an initial term of five years, with two options for renewal each of five years at the Company's option.

Ride247

Ride247 is a company controlled by P2P director, Harry Katsiabanis. It has developed a mobile application aimed at increasing driver to passenger interaction. The Company has acquired a 20% interest in Ride247 and has been granted a perpetual, non-exclusive royalty free licence, subject to a 2 year termination period to use the Ride247 product within the P2P Transport fleet of vehicles. In exchange P2P has agreed to pay up to \$200,000 towards ongoing development costs of the Ride 247 mobile application. P2P Transport has pre-emptive rights on the sale of shares in Ride247 and a last right of refusal in respect of the sale of the business.

Taxi Management Solutions (Digital Taxi Top)

TMS is the developer of a proprietary on-taxi digital marketing solution known as Digital Taxi Top (more thoroughly described in section 3.11. The Company has acquired all of the shares on issue in TMS. As consideration for the transfer of the shares to P2P, the Company has agreed to pay the previous shareholders of TMS (the founders of the Sydney based businesses of P2P) an ongoing royalty payment comprising 20% of the aggregate revenue generated from the exploitation of Digital Taxi Top by the Group each quarter. The agreement has standard terms and conditions. The previous TMS Shareholders include Thomas Varga, who held a 33% interest in TMS.

6.8 Deeds of access, indemnity and insurance

The Company has entered into a deed of indemnity and access with each Director under which the Company agrees to:

- indemnify the Directors against certain liabilities incurred while acting as a Director;
- insure the Directors against certain risks to which the Directors are exposed as a Director; and
- grant to the Directors a right of access to certain records of the Company,

for a period of up to 7 years after the Director ceases to be a director of the Company. These deeds of access, indemnity and insurance are in a usual form for documents of this nature.

6.9 Interests of advisors

Deloitte Corporate Finance Pty Limited has acted as Investigating Accountant and has prepared the Investigating Accountant's Report and has performed work in relation to the due diligence enquiries on the Financial Information included in Section 4. The Company estimates that it will pay Deloitte Corporate Finance Pty Limited approximately \$700,000 (exclusive of GST and disbursements) for their services.

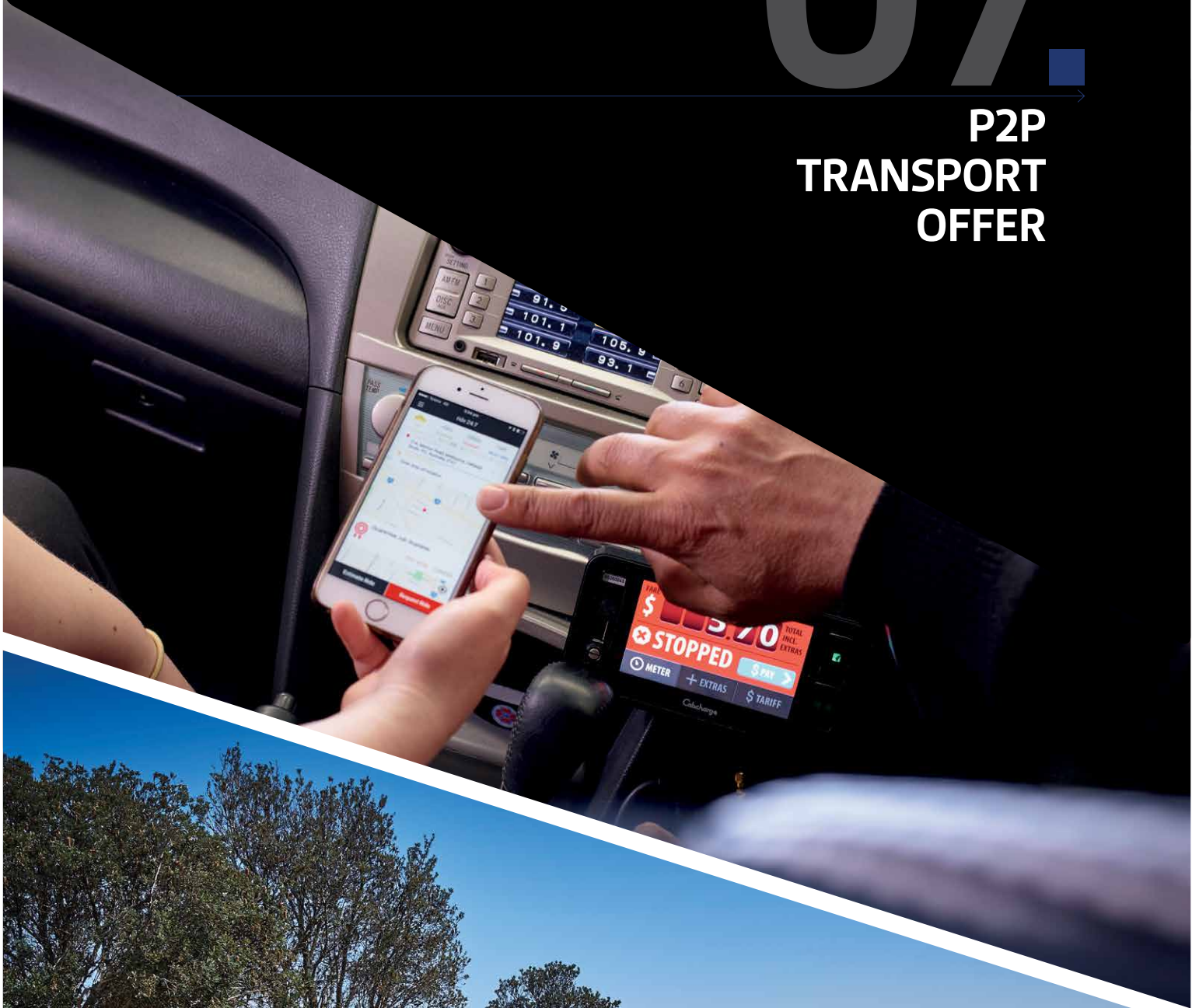
Shaw and Partners has acted as lead manager and underwriter to the Offer. The Company estimates that it will pay \$1,460,000 (exclusive of GST and disbursements) for these services together with the issue of options equal to 1% of the Offer Shares. A summary of the underwriting agreement is included in section 9.1 of this Prospectus. The Underwriter also holds convertible notes in the Company to the value of \$200,000 which will convert into 530,303 Shares before completion of the Listing.

GRT Lawyers has acted as the Company's legal advisers in respect of the Offer. The Company estimates that, as at the date of this Prospectus, it will pay GRT Lawyers approximately \$320,000 (exclusive of GST) for their services. Further fees will be incurred prior to close of the Offer at normal hourly rates.

Boardroom Pty Limited has been appointed as the Company's share registry and to provide administrative services with respect to the processing of Applications received pursuant to this Prospectus. The Company estimates that it will pay Boardroom Pty Limited a total of approximately \$2,500 (plus disbursements) for these services.

07.

P2P TRANSPORT OFFER



07. P2P TRANSPORT OFFER

7.1 Offer

The Offer is an initial public offering of 22.1 million Shares in the Company at an Offer Price of \$1.32 per Share, raising gross proceeds of \$29.2 million, comprising an offer for the:

- issue of the New Shares; and
- sale of the Sale Shares.

The Offer is made on the terms, and subject to the conditions, set out in this Prospectus.

The Offer is fully underwritten by Shaw and Partners.

Details of the Underwriting Agreement are included in section 9.1.

In addition, the Company will issue up to 28.7 million Shares (based upon a fixed value of \$37.9 million) upon conversion of convertible notes and to persons to whom the Company has agreed to issue Shares upon Listing.

The total number of Shares on issue at completion of the Offer is expected to be approximately 78.7 million and all Shares will rank equally with each other. Further details with respect to the rights and liabilities attaching to the Shares are further described in section 10.4.

7.2 Structure of the Offers

| Offer | Details, Participation and Eligibility | Securities and Amount to be Raised |
|----------------------------|---|--|
| Institutional Offer | Consists of an invitation to bid for Shares to: <ul style="list-style-type: none">• institutional investors in Australia to whom offers of securities may be made without disclosure under Part 6D.2 of the Corporations Act; and• any other investors outside of Australia to whom an offer of the Offer Shares may lawfully be made without a disclosure document. | <i>Securities</i> 22.1 million Shares comprising: <ul style="list-style-type: none">• the issue of the New Shares; and• the sale of the Sale Shares. <i>Amount to be raised (gross proceeds)</i> New Shares – \$20.0 million Sale Shares – \$9.2 million |
| Broker Firm Offer | Open to Australian resident retail clients of Brokers who have received a firm allocation from their Broker. | |
| Priority Offer | Open to persons who receive a personalised invitation to apply for or purchase Shares in the Offer. | |

There will be no general public offer.

The allocation of Shares between the Broker Firm Offer, the Priority Offer and the Institutional Offer will be determined by agreement between the Lead Manager, the Company and SaleCo, having regard to the allocation policy outlined in section 7.6.

7.3 Sell Down

SaleCo, a special purpose vehicle, has been established to facilitate the sale of Shares by the Selling Shareholders. Each of the Selling Shareholders has irrevocably offered to sell to SaleCo some or all of their Shares, which will be available for sale by SaleCo into the Offer, free from encumbrances and third party rights, and conditional on Listing.

SaleCo has no material assets, liabilities or operations other than its interests in and obligations under the Underwriting Agreement and the Sale Deed with Selling Shareholders. The shareholder of SaleCo is Mr Tom Varga, and the directors are Tom Varga, Harry Katsiabanis and Bruno D'Amico.

The Company has agreed to provide such resources and support as are necessary to enable SaleCo to discharge its functions in relation to the Offer. The Company has also indemnified SaleCo and the shareholder and directors of SaleCo against any loss which SaleCo or its directors or shareholder may incur in relation to certain documents related to the Offer (including this Prospectus) or the Offer.

Details of the number of Shares that Selling Shareholders will sell is provided in the table below.

| Selling Shareholder | Shares held at date of Prospectus | Sale Shares | Shares held as at Listing | Shareholding as at Listing |
|----------------------------------|-----------------------------------|------------------|---------------------------|----------------------------|
| Tom Varga and associates | 8,004,000 | 1,600,800 | 6,403,200 | 8.1% |
| Harry Katsiabanis and associates | 8,700,000 | 1,740,000 | 6,960,000 | 8.8% |
| Bruno D'Amico and associates | 8,700,000 | 1,740,000 | 6,960,000 | 8.8% |
| Other Founder Shareholders | 9,396,000 | 1,879,200 | 7,516,800 | 9.6% |
| | 34,800,000 | 6,960,000 | 27,840,000 | 35.4% |

7.4 Purpose of the Offer

The purpose of the Offer is to:

- provide funding and financial flexibility to support P2P Transport's growth strategy;
- enable some of the existing shareholders to realise part of their investment;
- provide liquidity for shares; and
- provide the Company with the benefits of an increased profile as a listed entity.

A detailed budget is provided in section 7.5.

07. P2P TRANSPORT OFFER

7.5 Proposed use of funds

The following table reflects the sources and proposed uses of the Company's cash following Listing.

| Sources | \$million | Uses | \$million |
|---|-------------|---------------------------------|-------------|
| Gross proceeds from sale of Sale Shares | 9.2 | Payment to Selling Shareholders | 9.2 |
| Gross proceeds from issue of New Shares | 20.0 | Fleet acquisitions | 9.0 |
| | | Working capital | 2.0 |
| | | Repayment of debt notes | 4.0 |
| | | Branding and marketing | 1.0 |
| | | Innovation and development | 1.0 |
| | | Payment of costs of the Offer | 3.0 |
| Total | 29.2 | Total | 29.2 |

The above expenditure table reflects statements of current intentions as at the date of this Prospectus.

Investors should note that, as with any budget, the allocation of funds set out in the above table may change depending on a number of factors, including the outcome of operational activities, regulatory developments and market and general economic conditions. In light of this, the Board reserves the right to alter the way the funds are applied and the commercial objectives and priorities of the Company.

The Board considers that on Listing, the Company will have adequate capital to meet its stated objectives as set out in this Prospectus.

7.6 Terms and conditions of the Offer

| Topic | Summary |
|---|--|
| Type of security being offered | Fully paid ordinary shares. |
| Offer Price per New Share and Sale Share | \$1.32 |
| Rights and liabilities attached to Shares | All Shares issued or sold under the Offer will hold the same rights and liabilities and existing shares in the Company. Further details are set out in section 10.2. |
| Cash Proceeds | \$29.2 million is expected to be raised by the Offer, comprising: <ul style="list-style-type: none"> • \$20.0 million from the issue of New Shares; and • \$9.2 from the sale of the Sale Shares, to be applied at the direction of SaleCo. |
| Shares under the Offer | 22.1 million |
| Minimum application | 1,516 Shares, representing \$2,000, and subsequently in increments of 379 Shares representing \$500. |
| Allocation policy | <p>Allocations under the Offer will be at the absolute discretion of the Lead Manager in consultation with the Company.</p> <p>Shares allocated under the Broker Firm Offer will be issued to the Applicants nominated by each broker. It will be a matter for the brokers as to how they allocate firm Shares among their retail clients, and they (and not the Company and the SaleCo) will be responsible for ensuring that retail clients who have received a firm allocation from them receive the relevant shares.</p> |
| Escrow | The Company has entered into voluntary restriction agreements and expects that, subject to any contrary determination by the ASX, the escrow set out in section 7.11 will apply. |

7.7 Broker Firm Offer

The Broker Firm Offer is open to retail investors who have received a firm allocation of Shares from their broker. You should contact your broker to determine whether you can receive an allocation of Shares from them under the Broker Firm Offer.

If you receive an invitation to apply for Shares from your broker and wish to apply for those Shares under the Broker Firm Offer, you should contact your Broker to request a Prospectus and Application Form, or download a copy at www.boardroomlimited.com.au/p2ptransport.

Broker clients should complete and lodge their Application Form and Application Monies with the broker from whom you received your invitation to acquire Shares under this Prospectus. Applicants under the Broker Firm Offer must pay their Application Monies to their broker in accordance with the instructions provided by that broker.

Application Forms must be completed in accordance with the instructions given to you by your broker and the instructions set out on the back of the Application Form. Applicants under the Broker Firm Offer must not send their Application Forms or Application Monies to the Share Registry.

By making an Application, you declare that you were given access to the Prospectus, together with an Application Form. The Corporations Act prohibits any person from passing an Application Form to another person unless it is attached to, or accompanied by, a hard copy of this Prospectus or the complete and unaltered electronic version of this Prospectus.

Shaw and Partners and the Company reserve the right not to accept Applications in the Broker Firm Offer that are from persons who they believe may be Institutional Investors, to reject any Application, or to scale back any Application.

The Company, Shaw and Partners, and the Share Registry take no responsibility for acts or omissions committed by your Broker in connection with your Application.

The allocation of Shares to Brokers was determined by Shaw and Partners in consultation with the Company. Shares which have been allocated to Brokers for allocation to their eligible retail clients will be issued or transferred to successful Applicants who have received a valid firm allocation of Shares from their Brokers. The allocation of Shares among Applicants under the Broker Firm Offer will be at the sole and absolute discretion of the relevant Broker. Those Brokers (and not the Company or underwriter) will be responsible for ensuring that their clients who have received an allocation from them, receive the relevant Shares.

7.8 Institutional Offer

The Institutional Offer will be conducted using a bookbuild process managed by the Lead Manager. Full details of how to participate, including bidding instructions, will be provided to eligible participants by the Lead Manager.

The Lead Manager, in consultation with the Company and SaleCo, reserve the right to vary the times and dates of the Offer, including to close the Offer early, extend the closing date or accept late Applications or bids, either generally or in particular cases, without notification.

Bids in the Institutional Offer may be amended or withdrawn at any time up to the close of the Institutional Offer. Any bid not withdrawn at the close of the Institutional Offer is an irrevocable offer by the relevant bidder to apply or procure Applicants for the Shares bid for (or such lesser number as may be allocated) at the Offer Price.

Bids can be accepted or rejected in whole or in part without further notice to the bidder. Acceptance of a bid will give rise to a binding contract on allocation of Shares to Successful Applicants.

Details of the arrangements for notification and settlement of allocations applying to participants in the Institutional Offer will be provided to participants by the Lead Manager.

7.9 Timetable

A Timetable is set out in the Key Information section of this Prospectus on page 3. Key dates include the:

- Opening Date of 30 November;
- Closing Date of 5 December; and
- Allotment Date of 7 December.

All dates are subject to change and indicative only. The Company with the consent of Shaw and Partners reserves the right to vary these dates and times without prior notice, including the right to close the Offer early, to withdraw the Offer, or to accept late Applications.

07. P2P TRANSPORT OFFER

7.10 Restricted Securities

The ASX has made an in-principle decision that it is not likely to impose any mandatory escrow on any Shareholders in the Company. However, the Company has entered into or intends to enter into voluntary restriction agreements (subject to receiving relief from ASIC) and expects that, subject to any contrary determination by the ASX, the following escrow restrictions will apply:

| Shareholder | Restricted Shares | Percentage of post IPO Shares | Period of Restriction |
|------------------------------|-------------------|-------------------------------|------------------------|
| Founder Shareholders | 27,840,000 | 35.4% | 2 years from Listing |
| Other escrowed Shareholders* | 27,778,787 | 35.3% | 12 months from Listing |

7.11 Pro forma Capital structure

The following table depicts the pro forma capital structure of the Company before and on completion of the Listing:

| Category | Shares held as at date of Prospectus | Sale Shares | Shares held as at Listing | Shareholding as at Listing |
|----------------------------------|--------------------------------------|------------------|---------------------------|----------------------------|
| Founder Shareholders | 34,800,000 | 6,960,000 | 27,840,000 | 35.4% |
| Other Existing Shareholders | 28,704,545 | — | 28,704,545 | 36.5% |
| New Shareholders under the Offer | — | — | 22,111,515 | 28.1% |
| Total | 63,504,545 | 6,960,000 | 78,656,060 | 100.0% |

Note: the Company will also be issuing 221,115 Options to the Underwriter, in accordance with the Underwriting Agreement as set out in section 9.1.

7.12 Applications

Applications under the Offer must be for a minimum of 1,516 Shares (\$2,001.12) and then in increments of 379 Shares (\$500.28). No brokerage, stamp duty or other costs are payable by the Applicants.

7.13 Allocation and allotment of Shares

It is expected that allotment of the Shares will take place within 2 Business Days after the Closing Date.

If the Closing Date is extended, the date for allotment may also be extended. The Directors, in consultation with Shaw and Partners, reserve the right to reject any application or to allot a lesser number of Shares than that applied for. If the number of Shares allocated is less than that applied for, or no allotment is made, the surplus Application Monies will be promptly refunded without interest.

7.14 Brokerage, commission and stamp duty considerations

No brokerage, stamp duty or commission costs are payable by Applicants.

7.15 Risks

As with any share investment, there are risks associated with investing in the Company. The principal risks that could affect the financial and market performance of the Company are summarised in section 5.

The securities on offer under this Prospectus should be considered speculative. Accordingly, before deciding to invest in the Company, Applicants should read this Prospectus in its entirety and should consider all factors in light of their individual circumstances and seek appropriate professional advice. If you require assistance or have any questions in relation to the Offer, or you are uncertain as to whether obtaining Shares in the Company is a suitable investment for you, you should seek professional advice from your stock broker, lawyer, accountant or other professional advisor.

7.16 Taxation

The acquisition and disposal of Shares in the Company will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation viewpoint and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for Shares under this Prospectus.

7.17 Description of shares

The rights and liabilities attaching to ownership of Shares are detailed in the Constitution and, in certain circumstances, regulated by the Corporations Act and general law.

7.18 Geographic restrictions

An Offer made pursuant to this Prospectus is not made to persons or in places which would not be lawful to make the Offer. No action has been taken to register the Offer or otherwise permit the Offer to be made in any jurisdiction outside Australia.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law in those jurisdictions and therefore persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Failure to comply with such restrictions may constitute a violation of applicable securities laws.

Applicants who are residents in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed in respect of the Offer.

United States

This document may not be released or distributed in the United States. It does not constitute an offer to sell, or solicitation of an offer to buy, securities in the United States. Any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States.

Hong Kong

This document has not been, and will not be, registered as a prospectus under the Companies Ordinance (Cap. 32) of Hong Kong (**Companies Ordinance**), nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (**SFO**). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the Shares have not been and will not be offered or sold in Hong Kong other than to “professional investors” (as defined in the SFO).

No advertisement, invitation or document relating to the Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors (as defined in the SFO and any rules made under that ordinance). No person allotted Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

07. P2P TRANSPORT OFFER

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (**FMC Act**). The Shares are not being offered to the public within New Zealand.

Shares may not be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

- (i) operates an investment business within clause 37 of Schedule 1 of the FMC Act;
- (ii) meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- (iii) is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- (iv) is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- (v) subscribes, or has subscribed, for securities that have a minimum amount payable of at least NZ\$750,000 and is also an eligible investor under clause 41 of the FMC Act.

Singapore

This document and any other materials relating to the Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of Shares, may not be issued, circulated or distributed, nor may Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (**SFA**), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an existing holder of the Company's shares, (ii) an "institutional investor" (as defined in the SFA) or (iii) a "relevant person" (as defined in section 275(2) of the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

7.19 Enquiries about the Offer

If you require assistance to complete the Application Form, require additional copies of this Prospectus, have any questions in relation to the Offer or you are uncertain as to whether obtaining Shares in the Company is a suitable investment for you, you should seek professional advice from your stockbroker, lawyer, accountant or other professional adviser.

08.

INVESTIGATING ACCOUNTANT'S REPORT



08. INVESTIGATING ACCOUNTANT'S REPORT



The Directors
P2P Transport Limited
669 Princes Highway
Tempe, NSW 2044

22 November 2017

Dear Directors

Deloitte Corporate Finance Pty Limited
ACN 003 833 127
AFSL 241457

Grosvenor Place
225 George Street
Sydney NSW 2000
PO Box N250 Grosvenor Place
Sydney NSW 1220 Australia

DX: 10307SSE
Tel: +61 (0) 2 9322 7000
Fax: +61 (0) 2 9322 7001
www.deloitte.com.au

INVESTIGATING ACCOUNTANT'S REPORT AND FINANCIAL SERVICES GUIDE

Introduction

This report has been prepared at the request of the directors of P2P Transport Limited (ACN 617 760 899) (the Company) (the Directors) for inclusion in the prospectus to be issued by the Company (the Prospectus) in respect of the initial public offering of fully paid ordinary shares in the Company (the Offer) and listing of the Company on the Australian Securities Exchange.

Deloitte Corporate Finance Pty Limited is wholly owned by Deloitte Touche Tohmatsu and holds the appropriate Australian Financial Services licence under the Corporations Act 2001 for the issue of this report.

Capitalised terms used in this report have the same meaning as defined in the glossary of the Prospectus.

Scope

Statutory Historical Financial Information

Deloitte Corporate Finance Pty Limited has been engaged by the Directors to review the:

- Statutory historical aggregated statements of profit or loss for the financial years ended 30 June 2015, 30 June 2016 and 30 June 2017;
- Statutory historical aggregated statement of net assets as at 30 June 2017; and
- Statutory historical aggregated cash flows before financing, tax and dividends for the financial years ended 30 June 2015, 30 June 2016 and 30 June 2017;

as set out in the tables in paragraphs 4.3.5, 4.5.1 and 4.4.2 of the Prospectus (together, the Statutory Historical Financial Information).

The Statutory Historical Financial Information has been prepared in accordance with the stated basis of preparation, being the recognition and measurement principles contained in Australian Accounting Standards and the Company's adopted accounting policies.

The Statutory Historical Financial Information has been extracted from the audited aggregated special purpose financial information (Aggregated Accounts) of the Company covering the financial years ended 30 June 2015, 30 June 2016 and 30 June 2017. The audit was undertaken by Deloitte Touche Tohmatsu in accordance with Australian Auditing Standards. Deloitte Touche Tohmatsu issued an unmodified audit opinion on the Aggregated Accounts.

The Statutory Historical Financial Information is presented in the Prospectus in an abbreviated form, insofar as it does not include all of the presentation and disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the Corporations Act 2001.

Deloitte refers to one or more of Deloitte Touche Tohmatsu Limited, a UK private company limited by guarantee, and its network of member firms, each of which is a legally separate and independent entity. Please see www.deloitte.com/au/about for a detailed description of the legal structure of Deloitte Touche Tohmatsu Limited and its member firms.

Member of Deloitte Touche Tohmatsu Limited

Pro forma Historical Financial Information

Deloitte Corporate Finance Pty Limited has been engaged by the Directors to review the:

- Pro forma historical aggregated statements of profit or loss for the financial years ended 30 June 2015, 30 June 2016 and 30 June 2017;
- Pro forma historical consolidated balance sheet as at 30 June 2017; and
- Pro forma historical aggregated cash flows before financing, taxation and dividends for the financial years ended 30 June 2015, 30 June 2016 and 30 June 2017;

as set out in the tables in paragraphs 4.3.1, 4.5.1 and 4.4.1 respectively of the Prospectus (together, the Pro forma Historical Financial Information).

The Pro forma Historical Financial Information has been derived from the Statutory Historical Financial Information, after adjusting for the effects of pro forma adjustments described in the tables in paragraph 4.3.4, 4.5.1 and 4.4.2 of the Prospectus respectively (the Pro forma Adjustments).

The stated basis of preparation is the recognition and measurement principles contained in Australian Accounting Standards applied to the Statutory Historical Financial Information and the events or transactions to which the Pro forma Adjustments relate, as if those events or transactions had occurred as at the date of the Statutory Historical Financial Information. Due to its nature, the Pro forma Historical Financial Information does not represent the Company's actual or prospective financial position, financial performance, or cash flows.

Forecast Financial Information

Deloitte Corporate Finance Pty Limited has been engaged by the Directors to review the:

- Statutory forecast consolidated statement of profit or loss and the Statutory forecast consolidated net cash flow of the Company for the financial year ending 30 June 2018 as set out in the tables in paragraphs 4.3.1 and 4.4.1 of the Prospectus (the Statutory Forecast Financial Information). The Directors' best estimate assumptions underlying the Statutory Forecast Financial Information are described in Section 4.7 of the Prospectus. The stated basis of preparation used in the preparation of the Statutory Forecast Financial Information is the recognition and measurement principles contained in Australian Accounting Standards and the Company's adopted accounting policies; and
- Pro forma forecast statement of profit or loss and the Pro forma forecast net cash flow of the Company for the financial year ending 30 June 2018 as set out in the tables in paragraphs 4.3.1 and 4.4.1 of the Prospectus (the Pro forma Forecast Financial Information). The Pro forma Forecast Financial Information has been derived from the Statutory Forecast Financial Information, after adjusting for the effects of the Pro forma Adjustments described in the tables in paragraphs 4.3.4 and 4.4.2 of the Prospectus. An audit/review has not been conducted on the source from which the unadjusted financial information was prepared. The stated basis of preparation used in the preparation of the Pro forma Forecast Financial Information is the Company's adopted accounting policies and the recognition and measurement principles contained in Australian Accounting Standards applied to the Statutory Forecast Financial Information and the events or transactions to which the Pro forma Adjustments relate, as if those events or transactions had occurred prior to 1 July 2017. Due to its nature the Pro forma Forecast Financial Information does not represent the Company's actual prospective financial performance and/ or cash flows for the financial year ending 30 June 2018,

(together, the Forecast Financial Information).



The Forecast Financial Information has been prepared by management and adopted by the Directors in order to provide prospective investors with a guide to the potential financial performance of the Company for the financial year ending 30 June 2018. There is a considerable degree of subjective judgement involved in preparing forecasts since they relate to events and transactions that have not yet occurred and may not occur. Actual results are likely to be different from the Forecast Financial Information since anticipated events or transactions frequently do not occur as expected and the variations may be material.

The Directors' best estimate assumptions on which the Forecast Financial Information is based relate to future events and/or transactions that management expect to occur and actions that management expect to take, and are also subject to uncertainties and contingencies, which are often outside the control of the Company. Evidence may be available to support the assumptions on which the Forecast Financial Information is based, however such evidence is generally future orientated and therefore speculative in nature. We are therefore not in a position to express a reasonable assurance conclusion on those best estimate assumptions, and accordingly, provide a lesser level of assurance on the reasonableness of the Directors' best estimate assumptions. We do not express any opinion on the achievability of the results. The limited assurance conclusion expressed in this report has been formed on the above basis.

Prospective investors should be aware of the material risks and uncertainties relating to an investment in the Company, which are detailed in Section 5 of the Prospectus, and the inherent uncertainty relating to the prospective financial information. Accordingly prospective investors should have regard to the investment risks and sensitivities set out in Section 5 and Section 4.9 of the Prospectus.

The sensitivity analysis set out in Section 4.9 of the Prospectus demonstrates the impacts on the Forecast Financial Information of changes in key assumptions. The Forecast Financial Information is therefore only indicative of the financial performance which may be achievable. We express no opinion as to whether the Forecast Financial Information will be achieved.

We have assumed, and relied on representations from certain members of management of the Company, that all material information concerning the prospects and proposed operations of the Company has been disclosed to us and that the information provided to us for the purpose of our work is true, complete and accurate in all respects. We have no reason to believe that those representations are false.

Directors' Responsibility

The Directors are responsible for:

- the preparation and presentation of the Statutory Historical Financial Information and the Pro forma Historical Financial Information, including the selection and determination of the Pro forma Adjustments made to the Statutory Historical Financial Information and included in the Pro forma Historical Financial Information;
- the preparation of the Forecast Financial Information, including the best estimate assumptions underlying the Forecast Financial Information and the selection and determination of the Pro forma Adjustments made to the Statutory Forecast Financial Information and included in the Pro forma Forecast Financial Information; and
- the information contained within the Prospectus.

This responsibility includes for the operation of such internal controls as the Directors determine are necessary to enable the preparation of the Statutory Historical Financial Information, the Pro forma Historical Financial Information and the Forecast Financial Information that are free from material misstatement, whether due to fraud or error.

Our Responsibility

Our responsibility is to express a limited assurance conclusion on the Statutory Historical Financial Information, the Pro forma Historical Financial Information, the Statutory Forecast Financial Information and the Pro Forma Forecast Financial Information, based on the procedures performed and the evidence we have obtained. We have conducted our engagement in accordance with the Australian Standard on Assurance Engagements (ASAE) 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information*.

A review consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in a reasonable assurance engagement. Accordingly we will not express an audit opinion.

Our engagement did not involve updating or re-issuing any previously issued audit or review report on any financial information used as a source of the financial information.

We have performed the following procedures as we, in our professional judgement, considered reasonable in the circumstances:

Statutory Historical Financial Information

- a review of the extraction of the Statutory Historical Financial Information from the Aggregated Accounts covering the financial years ended 30 June 2015, 30 June 2016 and 30 June 2017;
- analytical procedures on the Statutory Historical Financial Information;
- a consistency check of the application of the stated basis of preparation, as described in the Prospectus, to the Statutory Historical Financial Information;
- a review of the work papers, accounting records and other documents of the Company and its auditors; and
- enquiry of the Directors, management and others in relation to the Statutory Historical Financial Information.

Pro forma Historical Financial Information

- consideration of work papers, accounting records and other documents, including those dealing with the extraction of Statutory Historical Financial Information from the Aggregated Accounts for each of the periods mentioned above;
- consideration of the appropriateness of the Pro forma Adjustments described in Section 4.3, Section 4.4, and Section 4.5 of the Prospectus;
- enquiry of the Directors, management, personnel and advisors of the Company;
- the performance of analytical procedures applied to the Pro forma Historical Financial Information;
- a review of work papers, accounting records and other documents of the Company and its auditors; and
- a review of the accounting policies for consistency of application.



Forecast Financial Information

- enquiries, including discussions with management and Directors of the factors considered in determining the assumptions;
- analytical and other review procedures we considered necessary including examination, on a test basis, of evidence supporting the assumptions, amounts and other disclosures in the Forecast Financial Information;
- review of the accounting policies adopted and used in the preparation of the Forecast Financial Information; and
- consideration of the Pro forma Adjustments applied to the Statutory Forecast Financial Information in preparing the Pro forma Forecast Financial Information.

Conclusions

Statutory Historical Financial Information

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the Statutory Historical Financial Information is not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in Section 4.2.2 of the Prospectus.

Pro forma Historical Financial Information

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the Pro forma Historical Financial Information is not presented fairly, in all material respects, in accordance with the stated basis of preparation as described in Section 4.2.5 of the Prospectus.

Statutory Forecast Financial Information

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that:

- (i) the Directors' best estimate assumptions used in the preparation of the Statutory Forecast Financial Information do not provide reasonable grounds for the Statutory Forecast Financial Information;
- (ii) in all material respects, the Statutory Forecast Financial Information:
 - a. is not prepared on the basis of the Directors' best estimate assumptions as described in Section 4.7 of the Prospectus;
 - b. is not presented fairly in accordance with the stated basis of preparation, being the accounting policies adopted and used by the Company and the recognition and measurement principles contained in Australian Accounting Standards; and
- (iii) the Statutory Forecast Financial Information itself is unreasonable.

Pro forma Forecast Financial Information

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that:

- (i) the Directors' best estimate assumptions used in the preparation of the Pro forma Forecast Financial Information do not provide reasonable grounds for the Pro forma Forecast Financial Information;
- (ii) in all material respects, the Pro forma Forecast Financial Information:
 - a. is not prepared on the basis of the Directors' best estimate assumptions as described in Section 4.7 of the Prospectus;
 - b. is not presented fairly in accordance with the stated basis of preparation, being the accounting policies adopted and used by the Company and the recognition and measurement principles contained in Australian Accounting Standards, applied to the Statutory Forecast Financial Information and the Pro forma Adjustments as if those adjustments had occurred prior to 1 July 2017; and
- (iii) the Pro forma Forecast Financial Information itself is unreasonable.

Restrictions on Use

Without modifying our conclusions, we draw attention to Section 4 of the Prospectus, which describes the purpose of the Financial Information, being for inclusion in the Prospectus. As a result, the Investigating Accountant's Report may not be suitable for use for another purpose.

Consent

Deloitte Corporate Finance Pty Limited has consented to the inclusion of this limited assurance report in the Prospectus in the form and context in which it is included.

Disclosure of Interest

Deloitte Corporate Finance Pty Limited does not have any interest in the outcome of this Offer other than the preparation of this report and participation in the due diligence procedures for which normal professional fees will be received.

Deloitte Touche Tohmatsu is the auditor of the Company.

Yours sincerely

DELOITTE CORPORATE FINANCE PTY LIMITED



Steven Shirliff

Authorised Representative of
Deloitte Corporate Finance Pty Limited
(AFSL Number 241457)
AR Number 461013



August 2017

Financial Services Guide (FSG)

What is an FSG?

An FSG is designed to provide information about the supply of financial services to you.

Deloitte Corporate Finance Pty Limited (DCF) (AFSL 241457) provides this FSG to you, so you know how we are remunerated and who to contact if you have a complaint.

Who supplies the financial services?

We provide this FSG to you where you engage us to act on your behalf when providing financial services.

Alternatively, we may provide this FSG to you because our client has provided financial services to you that we delivered to them.

The person who provides the financial service to you is our Authorised Representative (AR) and DCF authorises the AR to distribute this FSG.

What financial services are we licensed to provide?

We are authorised to provide financial product advice and to arrange for another person to deal in financial products in relation to securities, interests in managed investment schemes, government debentures, stocks or bonds, to retail and wholesale clients. We are also authorised to provide personal and general financial product advice and deal by arranging in derivatives and regulated emissions units to wholesale clients, and general financial product advice relating to derivatives to retail clients.

General financial product advice

We provide general advice when we have not taken into account your personal objectives, financial situation or needs, and you would not expect us to have done so. In this situation, you should consider whether our general advice is appropriate for you, having regard to your own personal objectives, financial situation or needs.

If we provide advice to you in connection with the acquisition of a financial product, you should read the relevant offer document carefully before making any decision about whether to acquire that product.

Personal financial product advice

When we give you advice that takes into account your objectives, financial situation and needs, we will give you a Statement of Advice to help you understand our advice, so you can decide whether to rely on it.

How are we remunerated?

Our fees are usually determined on a fixed fee or time cost basis plus reimbursement of any expenses incurred in providing the services. Our fees are agreed with, and paid by, those who engage us.

Clients may request particulars of our remuneration within a reasonable time after being given this FSG.

Apart from these fees, DCF, our directors and officers, and any related bodies corporate, affiliates or associates, and their directors and officers, do not receive any commissions or other benefits.

All employees receive a salary, and, while eligible for annual salary increases and bonuses based on overall performance, they do not receive any commissions or other benefits as a result of the services provided to you.

The remuneration paid to our directors reflects their individual contribution to the organisation and covers all aspects of performance.

We do not pay commissions or provide other benefits to anyone who refers prospective clients to us.

Associations and relationships

The Deloitte member firm in Australia (Deloitte Touche Tohmatsu) controls DCF. Please see www.deloitte.com/au/about for a detailed description of the legal structure of Deloitte Touche Tohmatsu.

We, and other entities related to Deloitte Touche Tohmatsu, do not have any formal associations or relationships with any entities that are issuers of financial products. However, we may provide professional services to issuers of financial products in the ordinary course of business.

What should you do if you have a complaint?

Please contact us about a concern:

The Complaints Officer
PO Box N250
Grosvenor Place
Sydney NSW 1220
complaints@deloitte.com.au
Phone: +61 2 9322 7000

If an issue is not resolved to your satisfaction, you can lodge a dispute with the Financial Ombudsman Service (FOS). FOS provides fair and independent financial services dispute resolution free to consumers.

www.fos.org.au
1800 367 287 (free call)
Financial Ombudsman Service
GPO Box 3 Melbourne VIC 3001

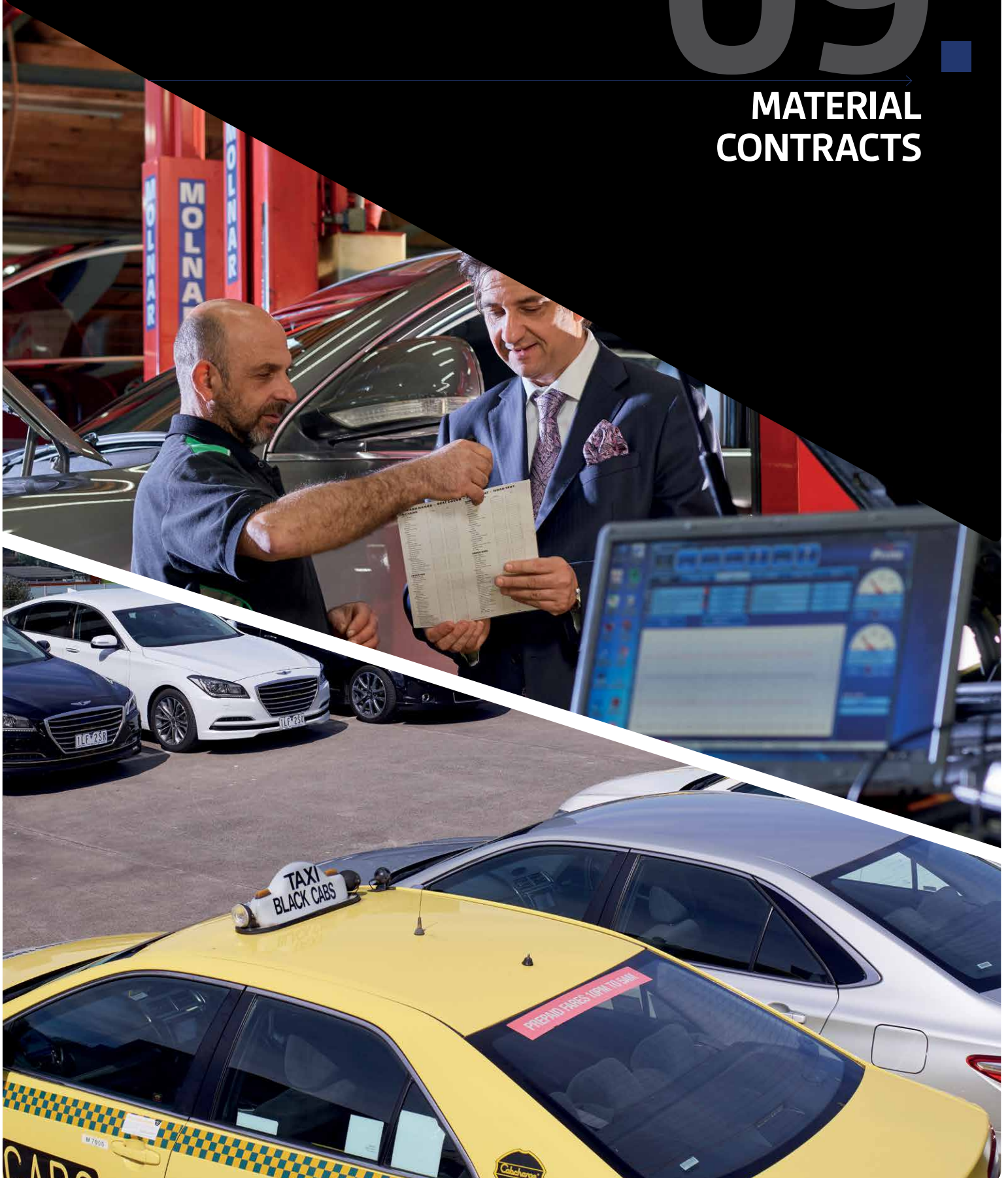
What compensation arrangements do we have?

Deloitte Australia holds professional indemnity insurance that covers the financial services we provide. This insurance satisfies the compensation requirements of the Corporations Act 2001 (Cth).

Deloitte Corporate Finance Pty Limited, ABN 19 003 833 127, AFSL number 241457 of Level 1 Grosvenor Place, 225 George Street, Sydney NSW 2000
Member of Deloitte Touche Tohmatsu Limited
Deloitte refers to one or more of Deloitte Touche Tohmatsu Limited, a UK private company limited by guarantee, and its network of member firms, each of which is a legally separate and independent entity.

09.

MATERIAL CONTRACTS



09. MATERIAL CONTRACTS

The Directors consider that certain contracts entered into by the Company are material to the Company or are of such a nature that an investor may wish to have particulars of these agreements when making an assessment of whether to apply for Shares under the Offer. The provisions of such material contracts are summarised in this section 9.

9.1 Underwriting agreement

The Company and SaleCo have entered into an underwriting agreement with the Underwriter (**Underwriting Agreement**) under the terms of which the Company and SaleCo have appointed the Underwriter on an exclusive basis to manage and underwrite the Offer. The Underwriter may at any time appoint sub-underwriters to sub-underwrite any or all of the unwritten securities at the Underwriter's own cost. The Underwriter may also appoint a co-lead manager to co-manage the Offer.

As at the date of this Prospectus, the Underwriter holds convertible notes in the Company to the value of \$200,000 which will convert into 151,515 Shares before completion of the Listing.

Set out below is a summary of the material terms of the Underwriting Agreement:

- the Company and SaleCo have agreed to pay the Underwriter an underwriting fee of 2% per cent of the Offer proceeds and a management fee equal to 3% of the Offer proceeds (exclusive of GST);
- in addition to the fees above, the Underwriter (or its nominee at the direction of the Underwriter) will be issued, that number of options equal to 1% of the Offer Shares, exercisable at any time after the first anniversary of the Listing at an exercise price equal to a 20% premium to the Offer Price. The options will otherwise be issued on standard ASX terms and conditions.
- the Company and SaleCo have agreed to indemnify the Underwriter and its related bodies corporate, officers, employees, agents and advisers (**Indemnified Parties**) against all losses or claims arising out of (amongst other things):
 - (i) the Offer, this Prospectus and associated documents;
 - (ii) a breach of the Underwriting Agreement by the Company or SaleCo, respectively; and
 - (iii) any liability under the Corporations Act,except to the extent that the loss or claim results from the fraud, wilful misconduct or gross negligence of the Indemnified Party. The indemnity does not extend to any costs relating to sub-underwriting or co-lead management, or to any obligation for the Underwriting to underwrite the Offer;
- completion of the Underwriting Agreement is conditional upon (amongst other things):
 - (i) the proper implementation of the due diligence program and delivery of an executed due diligence report to the satisfaction of the Underwriter;
 - (ii) the execution of all agreements for the escrowed securities;
 - (iii) lodgement of this Prospectus with ASIC; and
 - (iv) ASX indicating in writing that it will grant permission for admission of the Company to the Official List and quotation of the Offer Shares (subject only to customary pre-quotation listing conditions) on or before 5.00pm on the listing approval date;
- the Underwriter may terminate its obligations to underwrite the Offer upon the happening of a number of circumstances, including, among other things:
 - (i) (**Index fall**) the S&P/ASX 300 Index published by ASX is at any time up to and including the Settlement Date at a level that is 10% or more below its level as at 5.00pm on the ASX trading day immediately preceding the date of this agreement and remains below that level for a period of three consecutive Business Days or until the close of Business on the day prior to the Offer Closing Date;
 - (ii) (**Offer Documents**) any Offer Document is issued without the consent of the Underwriter, is or becomes false, misleading or deceptive or does not comply with the requirements of the Corporations Act;
 - (iii) (**Notifications**) any of the following notifications are made in respect of the Offer:
 - (A) ASIC issues an order (including an interim order) under section 739 of the Corporations Act;
 - (B) ASIC holds a hearing under section 739(2) of the Corporations Act;
 - (C) an application is made by ASIC for an order under Part 9.5 of the Corporations Act in relation to the Offer or an Offer Document or ASIC commences any investigation or hearing under Part 3 of the ASIC Act in relation to the Offer or an Offer Document;

-
- (D) any person who has previously consented to the inclusion of its name in any Offer Document withdraws that consent; or
 - (E) any person gives any notice under section 730 of the Corporations Act in relation to the Offer Documents;
 - (iv) **(Withdrawal)** the Company and/or SaleCo withdraws the Offer or the Offer fails to proceed;
 - (v) **(Repayment of Application Money)** any circumstance arises after lodgement of the Prospectus that results in the Company or SaleCo being required, by ASIC or under any applicable law, to either:
 - (A) repay the funds received from applicants under the Offer on account of the Application Money; or
 - (B) offer applicants under the Offer an opportunity to withdraw their applications for Offer Shares and be repaid the amounts paid by them on account of the Offer Price.
 - (vi) **(Listing and quotation)** approval is refused or not granted, or approval is granted subject to conditions other than customary conditions, to:
 - (A) the Company's admission to the Official List on or before the listing approval date;
 - (B) the Offer Shares to be cleared through CHESS on or before the Allotment Date; or
 - (C) the quotation of Offer Shares on ASX on or before the quotation date,
 - (D) or if granted, the approval is subsequently withdrawn, qualified (other than by customary conditions) or withheld or ASX indicates to the Company that approval is likely to be withdrawn, qualified or withheld;
 - (vii) **(Insolvency of Company or SaleCo)** an insolvency event occurs in respect of the Company or SaleCo;
 - (viii) **(Change in directors)** any director or the chairman, chief executive officer or chief financial officer of the Company resigns from office or dies or becomes permanently incapacitated;
 - (ix) **(Regulatory action and legal proceedings)** various regulatory actions or legal actions are taken against a director, officer or member of the senior management of the Company or SaleCo or against any member of the Group or SaleCo;
 - (x) **(Timetable)** an event specified in the Timetable is delayed for more than two Business Days without the prior written consent of the Underwriter;
 - (xi) **(Adverse Effect)** there is, or is likely to be, an adverse change, or any development involving or that is likely to result in a prospective adverse change, in or affecting the condition, financial or otherwise, or in the assets, liabilities, earnings, business, results of operations, management or prospects, of the Company or a member of the Group, or affecting or relating to the industry in which the Company or a member of the Group operates from that disclosed to the Underwriter prior to the date of agreement or disclosed in the Offer Documents or public information;
 - (xii) **(Contravention)** the Company, SaleCo or any other member of the Group contravenes any law, regulation, Authorisation, ruling, consent, judgment, order or decree of any Government Agency (including any legally binding requirement of ASIC or ASX) or any contract material to its business;
 - the Company and SaleCo provide various representations and warranties to the Underwriter, including in respect of:
 - (i) their legal capacity and power to enter into and comply with the Underwriting Agreement;
 - (ii) the compliance of the Offer and the Prospectus with all relevant laws and regulatory requirements;
 - (iii) the use of funds raised under the Offer;
 - (iv) ongoing due diligence as part of the due diligence program; and
 - (v) no claims or litigation in relation to the Company that may be material to the Offer.

9.2 The Company Constitution

The Constitution of P2P Transport is a contract between the Company and each member, the Company and each Director and Company Secretary, and between a member and each other member pursuant to section 140 of the Corporations Act. Investors who take Shares under the Offer will become bound by the Constitution of the Company and must agree to observe and perform the provisions thereunder and any regulations or by-laws which may be made. Please refer to section 10.4 for further details of the rights attaching to Shares and other relevant provisions of the Constitution.

09. MATERIAL CONTRACTS

9.3 Executive Employment Contracts

A summary of executive service agreements between the Company and its senior executives is contained in section 6.4.

9.4 Acquisition of Black and White

On 26 October 2017, P2P Transport acquired all of the shares in BWTM, A.B.C. Bodyworks, and Taxis Qld (**collectively, B&W Group**).

Acquisition of these three companies delivered P2P Transport a presence in Queensland and added approximately 250 additional vehicles to P2P Transport's fleet, together with an associated panel shop business which services both P2P Transport's vehicles and those belonging to members of the public.

The purchase price for these acquisitions comprised cash consideration of \$7.35 million, plus an earn out amount payable on a sliding scale based on actual EBITDA for the B&W Group for the period 1 October 2017 to 30 September 2018. The maximum earn out amount payable in aggregate to all of the sellers of all three companies is \$1,000,000 (payable if the group's actual EBITDA reaches 97.5% of budgeted EBITDA) and the minimum earn out amount payable is zero (if the group's actual EBITDA is less than \$2,430,469).

In addition, P2P Transport has agreed to provide the vendors with a collective \$650,000 in Shares at the Offer Price, provided the Company is admitted to quotation on the official list of the ASX prior to 31 December 2018. The agreements also contain standard adjustments to the purchase price to reflect actual working capital and debt. The Company has also signed a standard general security agreement as security for payment of the working capital adjustment and earn out amount.

The agreements contain standard provisions for agreements of this nature, including confidentiality provisions, standard seller warranties and an indemnity for tax liabilities arising after the acquisition but related to the time period prior to the acquisition. The agreements cap these liabilities to \$680,000 for the sellers of Taxis Qld, \$2,020,000 for the seller of BTWM, and \$390,000 for the sellers of ABC Bodyworks.

9.5 Long Term Incentive Plan

Under the Long Term Incentive Plan (**Plan**), the Board may, in its absolute discretion, issue invitations to Eligible Employees to apply for a specified number of equity based incentives, including option, shares and performance rights (**Incentive Entitlements**).

Eligible Employees may receive an invitation from the Company setting out the:

- number of Incentive Entitlements for which the employee is eligible;
- grant date;
- expiry date;
- vesting conditions;
- amount payable to acquire the specified Incentive Entitlements (if any); and
- any other relevant conditions attaching to the Incentive Entitlements.

The Board may issue invitations to apply for Incentive Entitlements subject to such conditions as the Board considers appropriate.

Incentive Entitlements granted under the Plan are not transferable, other than with the prior written consent of the Board. In making invitations to Eligible Employees to participate in the Plan, the Company will be subject to ASIC Class Order 14/1000 (5% issue limit). All Shares allotted under the Plan will rank equally in all respects with the Shares of the same class for the time being on issue except as regards any rights attaching to such Shares by reference to a record date before the date of their allotment.

10.

ADDITIONAL INFORMATION



10. ADDITIONAL INFORMATION

10.1 Substantial Shareholders

Based on information available to the Company, the following Shareholders (and their associates) will hold 5% or more of the total number of Shares on issue on completion of the Offer under this Prospectus.

The following table sets out the substantial shareholders, based on the completion of the Offer under this Prospectus¹:

| Stakeholder ¹ | Shares held as at Listing | Shareholding as at Listing |
|----------------------------------|---------------------------|----------------------------|
| Tom Varga and associates | 6,403,200 | 8.1% |
| Harry Katsiabanis and associates | 6,960,000 | 8.8% |
| Bruno D'Amico and associates | 6,960,000 | 8.8% |
| Gary Deigan and associates | 4,176,000 | 5.3% |
| | 24,499,200 | 31.1% |

1. Excludes persons who acquire Shares under the Offer.

10.2 Board of Directors

Board appointment and composition

The Constitution of the Company provides that the Company shall at all times have at least three Directors and that the number of Directors shall not exceed nine. Subject to the Corporations Act, the Company may, by ordinary resolution increase or reduce the number of Directors and may also determine in what rotation the increased or reduced number is to go out of office. Each year one third of the Directors retire and may offer themselves for re-election.

Roles and Responsibilities

The Board is responsible for guiding and monitoring the Company on behalf of Shareholders to whom they are accountable. The Board is responsible for the strategic direction, policies and procedures of the Company and establishing goals for management and the operation of the Company.

The Board has adopted a Board Charter which sets out the requirements for the selection and re-appointment of Directors, composition of the Board, the role of the Chairman and Board committees and Board performance review.

The primary responsibility of the Board is to represent and advance Shareholders' interests and to protect the interests of all stakeholders. To fulfil this role, the Board is responsible for the overall corporate governance of the Company including its strategic direction, establishing goals for management and monitoring the achievement of these goals. The Board acts in the best interests of the Company as a whole and is accountable to Shareholders for the overall direction and management of the Company.

The Board will consider on an ongoing basis its corporate governance procedures and whether they are sufficient given the Company's nature of operations and size. The corporate governance procedures are formally reviewed on an annual basis.

Independence

As at Listing, the Board will have three independent Directors, being Matthew Reynolds, Peter Cook and Chip Beng Yeoh. Tom Varga and Harry Katsiabanis are executive directors and are not independent.

Under the Board Charter, the Board must at all times comprise of at least three directors.

If a Director is involved with another company or professional firm that may have dealings with the Company, such dealings are fully and properly disclosed and on normal commercial terms.

10.3 Corporate Governance Policies

Detailed below are the corporate governance practices that the Board has considered as appropriate for the Company. These practices have been adopted having regard to the Recommendations, the size and the nature of the Company and its business. Any departure from the Recommendations are disclosed by the Company annually in its annual report on an "if not, why not" basis.

Board nomination

The Company has not adopted a nomination committee as set out in the Recommendations. The Board considers that the Company is not currently of a size, nor are its affairs of such complexity to justify the establishment of a nomination committee. This structure will be reviewed at the appropriate stages of the Company's development.

Audit and Risk Management Committee

It is an important priority for the Board to identify and manage the Company's risks. The Audit Committee is responsible for assisting the Board to monitor and review the integrity of the financial reporting of the Company and matters of significance affecting financial reporting and compliance. The Board has adopted an Audit and Risk Management Committee Charter that outlines the composition of the Audit Committee and its responsibilities and authorities including:

- reporting procedures; and
- oversight of the risk management system.

The Audit and Risk Management Committee is made up of three non-executive directors, all of whom are independent and is chaired by Chip Beng Yeoh.

The Audit and Risk Management Charter also outlines the responsibilities and authorities of the Committee with respect to risk management. Including, formulating a sound risk management framework and internal control systems and monitoring the Company's exposure to economic, environmental and social sustainability risks and the compliance with regulatory requirements under the Listing Rules, Corporations Act and any other relevant guidelines.

Remuneration Committee

The Board has formed a Remuneration Committee to ensure that it implements transparent and fair remuneration guidelines. The Remuneration Committee Charter helps ensure that the Company has remuneration guidelines that:

- are appropriate to attract, retain and motivate high quality directors and executives who will generate value for shareholders;
- are fair and reasonable having regard to the performance of the Company and the relevant director or executive; and
- comply with the Listing Rules and the Corporations Act.

Diversity Policy

The Board has adopted a diversity policy to ensure that the Company encourages a culture that recognises and values diversity, treating all employees and consultants with fairness and respect. The Company is an equal opportunity employer and welcomes people from all backgrounds.

Diversity includes, but is not limited to, diversity in respect of gender, age, ethnicity, disability, marital or family status, religious or cultural background, sexual orientation and gender identity.

Securities Trading Policy

The Board has adopted a securities trading policy, under which Directors, officers, employees (and their associates) as well as contractors and consultants where appropriate (**Restricted Persons**) are restricted in dealing with the Company's securities. The policy aims to:

- inform all relevant persons of insider trading and tipping of non-public, price-sensitive information;
- establish guidelines in relation to dealings in the Shares; and
- protect the Company and its reputation in the marketplace.

Restricted Persons must not, under any circumstances, deal in the Company's securities or procure another person to do so, if they are in possession of inside information regarding the Company.

The policy also contains a prohibited period within which trading is prohibited except in exceptional circumstances and subject to obtaining prior written clearance before trading. Short term and speculative trading is strictly prohibited.

10. ADDITIONAL INFORMATION

Continuous Disclosure Policy

The Board has adopted a Continuous Disclosure Policy to ensure compliance with the Company's continuous disclosure obligations. The policy sets out how the Board treats potentially disclosable information, managing market speculation and rumours, trading halts, contact with the financial market, referral of requests for comment, review of analyst reports, responding on financial projections and reports.

The policy provides guidance on:

- potentially disclosable information;
- management of market speculation and rumours;
- the calling of trading halts;
- contact with the financial market and prevention of disclosure of material price or value sensitive information;
- referral of requests for comment;
- review of analyst reports; and
- responding on financial projections and reports.

Shareholder Communication Policy

The Company is committed to regularly communicating with its Shareholders. It is also important for the Company to ensure that it complies with the law and Listing Rules relating to continuous disclosure. The purpose of the policy is to set out the processes by which the Company will ensure that Shareholders are provided with appropriate information and facilities to allow them to exercise their rights effectively.

The policy includes:

- the manner in which the Company will communicate with Shareholders before and during its annual general meeting notices, including the distribution of its notice of meeting;
- that the annual report will provide Shareholders with a good understanding of the Company's activities, performance and position for the previous financial year and be made available electronically on its website, although shareholders may also elect for a printed copy;
- the Company's obligations regarding continuous disclosure; and
- release of investor and analyst briefings when the Board deems appropriate.

The Company will make available all information electronically on its website wherever possible. This includes information on the Directors and senior executives, the Company's corporate governance documents and policies, annual reports, ASX announcements and notices of meeting.

Code of Conduct Policy

The Code of Conduct sets out the general principles and standards which the Board, officers and employees are encouraged to adopt when dealing with each other, Shareholders, other stakeholders and the general community. The Company is to comply with all laws, customs and business practices where it operates. The Company will recognise the rights of individuals and create a culture of treating people fairly and with respect. In their dealings the Board, officers and employees will value integrity and will not engage in deceptive, coercive or misleading practices.

The Code of Conduct sets out directives for Directors, officers and employees relating to conflicts of interests, protection and use of the Company's assets and confidentiality. Where the interests of associates, the personal interest of a Director or a Director's family does or may conflict with those of the Company, it requires the Director to immediately disclose any conflict and either eliminate the conflict or manage such conflict in an appropriate and lawful manner.

10.4 Rights of Shareholders under the Constitution

A summary of the significant rights, liabilities and obligations attaching to Shares and a description of other material provisions of the Constitution are set out in this section 10.4. This summary is not exhaustive and is qualified by the full terms of the Constitution. This summary does not constitute a definitive statement of the rights and liabilities of Shareholders. The summary assumes that the Company is admitted to the ASX.

Voting at a Meeting

Subject to the rights and restrictions attached to any securities in the Company, every member has one vote. Shareholders who are entitled to vote at meetings may appoint no more than two proxies to attend and vote at the general meeting on that member's behalf.

Meetings of Shareholders

The Directors may call a meeting of Shareholders (including annual general meetings) in accordance with the Corporations Act. A notice period of 28 days is required.

Dividends

Subject to the Corporations Act, the Constitution and the terms of issue or rights of any shares with special rights to dividends, the Board may from time to time determine that a dividend is payable, fix the amount of the dividend, the timing of payment of the dividend and method of payment of the dividend.

Transfer of Shares

Subject to Rule 5.1 of the Company Constitution, a Shareholder may transfer their Shares by a written transfer instrument or any other form approved by the Directors.

Issue of further Shares

Pursuant to Rule 2.2 of the Company Constitution, the Company may issue shares on the terms (and price) determined by the Directors to Shareholders whether in proportion to their existing shareholding or otherwise.

Winding up

Pursuant to Rule 24.1 of the Company Constitution, if the Company is wound up, the liquidator may, with the sanction of a special resolution of Shareholders, divide among Shareholders in kind the whole or any part of the Company's property and determine how the division is to be carried out between Shareholders or different classes of Shareholders.

Unmarketable parcels

Subject to the Corporations Act, the ASX Listing Rules and the ASX Settlement Operating Rules, the Board may sell the Shares of a Shareholder who holds less than a marketable parcel by the following procedure, as set out in the Constitution.

Share buy-backs

The Company's Constitution is silent on share-buy backs. Therefore, the Company may buy back Shares in itself in accordance with the Corporations Act and the ASX Listing Rules on the terms and at times as determined by the Board.

Variation of class rights

Subject to the Corporations Act and the terms of issue of a class of shares, wherever the capital of the Company is divided into different class of shares, the rights attaching to any class of shares may be varied or cancelled:

- (i) with the consent in writing of the holders of three quarters of the issued shares included in that class; or
- (ii) by a special resolution passed at a separate meeting of holders of those shares.

In either case, the holders of not less than 5% of the votes in the class of shares, the rights of which have been varied or cancelled, may apply to a court of competent jurisdiction to exercise its discretion to set aside such a variation or cancellation.

Conversion or reduction of share capital

Subject to the Corporations Act, the Company may convert all or any of its securities into a larger or smaller number of shares by resolution passed at a general meeting or with the written consent of all members entitled to vote on the matter. The Company may reduce its share capital in any way permissible by the Corporations Act and ASX Listing Rules.

10. ADDITIONAL INFORMATION

Preference shares

The Company does not currently have any preference shares on issue. However, the Board does have the power to issue and allot Shares with preferential rights, privileges or conditions.

Dividend reinvestment plans

Subject to the ASX Listing Rules, the Company is entitled to establish a dividend reinvestment plan.

Proportional takeover provision

Where offers have been made under a proportional off-market bid in respect of a class of Shares of the Company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under the proportional off-market bid is prohibited unless approved by resolution passed at a meeting of members convened and conducted by the Company, of the persons entitled to vote on the prescribed resolution. Members entitled to vote are those who, at the end of the day on which the first offer under the proportional off-market bid was made, held bid class securities. The resolution will pass where there is approval from more than one half of members.

10.5 Company tax status

The Company is taxed in Australia as a public company. It is expected that the growth strategy for the Company will result in its products being sold internationally. Future revenues may therefore be attributable to, and taxable in other jurisdictions resulting in the requirement for the Company to apportion taxable income between multiple jurisdictions.

10.6 Litigation and claims

The Directors are not aware of any litigation of a material nature instituted, pending or threatened involving the Company as at the date of this Prospectus.

10.7 Taxation implications

The acquisition and disposal of Shares in the Company will have tax consequences, which will differ depending on the individual financial affairs of each investor.

All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation viewpoint and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for Shares under this Prospectus.

10.8 Interests of named persons

Other than as set out in this Prospectus:

- no person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus has, or during the two years before the lodgement of this Prospectus with ASIC, any interest in:
 - (i) the formation or promotion of the Company;
 - (ii) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Company or the Offer; or
 - (iii) the Offer; and
- no amount has been paid or agreed to be paid and no benefits has been given or agreed to be given to any of those persons for services rendered by them in connection with the formation or promotion of the Company or the Offer.

Each of the parties listed in section 10.9 (each a Consenting Party), to the maximum extent permitted by law, expressly disclaims all liabilities in respect of, makes no representations regarding and takes no responsibility for any statements in or omissions from this Prospectus, other than the reference to its name in the form and context in which it is named and a statement or report included in this Prospectus with its consent as specified below.

10.9 Consent to be named and statement of disclaimers of responsibility

Each of the parties listed below has given and has not, before lodgement of this Prospectus with ASIC, withdrawn its written consent to the inclusion of the statements in this Prospectus that are specified below in the form and context in which the statements appear:

- Shaw and Partners has given and has not, before lodgement of this Prospectus with ASIC, withdrawn its written consent to be named in this Prospectus as lead manager and underwriter and the Company's corporate adviser in the form and context in which it is named;
- Boardroom has given and has not, before lodgement of this Prospectus with ASIC, withdrawn its written consent to be named in this Prospectus as the Share Registry in the form and context in which it is named. Boardroom has had no involvement in the preparation of any part of this Prospectus other than being named as Share Registry to the Company;
- GRT Lawyers Pty Ltd has given and has not, before lodgement of this Prospectus with ASIC, withdrawn its written consent to be named in this Prospectus as Australian legal adviser to the Company in relation to the Offer in the form and context in which it is named;
- Frost & Sullivan has given and has not, before lodgement of this Prospectus with ASIC, withdrawn its written consent to be named in this Prospectus in the form and context in which it is named;
- Deloitte Corporate Finance Pty Limited has given, and has not, before the lodgement of this Prospectus with ASIC, withdrawn its consent to the inclusion in this Prospectus of its Investigating Accountant's Report on the Financial Information in Section 8 in the form and context in which it is included, and to be named as Investigating Accountant in this Prospectus, in the form and context in which it is named; and
- Deloitte Touche Tohmatsu has given, and has not, before the lodgement of this Prospectus with ASIC, its written consent to be named in this Prospectus as auditor of the Company in the form and context in which it is named.

10.10 Costs of the Offer

The costs of the Offer are expected to be approximately \$3.0 million. Further costs may be incurred prior to the close of the Offer at normal hourly rates. These costs will be borne by the Company from the proceeds of the Offer and include ASX and ASIC fees, legal fees, accounting fees, share registry fees, stamp duties, corporate advisory fees, printing costs, fees payable to the lead manager and other miscellaneous expenses.

10.11 Photographs and diagrams

Photographs and diagrams used in this Prospectus that do not have descriptions are for illustration only and should not be interpreted to mean that any person shown in them endorses this Prospectus or its contents or that the assets shown in them are owned by them unless otherwise stated. Diagrams used in this Prospectus are illustrative only and may not be drawn to scale. Unless otherwise indicated all data contained in charts, graphs and tables is based on information available at the date of this Prospectus.

10.12 Forward Looking Statement

This Prospectus may contain forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', 'intends', or other similar words that involve risks and uncertainties.

Such statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and Management.

The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

The Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or other factors affect the information contained in this Prospectus, except where required by law.

Any forward-looking statements are subject to various risk factors that could cause actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in section 5 of this Prospectus.

10. ADDITIONAL INFORMATION

10.13 Governing law

This Prospectus and the contracts that arise from the acceptance of the Applications are governed by the laws applicable in Queensland and each Applicant submits to the exclusive jurisdiction of the courts of Queensland.

10.14 Statement of Directors

This Prospectus has been authorised by each Director. Each Director has consented to the lodgement of this Prospectus with ASIC and the issue of this Prospectus and has not withdrawn that consent.

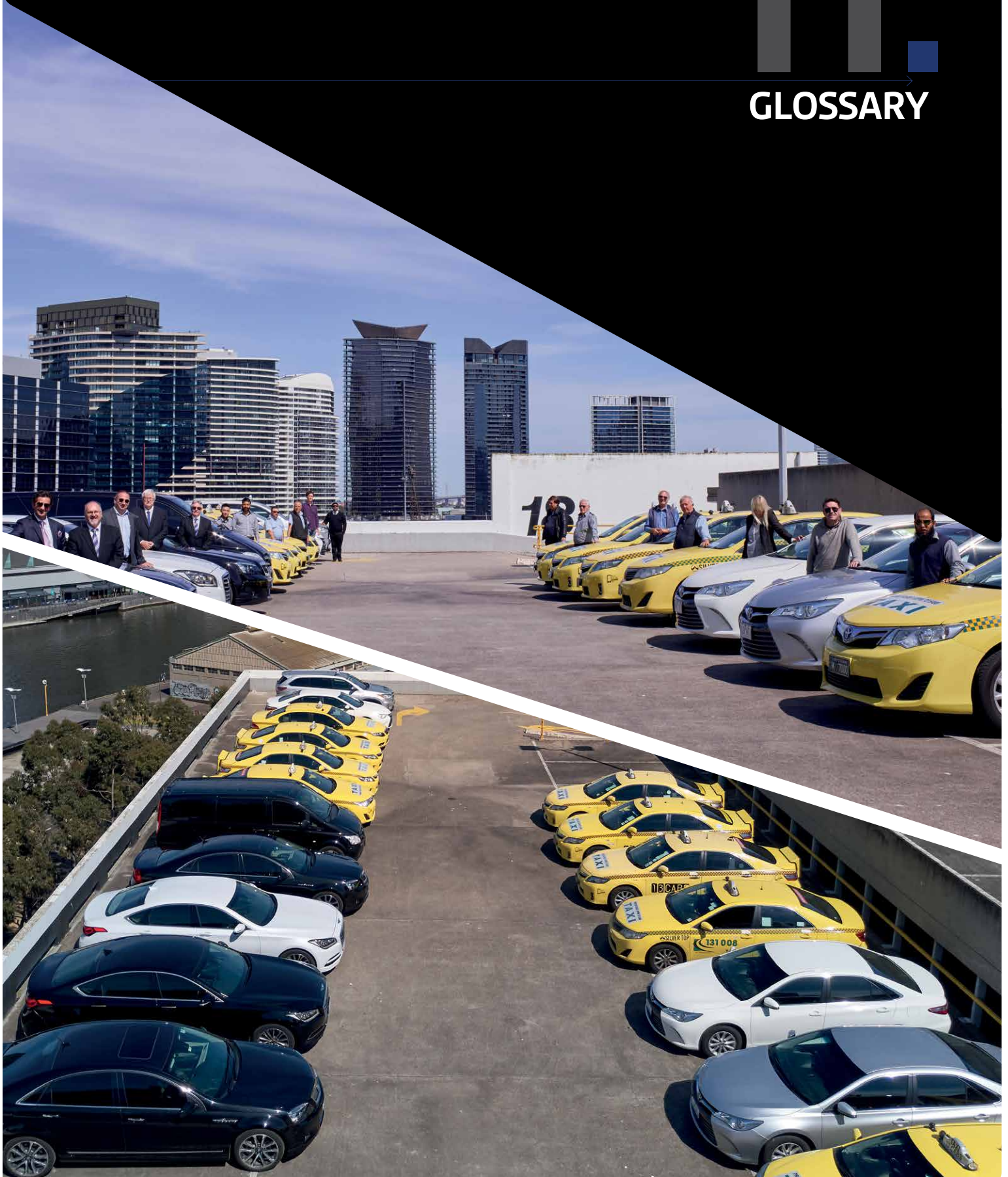
Dated 22 November 2017



Matthew Reynolds
Chairman
P2P Transport Limited

11.

GLOSSARY



11. GLOSSARY

| Term | Definition |
|------------------------------------|---|
| \$ | Australian dollars. |
| ABC Bodyworks | A.B.C. Bodyworks Pty Ltd ACN 009 701 973. |
| Allotment Date | the date on which Shares offered under this Prospectus will be allotted. |
| Applicant | a person applying for Shares under the Offer. |
| Application | an application for the subscription of Shares pursuant to the Offer. |
| Application Form | the application form for Shares provided to Applicants, either by their Broker or by the Company. |
| Application Monies | the Offer Price multiplied by the number of Shares applied for by an Applicant under the Offer. |
| ASIC | Australian Securities and Investments Commission. |
| ASX | Australian Securities Exchange, as operated by ASX Limited ACN 008 624 691. |
| ASX Listing Rules or Listing Rules | the official rules of the ASX. |
| Black & White Cabs | Black & White Holdings ACN 081 459 065. |
| Board | means the board of directors of P2P Transport from time to time. |
| Boardroom | Boardroom Pty Limited ACN 003 209 836. |
| Broker Firm Offer | Offer of Shares under this Prospectus to Australian resident retail clients of brokers who have received a firm allocation from their brokers as more fully set out in section 7.7. |
| BWTM | BWTM Pty Ltd ACN 103 545 035. |
| CAGR | compound annual growth rate. |
| Closing Date | the date on which the Offer closes. |
| Constitution | the constitution of P2P Transport. |
| Conversion Shareholders | Shareholders holding Shares as a result of the conversion of convertible notes issued by the Company prior to the date of this Prospectus. |
| Corporations Act | the <i>Corporations Act 2001</i> (Cth). |
| D'Amico Enterprises | D'Amico Enterprises Pty Ltd ACN 115 108 168. |
| Director | a director of the Company. |
| Existing Shareholder | shareholders of P2P Transport as at the date of this Prospectus. |
| Exposure Period | the 7 day period after the date of lodgement of this Prospectus with ASIC. |

| Term | Definition |
|--------------------------|---|
| Founder Shareholders | (a) Gary Deigan; (b) Harry Katsiabani; (c) D'Amico Enterprises Pty Ltd ACN 115 108 168; (d) Bruno D'Amico; (e) Elia Katsiabani; (f) Popi D'Amico; (g) Tom Varga; (h) Paul Barton; and (i) HE & N Investments Pty Ltd ACN 115 108 159. |
| Frost & Sullivan | Frost & Sullivan Australia Pty Limited ACN 096 869 108. |
| Glossary | this glossary. |
| Group | P2P Transport and its Subsidiaries. |
| HE & N Investments | HE & N Investments Pty Ltd 115 108 159. |
| Incentive Entitlements | as defined in section 9.5. |
| Institutional Investor | an investor: (a) in Australia who is a 'wholesale client' for the purpose of section 761G of the Corporations Act and who is either a "professional investor" or "sophisticated investor" under sections 708(11) and 708(8) of the Corporations Act; or (b) in certain other jurisdictions, as agreed between Shaw and Partners and the Company, to whom offers or invitations in respect of securities can be made without the need for a lodged or registered prospectus or other form of disclosure document or filing with, or approval by, any governmental agency (except one which the Company is willing, in its absolute discretion, to comply provided that such investors are not in the United States). |
| Institutional Offer | the invitation to Institutional Investors under this Prospectus to acquire Shares, as set out in section 7.8. |
| Lead Manager | Shaw and Partners AFSL 236048. |
| Listing | the completion of the Offer and listing of all of the Shares on the ASX. |
| Lodgement Date | the date for lodgement of the Prospectus, being 22 November 2017. |
| Long Term Incentive Plan | the Company's long term incentive plan as amended from time to time, more fully described in section 9.5. |
| Management | the management team of P2P Transport. |
| New Shareholders | Shareholders who obtain Shares under the Offer. |
| New Shares | 15,151,515 new Shares to be issued by the Company at the Offer Price. |
| Offer | the offer made under this Prospectus to acquire 22,111,515 Shares, comprising the: <ul style="list-style-type: none"> • issue of the New Shares; and • sale of the Sale Shares. |

11. GLOSSARY

| Term | Definition |
|--------------------------|---|
| Offer Document | the documents issued or published by or on behalf of the Company and/or SaleCo in respect of the Offer, including: <ul style="list-style-type: none"> the Prospectus, the Application Form and any Supplementary Prospectus; and any communications (whether written or electronic) that are presented or provided to prospective investors (including any Pathfinder Prospectus, roadshow and management presentations or other investor presentations by or on behalf of the Company and/or SaleCo. |
| Offer Price | \$1.32 per Share. |
| Opening Date | the date on which the Offer opens. |
| Options | options to be issued by the Company to the Underwriter pursuant to the Underwriting Agreement, being that number of options equal to 1% of the Offer Shares, exercisable at any time after the first anniversary of the Listing at an exercise price equal to a 20% premium to the Offer Price. |
| P2P Transport or Company | P2P Transport Limited ACN 617 760 899. |
| Performance Right | A right to acquire a Share in the manner set out in the Long Term Incentive Plan. |
| Priority Offer | Offer of Shares under this Prospectus made to investors nominated by the Company and who have received a personalised Application Form. |
| Prospectus | this document (including the electronic form of the prospectus) and any supplementary or replacement prospectus in relation to this document. |
| Recommendations | the ASX Corporate Governance Principles and Recommendations (3rd Edition). |
| Ride247 | Ride247 Pty Ltd ACN 607 858 239. |
| Sale | the offer by SaleCo to sell 6,960,000 Shares at the Offer Price. |
| SaleCo | P2P SaleCo Ltd ACN 622 356 638. |
| Sale Deed | the agreement entered into between Selling Shareholders and SaleCo. |
| Sale Shares | the Shares being sold under the Sale. |
| Selling Shareholders | the Shareholders identified in the table in section 7.3. |
| Settlement Date | the date specified in the Key Dates section. |
| Share(s) | fully paid ordinary Share(s) in the Company. |
| Shareholder | a holder of one or more Shares in the Company. |
| Share Registry | Boardroom Pty Limited. |

| Term | Definition |
|---|--|
| Subsidiaries | (a) Taxi-Link; (b) Taxi Management Solutions; (c) Taxis Qld; (d) BWTM; (e) ABC Bodyworks; (f) D Lee's Taxi Management Pty Ltd ACN 160 435 763; (g) Cabcare Pty Ltd ACN 134 664 467; (h) Temptrans Pty Ltd ACN 169 071 747; (i) Unicross Nominees Pty Ltd ACN 064 927 288; (j) A & S Sidhu Investments Pty Ltd ACN 141 976 883; and (k) TGT No 1 Pty Ltd ACN 160 154 209. |
| Taxi-Link | Taxi-Link Pty Ltd ACN 103 522 372. |
| TCM | the Taxi Cab Manager software licenced to the Company by MyTaxiManager Pty Ltd ACN 600 809 149. |
| Taxis Qld | Taxis Qld Pty Ltd ACN 164 425 352. |
| Taxi Management Solutions or TMS | Taxi Management Solutions Pty Ltd ACN 600 570 689. |
| Timetable | the transaction timetable as agreed between the Company and Shaw and Partners. |
| Underwriter | Shaw and Partners Limited ACN 003 221 583. |
| Underwriting Agreement | the underwriting agreement between the Company and Shaw and Partners dated on or about the date of this Prospectus. |

APPENDIX A



APPENDIX A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of the Financial Information are set out below. These policies have been consistently applied to all years presented, unless otherwise stated.

Basis of preparation

The Financial Information has been prepared in accordance with the recognition and measurement criteria of Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AAS') and with the disclosure requirements of Australian Accounting Standards – Reduced Disclosure Requirements, except the requirements of the Australian Accounting Standards listed below:

- AASB 10 'Consolidated Financial Statements' – This Financial Information comprises aggregated financial information and does not constitute consolidated financial information as required by AASB 10 'Consolidated Financial Statements'.

The Financial Information has been prepared under the historical cost convention. Historical cost is generally based on the fair values of the consideration given in exchange for goods and services.

Functional and presentation currency

The functional and presentation currency of the Group is the Australian Dollar, and all amounts are presented in Australian dollars.

Principles of aggregation

As explained above, the Financial Information is aggregated financial information and not consolidated financial information as required by AASB 10 "Consolidated Financial information". For years prior to 30 June 2017, there is no basis for the preparation of consolidated financial information as there is no common ownership of the entities which make up the Group. The aggregated financial information incorporate the assets and liabilities of all entities of the "P2P Transport Aggregated Group" as at 30 June 2017, 2016 and 2015, and the results of these entities for the year then ended. Throughout this financial information the term "the Group" refers to the aggregation of the entities detailed in Note 17. All entities have a 30 June financial year end and are domiciled and operate in Australia.

In preparing the aggregated financial information, the following transactions and balances have been eliminated:

- All balances between entities within the aggregated group, including any unrealised profits or losses; and
- All transactions between entities in the aggregated group.

All entities within the Aggregated Group have been included since they commenced operation. The aggregated group differs from a consolidated entity in that there is no single parent entity in the aggregated group.

Revenue recognition

Revenue is recognised when it is probable that the economic benefit will flow to the Group and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable.

(i) Fleet revenue

Fleet revenue is generated by allowing drivers to use the group's fleet. The agreed fee, which can be fixed or revenue share depending on the market and the vehicle driver's preference, is paid by vehicle driver to the fleet operator based upon the period of time the vehicle is made available to the driver. Revenue is recognised over the period over which the vehicle has been provided to the driver.

(ii) Service revenue (mechanical/panel)

Service revenue is generated for work performed on third party vehicles owned by other fleet and passenger transport operators, motor vehicle dealers and private customers. Service revenue is recognised based upon the percentage completion of the work requested, measured by reference to labour hours incurred to date as a percentage of estimated total labour hours.

(iii) Accident recovery revenue

In the event of P2P Transport vehicles being involved in an accident, the cost of repairs are recovered from the "at fault party" or the insurer, as appropriate. Revenue is recognized when the amount recoverable can be reliably estimated.

APPENDIX A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(iv) Interest and other revenue

Interest revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

Other revenue is recognised when it is received or when the right to receive payment is established.

Finance costs

Borrowing costs are recognised as expenses in the period in which they are incurred using the effective interest rate method. Borrowing costs include:

- interest on bank overdrafts, short and long-term borrowings;
- interest on finance lease liabilities; and
- amortisation of ancillary costs incurred in connection with the arrangement of borrowings.

Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in profit or loss.

Taxes

(i) Income tax

Each entity in the Group accounts for its income tax on a stand-alone basis. The income tax expense or revenue for the period is the aggregated tax payable of each entity in the Group on the current period's taxable income based on the notional income tax rate for each jurisdiction, adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial information, and to unused tax losses.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates which are enacted or substantively enacted for each jurisdiction. The relevant tax rates are applied to the cumulative amounts of deductible and taxable temporary differences to measure the deferred tax asset or liability. An exception is made for certain temporary differences arising from the initial recognition of an asset or a liability. No deferred tax asset or liability is recognised in relation to these temporary differences if they arose in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting profit or taxable profit or loss.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Current and deferred tax balances attributable to amounts recognised directly in equity are also recognised directly in equity.

(ii) Goods and services tax (“GST”)

Revenues, expenses and assets are recognised net of the amount of GST except:

- where the GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or is part of the expense item as applicable; and
- receivables and payables are stated with the amount of GST included.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position. Cash flows are included in the Statement of Cash Flows on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from or payable to the taxation authority, are classified as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the taxation authority.

Short-term and long-term employee entitlements

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and long service leave in the period the related service is rendered.

Liabilities recognised in respect of short-term employee entitlements, are measured at their nominal values using the remuneration rate expected to apply at the time of settlement.

Liabilities recognised in respect of long term employee entitlements are measured as the present value of the estimated future cash outflows to be made by the Group in respect of services provided by employees up to reporting date.

Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with financial institutions, other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the statement of financial position.

Receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost, less allowance for doubtful debts. Trade receivables are due for settlement no more than 30 days from the date of recognition and collectability is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off.

An allowance for doubtful debts is raised where events have occurred that indicate there is uncertainty as to the collectability of the debt. The amount of the allowance is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate. The amount of the provision is recognised in profit or loss.

Plant and equipment

(i) Plant and Equipment

Plant and equipment is measured on the cost basis less depreciation and impairment losses.

Plant and equipment is measured initially at cost. Cost includes all directly attributable expenditure incurred including costs to get the asset ready for its use as intended by management and if applicable, cost includes an estimate of any expenditure expected to be incurred at the end of the asset's useful life.

The following useful lives are used in the calculation of depreciation:

| | |
|------------------------|--------------|
| Plant and equipment | 3 – 15 years |
| Furniture and fittings | 3 – 15 years |
| Motor Vehicles | 8 years |
| Leasehold improvements | Lease period |

APPENDIX A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The carrying amount of plant and equipment is reviewed annually by directors for indications of impairment. If any such indications exist, an impairment test is carried out, and any impairment losses on the assets are recognised in profit or loss.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

(ii) Depreciation

The depreciable amount of all fixed assets is depreciated on a straight-line or diminishing value basis over their useful lives (commencing from the time the asset is ready for use). Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

The depreciable amount is the carrying value of the asset less estimated residual amounts. The residual amount is based on what a similar asset of the expected condition of the asset at the end of its useful life could be sold for.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. They are recognised initially at the fair value of what is expected to be paid, and subsequently at amortised cost, using the effective interest rate method.

Borrowings

Borrowings are initially recognised at fair value net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest rate method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance date.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate taking into account the risks and uncertainties surrounding the obligation.

Rounding of amounts

Where stated, amounts in the financial information have been rounded off to the nearest thousand dollars.

Impairment of tangible and intangible assets other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired. Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

Application of new and revised Accounting Standards

The Group has adopted all of the new, revised or amending Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period. The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the Group.

Any new, revised or amending Accounting Standards or Interpretations that are not yet mandatory have not been early adopted. At the date of this prospectus, the Standards and Interpretations that were issued but not yet effective are listed below.

AASB 9 'Financial Instruments', and the relevant amending standards (Effective for annual reporting periods beginning on or after 1 January 2018)

The Group is expected to adopt these standards from 1 July 2018.

AASB 15 'Revenue from Contracts with Customers', and

The Group is expected to adopt these standards from 1 July 2018.

AASB 16 'Leases' (Effective for annual reporting periods beginning on or after 1 January 2019)

The Group is expected to adopt this standard from 1 July 2019.

Management is currently assessing the effects of applying the new accounting standard on the group's financial information and at this stage there is no expected material impact for the adoption of AASB 15 and AASB 9 anticipated, however for the adoption of AASB 16 the impact is expected to materially 'gross-up' the Group's Balance Sheet impacting key financial ratios.

Management is performing a detailed assessment of these new standards which will be disclosed in due course.

Critical Accounting Estimates and Judgments

Estimates, assumptions and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

The Group makes estimates, assumptions and judgements concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates, assumptions and judgements that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities are discussed below:

(i) Revaluation of plant and equipment

Valuation of plant and equipment is subject to estimation by Directors of the fair value attributable to vehicles within the taxi fleet. During the year the Directors revalued the fleet of taxi vehicles based upon estimated values for each vehicle based upon its age and the make of the vehicle.

(ii) Useful lives of plant and equipment

As described above, the group reviews the useful lives of plant and equipment at the end of each reporting period. During FY17 the Directors determined that the useful life of vehicles be extended to take into account the expected useful life of the vehicles and changes to regulations relating to the maximum age of taxi car vehicles. The financial effect of this reassessment is reflected in the Financial Information across all periods presented.

APPENDIX A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(iii) Vehicle Accident Receivables and Payables

The group establishes amounts arising as income from and amounts receivable from vehicles accidents where the driver of the company's vehicle was "not at fault". Income is recognized at the date of the accident with the amount recognized in income estimated based upon the history of not at fault vehicle accidents. The amount recognised as accidents receivable at each reporting period is estimated using the known amount of open vehicle accidents and the likely financial outcome of not at fault vehicle accidents.

The group also estimates amounts incurred as expenses and amounts payable from the vehicles accidents where the driver of the company was "at fault". Expenses are recognized at the date of the accident with the amount recognized as an expense estimated based upon the history of at fault vehicle accidents. The amount recognised as accident payables at each reporting period is estimated using the known amount of open vehicle accidents and the likely financial outcome of at fault vehicle accidents.

Broker Firm Application Form

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This is an Application Form for Shares in P2P Transport Limited (**Company**) on the terms set out in the Prospectus dated 22 November 2017. Defined terms in the Prospectus have the same meaning in this Application Form. You may apply for a minimum of 1,516 Shares and multiples of 379 Shares thereafter. This Application Form and your cheque or bank draft must be received by **5.00pm (Sydney Time) on the closing date**.

This Application Form is important. If you are in doubt as to how to deal with this Application Form, please contact your accountant, lawyer, stockbroker or other professional adviser. The Prospectus dated 22 November 2017 contains information relevant to a decision to invest in the Shares of the Company and you should read the entire Prospectus carefully before applying for Shares.

The Share Registry's Privacy Policy (**Privacy Policy**) also sets out important information relating to the collection, use and disclosure of all personal information that you provide to the Company. Please ensure that you and all relevant individuals have read the Privacy Policy carefully before submitting this Application Form. The Privacy Policy can be found on the website <http://www.boardroomlimited.com.au/Privacy.html>

To meet the requirements of the *Corporations Act 2001* (Cth), this Application Form must not be distributed to another person unless included in, or accompanied by the Prospectus dated 4 April 2016. A person who gives another person access to this Application Form must, at the same time and by the same means, give the other person access to the Prospectus. The Company will send you a free paper copy of the Prospectus if you have received an electronic prospectus and you ask for a paper copy before the Prospectus expires on 22 December 2017.

PLEASE FOLLOW THE INSTRUCTIONS TO COMPLETE THIS APPLICATION FORM (SEE REVERSE) AND PRINT CLEARLY IN CAPITAL LETTERS USING BLACK OR BLUE PEN.

| | | | | | | | | | | | | | | | | | | | | | | | |
|--|--|--|--|--|--|--|--|--|--|--|--|----------------------|-----------------------------|--|--|--|--|--|--|--|--|--|--|
| A | Number of Shares you are applying for | | | | | | | | | | | B | Total amount payable | | | | | | | | | | |
| | | | | | | | | | | | | x \$1.32 per Share = | \$ | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | | | | | |
| Minimum of 1,516 Shares to be applied for and thereafter in multiples of 379 Shares | | | | | | | | | | | | | | | | | | | | | | | |

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|---|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|
| C | Write the name(s) you wish to register the Shares in (<i>see reverse for instructions</i>) | | | | | | | | | | | | | | | | | | | | | | | | |
| | Applicant #1 | | | | | | | | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | | | | | | | |
| | Name of Applicant #2 or <Account Designation> | | | | | | | | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | | | | | | | |
| Name of Applicant #3 or <Account Designation> | | | | | | | | | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | | | | | | | |

D

Write your postal address here

Number/Street

Suburb/Town

State

Postcode

| | | | | | | | | | | | | | | |
|---|---|--|--|--|--|--|--|--|--|--|--|--|--|---|
| E | CHES participant – Holder Identification Number (HIN) | | | | | | | | | | | | | |
| X | <table border="1"><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table> | | | | | | | | | | | | | <i>Important please note if the name and address details above in sections C and D do not match exactly with your registration details held at CHES, any Shares issued as a result of your Application will be held on the Issuer Sponsored subregister.</i> |
| | | | | | | | | | | | | | | |

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|----------------------|--|
| F | Enter your Tax File Number(s), ABN, or exemption category |
| Applicant #1 | Applicant #2 |
| <input type="text"/> | <input type="text"/> |
| Applicant #3 | |
| <input type="text"/> | |

| | | | | | |
|----------|--|------------|---------|-------------|-------------------|
| G | Cheque payment details – * PIN CHEQUE(S) HERE. Cheque to be made in accordance with the instruction from your broker. If payment is made by cheque, enter cheque details below. | | | | |
| | Name of drawer of cheque | Cheque no. | BSB no. | Account no. | Cheque Amount A\$ |
| | | | | | |

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|---|---|----------------------|
| H | Contact telephone number (daytime/work/mobile) | Contact Name |
| | <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> | <input type="text"/> |
| | E-mail Address | <input type="text"/> |

Declaration

- | | | | | |
|--|---|---|--|--|
| <ul style="list-style-type: none"> ✓ have read the Prospectus in full; ✓ have received a copy of the electronic Prospectus or a print out of it; ✓ have completed this Application Form in accordance with the instructions on the form and in the Prospectus. ✓ declare Form and declare that all details and statements made by me/us are complete and accurate; | <ul style="list-style-type: none"> ✓ agree and consent to the Company collecting, holding, using and disclosing my/our personal information in accordance with the Prospectus; ✓ where I/we have been provided information about another individual, warrant that I/we have obtained that individual's consent to the transfer of their information to the Company; ✓ acknowledge that once the Company accepts my/our Application Form, I/we may not withdraw it; | <ul style="list-style-type: none"> ✓ apply for the number of Shares that I/we apply for (or a lower number allocated in a manner allowed under the Prospectus); ✓ acknowledge that my/our Application may be rejected by the Company in its absolute discretion; ✓ authorise the Company and their respective officers and agents to do anything on my/our behalf necessary (including the completion and execution of documents) to enable the Shares to be allocated to me/us; | <ul style="list-style-type: none"> ✓ am/are over 18 years of age; ✓ agree to be bound by the constitution of the Company; ✓ acknowledge that neither the Company nor any person or entity guarantees any particular rate of return on the Shares, nor do they guarantee the repayment of capital; ✓ represent, warrant and agree that I/we am/are not in the United States or a US Person and am/are not acting for the account or benefit of a US Person; and | <ul style="list-style-type: none"> ✓ represent, warrant and agree that I/we have not received this Prospectus outside Australia or New Zealand and am/are not acting on behalf of a person resident outside Australia or New Zealand. |
|--|---|---|--|--|

Guide to the Application Form

YOU SHOULD READ THE PROSPECTUS CAREFULLY BEFORE COMPLETING THIS APPLICATION FORM.

Please complete all relevant sections of the appropriate Application Form using BLOCK LETTERS. These instructions are cross-referenced to each section of the Application Form.

Instructions

- A** If applying for Shares insert the **number** of Shares for which you wish to subscribe at Item **A** (not less than 1,516 Shares representing a minimum investment of \$2,001.20). Multiply by A\$1.32 to calculate the total Application Monies for Shares and enter the **A\$amount** at Item **B**. The options are issued for nil consideration.
- C** Write your **full name**. Initials are not acceptable for first names.
- D** Enter your **postal address** for all correspondence. All communications to you from the Company will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.
- E** If you are sponsored in CHESS by a stockbroker or other CHESS participant you may enter your CHESS HIN if you would like the allocation to be directed to your HIN. **NB: your registration details provided must match your CHESS account exactly.**
- G** Applicants pay their Application Monies to their Broker in accordance with the relevant Broker's directions. Please contact your broker for further instructions.
- H** Enter your **contact details, including name, phone number and e-mail address**, so we may contact you regarding your Application Form or Application Monies.

Correct Form of Registrable Title

Note that **ONLY** legal entities can hold the Shares. The Application must be in the name of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and surname is required for each natural person. Examples of the correct form of registrable title are set out below.

| Type of Investor | Correct Form of Registrable Title | Incorrect Form of Registrable Title |
|-----------------------------|--|-------------------------------------|
| Individual | Mr John David Smith | J D Smith |
| Company | ABC Pty Ltd | ABC P/L or ABC Co |
| Joint Holdings | Mr John David Smith & Mrs Mary Jane Smith | John David & Mary Jane Smith |
| Trusts | Mr John David Smith <J D Smith Family A/C> | John Smith Family Trust |
| Deceased Estates | Mr Michael Peter Smith <Est Lte John Smith A/C> | John Smith (deceased) |
| Partnerships | Mr John David Smith & Mr Ian Lee Smith | John Smith & Son |
| Clubs/Unincorporated Bodies | Mr John David Smith <Smith Investment A/C> | Smith Investment Club |
| Superannuation Funds | John Smith Pty Limited <J Smith Super Fund A/C> | John Smith Superannuation Fund |

Lodgment

Mail your completed Application Form with your cheque(s) or bank draft attached to your broker, and complete the broker details below:

[illegible]

The Offer closes at 5:00 p.m. (Sydney Time) on 5 December 2017, unless varied in accordance with the Corporations Act and ASX Listing Rules.

It is not necessary to sign or otherwise execute the Application Form.

If you have any questions as to how to complete the Application Form, please contact Boardroom Pty Limited on 1300 737 760 within Australia and +61 2 9290 9600 outside Australia.

Privacy Statement

P2P Transport Limited advises that Chapter 2C of the Corporations Act requires information about you as a Shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold Shares. Information is collected to administer your Shareholding and if some or all of the information is not collected then it might not be possible to administer your shareholding. Your personal information may be disclosed to the entity in which you hold shares. To obtain access to your personal information or more information on how the Company collects, stores, uses and disclosures your information please contact the Company at the address or telephone number shown in the Prospectus.

P2P Transport Limited

ABN 77 617 760 899

Broker Firm Application Form

Broker Code

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Advisor Code

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This is an Application Form for Shares in P2P Transport Limited (**Company**) on the terms set out in the Prospectus dated 22 November 2017. Defined terms in the Prospectus have the same meaning in this Application Form. You may apply for a minimum of 1,516 Shares and multiples of 379 Shares thereafter. This Application Form and your cheque or bank draft must be received by **5.00pm (Sydney Time) on the closing date**.

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PLEASE FOLLOW THE INSTRUCTIONS TO COMPLETE THIS APPLICATION FORM (SEE REVERSE) AND PRINT CLEARLY IN CAPITAL LETTERS USING BLACK OR BLUE PEN.

| | |
|--|---|
| A Number of Shares you are applying for <div style="border: 1px solid black; height: 20px; width: 300px; margin: 5px 0;"></div> <div style="display: flex; justify-content: space-between; align-items: center;"> Minimum of 1,516 Shares to be applied for and thereafter in multiples of 379 Shares x \$1.32 per Share = </div> | B Total amount payable <div style="display: flex; align-items: center;"> \$ <div style="border: 1px solid black; height: 20px; width: 250px;"></div> </div> |
|--|---|

C Write the name(s) you wish to register the Shares in (see reverse for instructions)
 Applicant #1
 Name of Applicant #2 or <Account Designation>
 Name of Applicant #3 or <Account Designation>

D Write your postal address here
 Number/Street

Suburb/Town

State

Postcode

E CHESS participant – Holder Identification Number (HIN)

X

Important please note if the name and address details above in sections C and D do not match exactly with your registration details held at CHESS, any Shares issued as a result of your Application will be held on the Issuer Sponsored subregister.

F Enter your Tax File Number(s), ABN, or exemption category

Applicant #1
 Applicant #3

Applicant #2

G Cheque payment details – * PIN CHEQUE(S) HERE. Cheque to be made in accordance with the instruction from your broker. If payment is made by cheque, enter cheque details below.

| Name of drawer of cheque | Cheque no. | BSB no. | Account no. | Cheque Amount A\$ |
|--------------------------|------------|---------|-------------|-------------------|
| | | | | |

H Contact telephone number (daytime/work/mobile) Contact Name

E-mail Address

Declaration

- | | | | | |
|--|---|---|--|--|
| <ul style="list-style-type: none"> ✓ have read the Prospectus in full; ✓ have received a copy of the electronic Prospectus or a print out of it; ✓ have completed this Application Form in accordance with the instructions on the form and in the Prospectus. ✓ declare Form and declare that all details and statements made by me/us are complete and accurate; | <ul style="list-style-type: none"> ✓ agree and consent to the Company collecting, holding, using and disclosing my/our personal information in accordance with the Prospectus; ✓ where I/we have been provided information about another individual, warrant that I/we have obtained that individual's consent to the transfer of their information to the Company; ✓ acknowledge that once the Company accepts my/our Application Form, I/we may not withdraw it; | <ul style="list-style-type: none"> ✓ apply for the number of Shares that I/we apply for (or a lower number allocated in a manner allowed under the Prospectus); ✓ acknowledge that my/our Application may be rejected by the Company in its absolute discretion; ✓ authorise the Company and their respective officers and agents to do anything on my/our behalf necessary (including the completion and execution of documents) to enable the Shares to be allocated to me/us; | <ul style="list-style-type: none"> ✓ am/are over 18 years of age; ✓ agree to be bound by the constitution of the Company; ✓ acknowledge that neither the Company nor any person or entity guarantees any particular rate of return on the Shares, nor do they guarantee the repayment of capital; ✓ represent, warrant and agree that I/we am/are not in the United States or a US Person and am/are not acting for the account or benefit of a US Person; and | <ul style="list-style-type: none"> ✓ represent, warrant and agree that I/we have not received this Prospectus outside Australia or New Zealand and am/are not acting on behalf of a person resident outside Australia or New Zealand. |
|--|---|---|--|--|

Guide to the Application Form

YOU SHOULD READ THE PROSPECTUS CAREFULLY BEFORE COMPLETING THIS APPLICATION FORM.

Please complete all relevant sections of the appropriate Application Form using BLOCK LETTERS. These instructions are cross-referenced to each section of the Application Form.

Instructions

- A** If applying for Shares insert the **number** of Shares for which you wish to subscribe at Item **A** (not less than 1,516 Shares representing a minimum investment of \$2,001.20). Multiply by A\$1.32 to calculate the total Application Monies for Shares and enter the **A\$amount** at Item **B**. The options are issued for nil consideration.
- C** Write your **full name**. Initials are not acceptable for first names.
- D** Enter your **postal address** for all correspondence. All communications to you from the Company will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.
- E** If you are sponsored in CHES by a stockbroker or other CHES participant you may enter your CHES HIN if you would like the allocation to be directed to your HIN. **NB: your registration details provided must match your CHES account exactly.**
- G** Applicants pay their Application Monies to their Broker in accordance with the relevant Broker's directions. Please contact your broker for further instructions.
- H** Enter your **contact details, including name, phone number and e-mail address**, so we may contact you regarding your Application Form or Application Monies.

Correct Form of Registrable Title

Note that **ONLY** legal entities can hold the Shares. The Application must be in the name of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and surname is required for each natural person. Examples of the correct form of registrable title are set out below.

| Type of Investor | Correct Form of Registrable Title | Incorrect Form of Registrable Title |
|-----------------------------|--|-------------------------------------|
| Individual | Mr John David Smith | J D Smith |
| Company | ABC Pty Ltd | ABC P/L or ABC Co |
| Joint Holdings | Mr John David Smith & Mrs Mary Jane Smith | John David & Mary Jane Smith |
| Trusts | Mr John David Smith <J D Smith Family A/C> | John Smith Family Trust |
| Deceased Estates | Mr Michael Peter Smith <Est Lte John Smith A/C> | John Smith (deceased) |
| Partnerships | Mr John David Smith & Mr Ian Lee Smith | John Smith & Son |
| Clubs/Unincorporated Bodies | Mr John David Smith <Smith Investment A/C> | Smith Investment Club |
| Superannuation Funds | John Smith Pty Limited <J Smith Super Fund A/C> | John Smith Superannuation Fund |

Lodgment

Mail your completed Application Form with your cheque(s) or bank draft attached to your broker, and complete the broker details below:

[illegible]

The Offer closes at 5:00 p.m. (Sydney Time) on 5 December 2017, unless varied in accordance with the Corporations Act and ASX Listing Rules.

It is not necessary to sign or otherwise execute the Application Form.

If you have any questions as to how to complete the Application Form, please contact Boardroom Pty Limited on 1300 737 760 within Australia and +61 2 9290 9600 outside Australia.

Privacy Statement

P2P Transport Limited advises that Chapter 2C of the Corporations Act requires information about you as a Shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold Shares. Information is collected to administer your Shareholding and if some or all of the information is not collected then it might not be possible to administer your shareholding. Your personal information may be disclosed to the entity in which you hold shares. To obtain access to your personal information or more information on how the Company collects, stores, uses and disclosures your information please contact the Company at the address or telephone number shown in the Prospectus.

CORPORATE DIRECTORY

The Company

P2P Transport Limited

1313-1315 North Road
Huntingdale, VIC 3166
Telephone: +61 3 9543 8700

Lead manager and underwriter

Shaw and Partners

Level 15, 60 Castlereagh Street,
Sydney NSW 2000
Telephone: +61 2 9238 1238

Share Registry*

Boardroom Pty Limited

Level 12, 225 George Street
Sydney, NSW 2000
Telephone: 1300 737 760

Australian legal advisor

GRT Lawyers

Level 2, 400 Queen Street
Brisbane, QLD 4000
Telephone: +61 7 3309 7000

Investigating Accountant

Deloitte Corporate Finance Pty Limited

225 George Street,
Sydney, NSW 2000
Telephone: +61 2 9322 7000

* This entity is included for information purposes only. They have not been involved in the preparation of this Prospectus.

