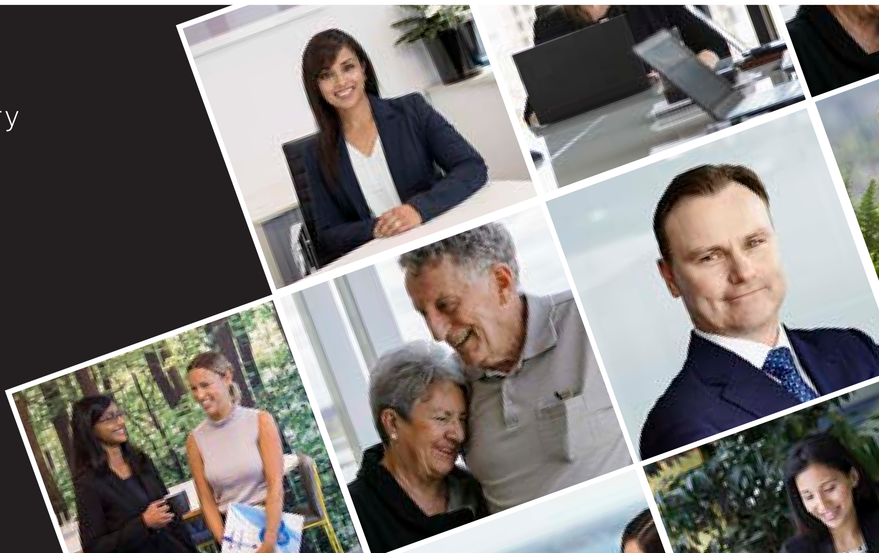
EVANS DIXON

PROSPECTUS

Prospectus for the offer of up to 62.9 million fully paid ordinary shares at an offer price of $2.50 per Share to raise gross proceeds of $157.2 million with the ability to sell a further 10.0 million Shares to raise an additional $24.9 million through oversubscriptions. This offer is not underwritten.



Issuers

Evans Dixon Limited
(ACN 609 913 457)

Evans Dixon SaleCo Limited
(ACN 624 096 108)

Contents

Important information

This is an important document which should be read in its entirety before making any investment decision. You should obtain independent advice if you have any questions about any of the matters contained in this Prospectus.

OFFER

This Prospectus contains an invitation by the Company and SaleCo to acquire Shares comprising respectively New Shares and Sale Shares. The Prospectus is issued by the Company and SaleCo and supports the initial public offering of the Company.

LODGEMENT AND LISTING

This Prospectus is dated 5 April 2018 (**Prospectus Date**) and a copy was lodged with the Australian Securities and Investments Commission (**ASIC**) on that date. This is a replacement Prospectus which replaces the prospectus dated 26 March 2018 relating to Shares in the Company and lodged with ASIC on that date (**Original Prospectus**).

The Company has applied to ASX Limited (**ASX**) for admission of the Company to the official list of ASX and quotation of its Shares on ASX. This replacement Prospectus has been issued to supplement, amend and incorporate further information, including in Section 4.3.6 and certain FY17 financial ratios and notes in the 'Key Offer Statistics' (page 11) and key investment metrics (page 23). Neither ASIC nor ASX takes any responsibility for the content of this Prospectus or for the merits of the investment to which this Prospectus relates.

EXPIRY DATE

This Prospectus expires on 25 April 2019 (**Expiry Date**). No Shares will be allotted, issued, transferred or sold on the basis of this Prospectus after the Expiry Date.

NOTE TO APPLICANTS

No person is authorised to provide any information, or to make any representation, about the Company, SaleCo or the Offer that is not contained in this Prospectus. Potential investors should only rely on the information contained in this Prospectus. Any information or representation which is not contained in the Prospectus may not be relied on as having been authorised by the Company, SaleCo or any other person in connection with the Offer. Except as required by law and only to the extent so required, none of the Company, SaleCo nor any person associated with the Company, SaleCo or the Offer guarantees or warrants the future performance of the Company, the return on an investment made under the Prospectus, the repayment of capital or the payment of dividends on the Shares.

Before deciding to invest in the Company, investors should read the entire Prospectus. The information contained in individual sections is not intended to and does not provide a comprehensive review of the business and the financial affairs of the Company or the Shares offered under this Prospectus. The Offer does not take into account the investment objectives, financial situation or particular needs of individual investors. Neither the Company nor SaleCo is licensed to provide financial product advice. You should carefully consider the risks (set out in Section 5) that impact on the Company in the context of your personal requirements (including your financial and taxation position) and, if required, seek professional guidance from your stockbroker, solicitor, accountant or other professional advisor prior to deciding to invest in the Company. No cooling off regime (whether provided for by law or otherwise) applies in respect of the acquisition of Shares under this Prospectus.

STATEMENTS OF PAST PERFORMANCE

This Prospectus includes information regarding the past performance of the Company. Investors should be aware that past performance is not indicative of future performance.

FINANCIAL INFORMATION PRESENTATION

Section 4 sets out in detail the financial information referred to in this Prospectus. The basis of preparation of that information is set out in Section 4 and Appendix A.

Investors should note that certain financial data included in this Prospectus is not recognised under the Australian Accounting Standards and is classified as 'non-IFRS financial information' under ASIC Regulatory Guide 230 'Disclosing non-IFRS financial information' (RG 230). The Company and SaleCo consider that this non-IFRS information provides useful information to users in measuring the financial performance and condition of the Group. The non-IFRS financial measures do not have standardised meanings under the Australian Accounting Standards and therefore may not be comparable to similarly titled measures presented by other entities, nor should they be interpreted as an alternative to other financial measures determined in accordance with the Australian Accounting Standards. Investors are cautioned therefore not to place undue reliance on any non-IFRS financial information and ratios included in this Prospectus.

All financial amounts contained in this Prospectus are expressed in Australian dollars and rounded to the nearest thousand dollars unless otherwise stated. Any discrepancies between totals and sums of components in tables contained in this Prospectus are due to rounding.

FORWARD LOOKING STATEMENTS AND STATEMENTS FROM THIRD PARTIES

This Prospectus contains forward looking statements which are identified by words such as ‘may’, ‘could’, ‘believes’, ‘estimates’, ‘expects’, ‘intends’ and other similar words that involve risks and uncertainties.

The Forecast Financial Information is an example of forward looking statements. This information is based on a number of assumptions concerning future events, including without limitation, the successful implementation of the Company’s strategy, as well as a number of assumptions and estimates relating to factors affecting its business. Investors should carefully read the information set out in Section 4.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions and contingencies that are subject to change without notice and involve known and unknown risks and uncertainties and other factors which are beyond the control of the Company, SaleCo, their respective directors and management. They are provided as a general guide only and should not be relied on as an indication or guarantee of future performance.

As set out above, the Company, SaleCo and their respective directors cannot and do not make any representation, express or implied, in relation to forward looking statements and investors are cautioned not to place undue reliance on these statements. The Company and SaleCo do not intend to update or revise 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.

These statements are subject to various risks that could cause the Company’s actual results to differ materially from the results expressed or anticipated in these statements. Key risks are set out in Section 5. These and other factors could cause actual results to differ materially from those expressed in any statement contained in this Prospectus.

This Prospectus, including the industry overview in Section 2, uses market data and third party estimates and projections. There is no assurance that any of the third party estimates or projections contained in this information will be achieved. The Company and SaleCo have not independently verified this information. Estimates involve risks and uncertainties and are subject to change based on various factors, including those discussed in the risks set out in Section 5.

FOREIGN JURISDICTIONS

This Prospectus does not constitute an offer or invitation to apply for Shares in any place in which, or to any person to whom, it would be unlawful 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 the Shares in any jurisdiction outside Australia.

The distribution of this Prospectus outside Australia may be restricted by law and persons who come into possession of this Prospectus outside Australia should obtain advice and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

This Prospectus may not be distributed or relied on by persons in the United States or to or for the account or benefit of US Persons (as defined in Regulation S under the *US Securities Act of 1933*, as amended (US Securities Act)). The Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state of the United States, and may not be offered or sold in the United States, except in a transaction exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

DISCLAIMER

None of the Company, SaleCo or any other person in connection with the Offer warrants or 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 to make any representation in connection with the Offer described in this Prospectus which is not contained in this Prospectus. Any information not so contained may not be relied on as having been authorised by the Company, SaleCo or any other person in connection with the Offer. You should rely only on information in this Prospectus.

As set out in Section 7, it is expected that the Shares will be quoted on ASX. The Company, SaleCo and the Share Registry disclaim all liability, whether in negligence or otherwise, to persons who trade Shares before receiving their holding statement.

This disclaimer does not purport to disclaim any warranty or liability which cannot be disclaimed by law.

EXPOSURE PERIOD

Under the Corporations Act, this Prospectus is subject to an exposure period of 14 days after the date of lodgement of the Original Prospectus with ASIC (**Exposure Period**).

The Exposure Period enables this Prospectus to be examined by market participants prior to the raising of funds. The examination may result in the identification of deficiencies in this Prospectus. If material deficiencies are detected, the Company and SaleCo may:

- return any Application Monies that the Company has received;
- provide each Applicant with a supplementary or replacement Prospectus that corrects the deficiency, and give each Applicant the option to withdraw the Application within one month and be repaid the Application Amount; or
- issue or cause the transfer to each Applicant of the Shares applied for in the Application, provide each Applicant with a supplementary or replacement Prospectus that corrects the deficiency and give each Applicant the option to withdraw the Application within one month.

Application Forms received prior to the expiration of the Exposure Period will not be processed until after the Exposure Period. No preference will be conferred on Application Forms received during the Exposure Period and all Application Forms received during the Exposure Period will be treated as if they were simultaneously received on the opening date.

OBTAINING A COPY OF THIS PROSPECTUS

Applications for Shares may be made on the appropriate Application Form included in, or accompanying, this Prospectus in its paper copy form, or in its electronic form which must be downloaded in its entirety from www.evansdixon.com.au/offer. 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 the Application Form on to another person unless it is included in, or accompanied by, this Prospectus in its paper copy form or the complete and unaltered electronic version of this Prospectus.

The Offer under this Prospectus in electronic form is available to persons receiving an electronic version of this Prospectus within Australia. The Company and SaleCo are entitled to refuse an application for Securities under this Prospectus if they believe the Applicant received the Offer in electronic form outside Australia in non-compliance with the laws of the relevant foreign jurisdictions.

Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must only access this Prospectus from within Australia, or any jurisdiction outside Australia where the distribution of the electronic version of this Prospectus is not restricted by law.

Shares to which this Prospectus relates will only be issued or transferred on receipt of an Application Form issued together with the Prospectus.

The Corporations Act prohibits any person from passing on to another person the Application Form unless it is included in a hard copy of this Prospectus or accompanies the complete and unaltered electronic version of this Prospectus.

During the Offer Period any person who is not in the United States, not a US Person and is not acting for the account or benefit of any US Person may obtain a paper copy of this Prospectus by contacting the Company.

PRIVACY

By completing an Application Form, you are providing personal information to the Company, SaleCo and the Share Registry, which is contracted by the Company to manage Applications, and you consent to the collection and use of that personal information in accordance with these terms. That personal information will be collected, held and used both in and outside of Australia by the Company, and the Share Registry on its behalf, to process your Application, service your needs as a Shareholder, provide facilities and services that you request and carry out appropriate administration of your investment. If you do not wish to provide this information, the Company and SaleCo may not be able to process your Application.

Once you become a Shareholder, the Corporations Act requires information about you (including your name, address and details of the Shares you hold) to be included in the Company's public share register. This information must continue to be included in the Company's public share register even if you cease to be a Shareholder.

The Company, SaleCo and the Share Registry on its behalf, may disclose your personal information for purposes related to your investment to their agents and service providers (which may be located outside of Australia) including those listed below or as otherwise authorised under the *Privacy Act 1988* (Cth):

- the Share Registry for ongoing administration of the Company's public Share register;
- printers and other companies for the purposes of preparation and distribution of documents and for handling mail;
- the Company and SaleCo in order to assess your Application;
- market research companies for the purpose of analysing the Company's Shareholder base; and
- legal and accounting firms, auditors, management consultants and other advisors for the purpose of administering and advising on the Shares and for associated actions.

Under the *Privacy Act 1988* (Cth), you may request access to your personal information that is held by, or on behalf of, the Company. You can request access to your personal information or obtain further information about the Company's privacy practices by contacting the Company or its Share Registry, details of which are set out elsewhere in this Prospectus. The Company aims to ensure that the personal information it retains about you is accurate, complete and up-to-date. To assist with this, please contact the Company or the Share Registry if any of the details you have provided change.

In accordance with the requirements of the Corporations Act, information on the share register will be accessible by the public.

PHOTOGRAPHS AND DIAGRAMS

Photographs and diagrams used in this Prospectus 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 the Group. Diagrams used in this Prospectus are illustrative only and may not be drawn to scale. Unless otherwise stated, all data contained in charts, graphs and tables is based on information available at the Prospectus Date.

Photographs in this Prospectus may be used under licence. The downloading, republication, retransmission, reproduction or other use of those photographs other than in this Prospectus is prohibited.

APPLICATIONS

By lodging an Application Form, you declare that you were given access to the entire Prospectus, together with an Application Form. The Company will not accept a completed Application Form if it has reason to believe that an Application Form lodged by an Applicant was not accompanied by, or included in, the Prospectus or if it has reason to believe that the Application Form has been altered or tampered with in any way.

Detailed instructions on completing the respective Application Forms can be found on the back of the Application Forms. The acceptance of an Application Form and the allocation of Shares are at the discretion of the Company and SaleCo.

COMPANY WEBSITE

Any references to documents included on the Company's website at https://www.evansdixon.com.au/ or the Offer website at www.evansdixon.com.au/offer are provided for convenience only, and none of the documents or other information available on either website is incorporated by reference into this Prospectus.

CURRENCY

References in this Prospectus to currency are to Australian dollars unless otherwise indicated.

GLOSSARY

Certain terms and abbreviations in this Prospectus have defined meanings that are explained in the Glossary to this Prospectus. Defined terms are generally identifiable by the use of an upper case first letter.

INVESTIGATING ACCOUNTANT'S REPORT ON THE FINANCIAL INFORMATION AND FINANCIAL SERVICES GUIDE

The provider of the Investigating Accountant's Report on the Financial Information is required to provide Australian retail investors with a financial services guide in relation to its independent review under the Corporations Act. The Investigating Accountant's Report and accompanying financial services guide are provided in Section 8.

Key Offer Information

IMPORTANT DATES

Prospectus Date	5 April 2018
Opening Date of Offer	10 April 2018
Closing Date of Offer	27 April 2018
Settlement and allotment and transfer of Shares (Completion of the Offer)	8 May 2018
Expected dispatch of holding statements	9 May 2018
Shares expected to begin trading on ASX (on a normal settlement basis)	14 May 2018

DATES MAY CHANGE

The above dates other than the Prospectus Date are subject to change and are indicative only. The Company and SaleCo reserve the right to vary the dates and times of the Offer, including to close the Offer early, extend the Offer or accept late Applications, without notifying any recipient of this Prospectus or any Applicants. Applicants are encouraged to submit their Applications as early as possible.

KEY OFFER STATISTICS

Offer Price per Share	$2.50 per Share
Total number of New Shares to be issued under the Offer	52.0 million
Total number of Committed Sale Shares to be sold under the Offer[1]	10.9 million
Total number of Oversubscription Sale Shares available to be sold under the Offer[2]	10.0 million
Total number of Shares held by Existing Owners after Completion of the Offer[3]	141.2 – 151.2 million
Total number of Shares on issue on Completion of the Offer[4]	214.1 million
Market capitalisation at the Offer Price[5]	$535.2 million
Pro forma net cash	$106.6 million
Enterprise value[6]	$428.6 million
Pro forma forecast EBITDA FY18[7]	$42.6 million
Pro forma forecast EBITA FY18[7]	$36.8 million
Pro forma forecast NPATA FY18[7]	$27.2 million
Pro forma historical EBITDA FY17[8]	$22.0 million
Pro forma historical EBITA FY17[8]	$18.1 million
Pro forma historical NPATA FY17[8]	$12.0 million
Enterprise value to pro forma forecast FY18 EBITDA	10.1x
Enterprise value to pro forma forecast FY18 EBITA	11.6x
Offer Price to pro forma forecast FY18 NPATA per Share	19.6x
Enterprise value to pro forma historical FY17 EBITDA[8]	19.5x
Enterprise value to pro forma historical FY17 EBITA[8]	23.7x
Offer Price to pro forma historical FY17 NPATA per Share[8]	44.5x
Implied annual dividend yield at the Offer Price[1]	4.1%

1. The Committed Sale Shares will be offered for sale by SaleCo. For further information, refer to Section 7.2.

2. The Company and SaleCo may, at their sole discretion, accept oversubscriptions for up to an additional 10.0 million Shares (Oversubscription Sale Shares). The Oversubscription Sale Shares (if any) will all be sourced from Existing Owners and will be offered for sale by SaleCo.

3. Excludes any new Shares to be issued under the Employee Offer or the Chairman's List Offer.

4. Includes 102.4 million Shares held by Existing Owners which will be subject to escrow arrangements for various periods as described in Section 7.7.

5. Calculated as the total number of Shares on issue following the Offer multiplied by the Offer Price. Shares may not trade at the Offer Price after listing.

6. Enterprise value calculated as the Market Capitalisation of the Company at the Offer Price minus pro forma net cash of $106.6 million as at 31 December 2017. Refer to Section 4.5.1 for further detail.

7. The Forecast Financial Information is based on the assumptions and accounting policies set out in Section 4 and Appendix A and is subject to the Risk Factors set out in Section 5. There is no guarantee that the forecasts will be achieved. Certain financial information in this Prospectus is described as pro forma for the reasons set out in Section 4.2. Forecasts have been included in this Prospectus for the period ending 30 June 2018.

8. FY17 pro forma EBITDA, EBITA and NPATA includes five months contribution of trading from Evans & Partners since the date of the merger on 1 February 2017. Refer to Section 4.3.6 for further details.

9. The implied dividend yield is calculated as the dividend per share assuming the target payout ratio of 80% of Evans Dixon's pro forma forecast NPATA for FY18 divided by the Offer Price. The Company intends to declare and pay a dividend in May 2018. Notwithstanding this, the payment of any dividends by the Company is at the complete discretion of the Directors and legal requirements. In determining whether to declare future dividends, the Directors will have regard to the Group's earnings, overall financial condition and future capital requirements. It is expected that all future dividends will be franked to the extent of available franking credits. No assurances can be given by any person, including the Board about payment of any dividend and the level of franking on any such dividend. For more information on the Company's dividend policy, see Section 4.10.

HOW TO INVEST

Applications for Shares can only be made by completing and lodging an Application Form included in or accompanying this Prospectus. Instructions on how to apply are set out on the back of the Application Form. Applications must be for at least 800 Shares equating to $2,000.

Chairman's Letter

5 April 2018

Dear Investor,

On behalf of the Directors of Evans Dixon Limited (**Company** or **Evans Dixon**), I am delighted to invite you to become a shareholder of the Company.

Evans Dixon is an Australian owned financial services group. Operating through the Evans & Partners, Dixon Advisory and Walsh & Company brands we provide a diverse range of financial services. In Wealth Advice we service over 8,800 clients, representing over $18 billion in funds under advice. In Capital Markets we are an advisor to many leading Australian institutions through the provision of equity capital market and debt capital market services. In Funds Management, we manage over $5 billion of assets across a diverse range of asset classes.

Over the years, Evans Dixon has brought together the extensive and broad experience of industry leaders with the aim of partnering with our clients. A significant strength of the business is the quality of our team of over 600 people across offices in Sydney, Melbourne, Canberra, Brisbane and New York City.

Listing Evans Dixon Limited on the ASX allows our clients to further partner with Evans Dixon by becoming shareholders and will also allow our wider employee base to partner with the firm by offering them access to equity. A listed public company structure gives us an opportunity to share our vision of creating the best wealth management firm in the country, providing excellent service for Australian institutions, Australian private investors and our international clients across Australian capital markets, global markets and across all asset classes.

We believe this initial public offering will not only enhance our existing offering but enable us to position the Group to take advantage of strategic opportunities in a fast-changing financial services landscape for the benefit of clients, staff and the Company.

We believe the opportunities before the Group are significant. As a listed public company and with your support it will help us take advantage of these opportunities and with a view to developing the services, products and expertise the Group provides to better support our clients.

This Prospectus contains detailed information about the Offer and the financial and operating performance of the Group. It also includes a description of the key risks associated with an investment in the Company.

The key risks associated with an investment in the Company are highlighted in Section 5 and include:

- regulatory risk, compliance and legislative change;
- changing market conditions;
- increased market competition and disintermediation;
- reputation and brand risk;
- failure to retain management and key executives;

- operation systems, processing and controls may fail;
- professional liability risk;
- information and cyber risk; and
- foreign exchange rate risk.

Applications for Shares can only be made by completing and lodging an Application Form included in or accompanying this Prospectus. Instructions on how to apply are set out on the back of the Application Form. Applications must be for at least 800 Shares and in multiples of 400 thereafter.

I encourage you to read the Prospectus carefully and in its entirety and consider seeking professional advice before making your investment decision.

On behalf of the Directors, I look forward to welcoming you as a Shareholder of Evans Dixon.

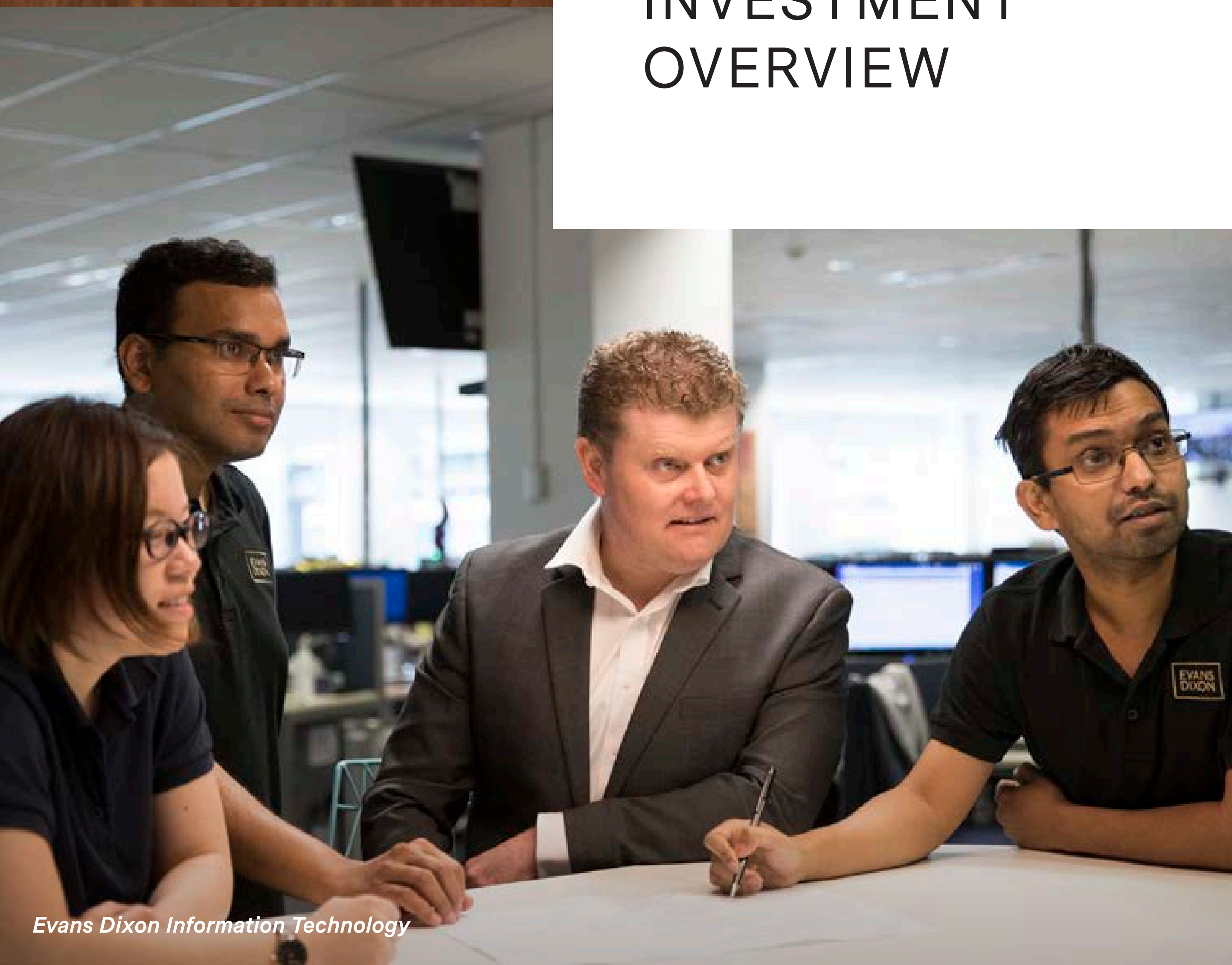
Yours sincerely,

David Evans
Executive Chairman

Evans Dixon Limited

Dixon Advisory Investor Conference

01
INVESTMENT OVERVIEW



Evans Dixon Information Technology

1. Investment overview

1.1 BUSINESS OVERVIEW

TOPIC	SUMMARY	MORE INFORMATION
Who is Evans Dixon?	Evans Dixon is a financial services business with a history spanning over 30 years. The business operates two recognisable wealth advice brands in Australia, being Evans & Partners and Dixon Advisory, as well as Walsh & Company, a specialist asset manager. Evans Dixon's operations can be grouped into three main segments: • Wealth Advice; • Capital Markets; and • Funds Management. Evans Dixon's approach is to focus on long term client partnerships while seeking to provide high quality market leading outcomes through an integrated investment, execution and advice solution for private clients, institutional clients and corporates. As of 28 February 2018, Evans Dixon Wealth Advice services over 8,500 clients with over $18 billion in funds under advice. Capital Markets advises over 180 institutional clients and provides equity and debt capital markets services to corporate clients and to the Evans Dixon Wealth Advice network. The Funds Management group manages over $5 billion of assets across its different strategies. Evans Dixon currently employs over 600 staff located across Sydney, Melbourne, Canberra, Brisbane, and New York City.	Section 3
How does the Group operate?	The Group delivers its financial advisory and investment management services through several business units across three key operating segments. **Wealth Advice** Wealth Advice is driven primarily by the strength of Australia's wealth sector.	Section 3.3

TOPIC	SUMMARY	MORE INFORMATION
	The segment provides a full-service solution for clients through a complementary suite of services including financial advice, investment advice, stock broking, private wealth management, private client portfolio administration and reporting, self-managed superannuation administration, estate planning, property advisory and insurance advice. Wealth Advice is forecast to contribute 27% of the Group's pro forma FY18 EBITDA (excluding corporate unallocated costs). **Capital Markets** The Capital Markets segment is primarily driven by Australian equity and debt capital markets activity and institutional trading flows. Capital Markets provides corporate advisory, origination and distribution in equity and debt capital markets, institutional cash equities and fixed income sales and trading, and investment research. Capital Markets is forecast to contribute 29% of the Group's pro forma FY18 EBITDA (excluding corporate unallocated costs). **Funds Management** Operating principally through Walsh & Company, Dixon Advisory USA and Dixon Asset Management USA, the funds management segment provides investment management solutions tailored to suit the needs of its clients and investors. These services include investment management, asset management, responsible entity services, model portfolio construction and managed discretionary accounts as well as property management and leasing services, project management, architectural and design services, private equity direct investment and SEC registered investment advisor services. Funds Management is forecast to contribute 44% of the Group's pro forma FY18 EBITDA (excluding corporate unallocated costs).	

TOPIC	SUMMARY	MORE INFORMATION
What is the Offer?	The Offer is an initial public offering (IPO) of approximately 62.9 million Shares at the Offer Price of $2.50 per Share to raise gross proceeds of $157.2 million with the ability for SaleCo to sell a further 10.0 million Shares to raise an additional $24.9 million. If the Oversubscription Sale Shares are sold, the Offer will raise gross proceeds of $182.2 million. Each New Share issued and allotted under this Prospectus will, from the time they are issued and allotted, rank equally with all other Shares on issue.	Section 7.1
Why is the Offer being conducted?	The purpose of the Offer is to: • enable clients of the Group to invest in the Company; • provide a mechanism for staff incentivisation and retention through the provision of non-cash compensation and equity schemes; • provide Evans Dixon with additional capital to pursue growth opportunities and potential strategic transactions; • enable Evans Dixon to repay existing borrowings; • provide certain Existing Owners the ability to realise part of their investment; and • broaden the Company's Shareholder base and provide a liquid market for Shares.	Section 7.5

1.2 KEY FEATURES OF THE GROUP'S BUSINESS MODEL

TOPIC		MORE INFORMATION
How does the Group generate its revenue?	Evans Dixon primarily generates revenue in the form of fees from its three core segments being Wealth Advice, Capital Markets and Funds Management. Wealth Advice generates its revenue from portfolio advisory and administration fees, asset based advice fees, brokerage, fees for participation in equity and debt capital raisings and fee for service financial advice. Capital Markets generates its revenue through institutional brokerage and securities execution commissions, corporate fees received for advice and execution services in respect of equity and debt capital raisings and general corporate advisory fees. Funds Management generates its revenue primarily from investment management fees, responsible entity fees, administration fees, performance fees, acquisition and disposal fees, debt arranging fees and professional services fees received for design, architectural and project management services.	Section 3.3.2(e) Section 3.3.3(f) Section 3.3.4(f)
What industry sectors does the Group operate in?	The Group operates across several industries in Australia and the USA including private wealth advice, superannuation (in particular self managed superannuation), corporate advisory, securities trading, equites research and funds management. In addition, the Group operates a project management, design and architecture business that provides complementary services to funds managed by Evans Dixon and external parties.	Section 2.1

TOPIC		MORE INFORMATION
What are the key drivers of the industry sectors in which the Group operates?	There are several drivers of business activity that impact the industry sectors in which Evans Dixon operates. In addition, there are several macroeconomic drivers that by instilling confidence in investment markets contribute to the success of these sectors and the Group's long-term outlook. These include: • a growing number of affluent and high net worth individuals; • Australia's compulsory superannuation system and growth in the self-managed superannuation fund sector; • Australia's ageing population and the increase in number of people approaching retirement; • a growing Australian population; • the performance of domestic and global investment markets; • business confidence and confidence in global capital markets; • robust regulatory environments; and • accessible and well-regulated Australian financial markets.	Section 2
Who are the major industry participants in each Group division?	Given the diverse range of services offered by Evans Dixon, there is a broad range of competitors including wealth management firms, financial planners, portfolio administration service providers, domestic and global stockbrokers, domestic and global investment banks, corporate advisors and asset and investment managers.	Section 2
Which geographic markets does the Group operate in?	The Group operates primarily in markets in Australia and the USA. While the Group has offices in a number of Australian metropolitan cities including Sydney, Melbourne, Canberra and Brisbane, its national network allows it to also service clients in parts of the country where it does not have a physical presence. The Group's USA operations are based out of Manhattan, New York City with a second office located in Jersey City, New Jersey.	Section 3

TOPIC		MORE INFORMATION
Who are the Group's clients in each of its business segments?	Evans Dixon's business segments each have their own set of clients from which they generate revenue. Wealth Advice provides wealth management and advisory services to affluent retail, wholesale and intermediary clients. Capital Markets provides diversified capital markets services to corporates, institutions and investment vehicles including ASX listed and unlisted companies and trusts. Funds Management provides specialist global investment management, responsible entity and administration services to Australian and international listed and unlisted investment vehicles, as well as professional services provided to listed investment vehicles and third party clients in the USA.	Section 3.3.2(d) Section 3.3.3(a) Section 3.3.4(a)
What are the Group's key growth opportunities?	Evans Dixon plans to continue to grow the business through the following strategic initiatives: • continue to organically grow Wealth Advice revenues by attracting new clients; • continue to grow Capital Markets and Funds Management revenues through investment in origination capability, the creation of new funds and increasing the level of external distribution of products and services; • expanding the geographical footprint of Evans Dixon to achieve market share in currently underserviced markets; and • consider investments, acquisitions and mergers that offer similar or complementary services that would benefit the client base and the Company.	Section 3.5

TOPIC		MORE INFORMATION
What is the Group's historical and forecast financial performance?	A summary of the pro forma historical and forecast forecast income statements that have been prepared on a consolidated basis has been set out below.	Section 4

	Pro forma			Statutory
$'000	FY16[3]	FY17[4]	FY18	FY18
Total revenue	161,891	208,369	291,663	291,663
Total expenses	(134,370)	(186,414)	(249,026)	(261,299)
EBITDA	27,521	21,955	42,637	30,364
EBITA[1]	24,603	18,118	36,819	24,546
NPAT	13,837	11,598	25,519	15,201
NPATA[2]	13,837	12,026	27,249	16,932

1. *EBITA is defined as earnings before interest, income tax, and amortisation of acquired intangibles.*
2. *NPATA is defined as net profit before non-deductible amortisation and after tax, excluding amortisation of intangible assets.*
3. *The FY16 pro forma financial information does not include pro forma adjustments to reflect the contribution of Evans & Partners. Please refer to Section 4.3.6 for further details.*
4. *The FY17 pro forma financial information does not include a pro forma adjustments to reflect the contribution of Evans & Partners prior to consolidation into the Group accounts as at 1 February 2017. Please refer to Section 4.3.6 for further details.*

TOPIC		MORE INFORMATION
What are the key investment metrics?	A summary of key investment metrics relevant to the Offer is set out below.	Key Offer Information

Enterprise value[1]	$428.6 million
Total number of Shares on issue on Completion of the Offer[2]	214.1 million
Market capitalisation at the Offer Price[3]	$535.2 million
Enterprise value to pro forma forecast FY18 EBITDA[4,5,7]	10.1x
Enterprise value to pro forma forecast FY18 EBITA[4,5,8]	11.6x
Offer Price to pro forma forecast FY18 NPATA per Share[4,5,9]	19.6x
Enterprise value to pro forma historical FY17 EBITDA[6,7]	19.5x
Enterprise value to pro forma historical FY17 EBITA[6,8]	23.7x
Offer Price to pro forma historical FY17 NPATA per Share[6,9]	44.5x
Implied annual dividend yield at the Offer Price[10]	4.1%

1. *Enterprise value calculated as the sum of market capitalisation of ED1 at the Offer Price less net cash of $106.6 million.*
2. *Includes 102.4 million Shares held by Existing Owners that will be subject to escrow arrangements for the various periods as described in Section 7.7.*
3. *Calculated as the total number of Shares on issue following the Offer multiplied by the Offer Price.*
4. *The Forecast Financial Information is based on assumptions and accounting policies set out in Section 4.2 and Appendix A, and is subject to the key risks set out in Section 5. There is no guarantee that forecasts will be achieved.*
5. *Certain forecast financial information included in this Prospectus is described as pro forma for the reasons described in Section 4.2.4.*
6. *FY17 pro forma EBITDA, EBITA and NPATA includes five months contribution of trading from Evans & Partners since the date of the merger on 1 February 2017. Refer to Section 4.3.6 for further details.*
7. *EBITDA is defined as earnings before interest, income tax, depreciation and amortisation.*
8. *EBITA is defined as earnings before interest, income tax, and amortisation of acquired intangibles assets.*
9. *NPATA is defined as net profit after tax excluding amortisation of acquired intangibles.*
10. *Implied dividend yield is calculated as the implied dividend per Share based on the forecast payout ratio of 80% multiplied by pro forma forecast FY18 NPATA per Share, divided by the Offer Price. For more information on the Company's dividend policy, see Section 4.10.*

1.3 KEY STRENGTHS

TOPIC	SUMMARY	MORE INFORMATION
Established brands and track record	Evans Dixon's operating brands are long established in their respective disciplines. **Evans & Partners** Founded by Evans Dixon Executive Chairman David Evans in 2007, Evans & Partners has a history of providing trusted personalised advice across private client advisory, institutional stockbroking, corporate advisory and asset management. As of 28 February 2018, Evans & Partners advises over 4,000 clients through its private wealth network representing $10.8 billion in funds under advice plus additional clients with unadvised capital. **Dixon Advisory** Founded by Daryl and Kate Dixon in 1986, Dixon Advisory was a pioneer in providing fee for service financial advice with a specific focus on complex superannuation issues. From 2001, Dixon Advisory broadened its focus to providing a complete range of SMSF services. Dixon Advisory is a market leader within the SMSF advice and administration sector. As of 28 February 2018, Dixon Advisory services over 4,800 clients representing $7.3 billion in funds under advice. **Walsh & Company** A specialist global fund manager co-founded by Max Walsh in 2007. Since its inception, Walsh & Company has operated 24 fixed term and ongoing managed investment schemes and/or listed investment companies with domestic and international exposures across equities, fixed income, property, infrastructure and private equity.	Section 3.1 Section 3.2
Integrated and scalable wealth management platform	The provision of Evans Dixon's core wealth advice service is supported by an internally developed proprietary technology platform that enables the business to provide efficient and large scale best practice financial advice, investment advice, portfolio integration and compliance.	Section 3.3.2 Section 3.3.5

TOPIC	SUMMARY	MORE INFORMATION
Global reach and expertise	Although Evans Dixon's core operations are based in Australia, the Group is aware that many compelling investment opportunities lie offshore. Since 2011 Evans Dixon has grown its presence in North America, headquartered out of Manhattan, New York City and currently actively manages $2.3 billion of United States assets from this location. Evans Dixon has benefited historically from the deep collaborative relationships it has built with its global joint venture partners and strategic alliances. Management believe Evans Dixon will continue to benefit from its global reach through access to capital markets opportunities, sharing of intellectual capital, and its ability to move quickly on global investment opportunities.	Section 3.1 Section 3.3.4(c) Section 3.3.4(d)
Entrepreneurial and experienced executive team with a strong alignment of interests	The senior executive team of Evans Dixon is highly credentialed, with broad experience across the financial services industry. These executives will continue to hold a large equity interest in Evans Dixon following Completion of the Offer to ensure continued alignment with Shareholders. Following Completion of the Offer the twenty most senior executives of Evans Dixon will own or control 43.4% - 47.5% (depending on the number of Oversubscription Sale Shares sold, if any) of the total Shares on issue. Each of these senior executives has entered into a voluntary escrow agreement in respect of 74.4 million Shares. The Shares will be released from voluntary escrow annually over the course of two years after Listing.	Section 6.1 Section 6.2 Section 7.6 Section 7.7
Proven and continued investment innovation	Evans Dixon is an originator and active manager of investment opportunities. Through its specialist fund manager, Walsh & Company, Evans Dixon has a track record of creating bespoke investment opportunities in market segments that are often difficult for retail and high net worth clients to access.	Section 3.3.4

TOPIC	SUMMARY	MORE INFORMATION
Changing marketplace	The wealth management industry continues to undergo structural change which is being driven by challenges such as changing remuneration structures, increasing advisor education standards and increasing compliance requirements. Evans Dixon has responded to these challenges and developed a culture that is focused on meeting the modern standards expected in the wealth management industry. Management believes Evans Dixon stands to benefit from the opportunities that may arise as market participants that cannot meet the structural challenges of the industry look to exit the marketplace.	Section 2.2 Section 3.3.5
Synergistic opportunities	Evans & Partners and Dixon Advisory signed a heads of agreement in September 2016 to merge the two businesses and create Evans Dixon. Management believes that there is the ability to achieve additional revenue and cost synergies as a direct result of the merger over and above those which have already been achieved.	Section 3.2.1

1.4 SUMMARY OF KEY RISKS

The business, assets and operations of the Group are subject to certain risk factors that have the potential to influence operating and financial performance in the future. These risks can impact on the value of an investment in Shares.

The Board aims to manage these risks by carefully planning its activities and implementing mitigating risk control measures. Some risks are unforeseen and so the extent to which these risks can be effectively managed is somewhat limited.

Set out below are some specific key risks to which the Company is exposed. Further general risks associated with an investment in the Group are outlined in Section 5.3.

TOPIC	SUMMARY	MORE INFORMATION
Regulatory risk, compliance and legislative change	Evans Dixon operates within highly regulated markets that are subject to a range of legislative and regulatory compliance requirements. The Company through its operating subsidiaries holds a number of AFSL and its operating subsidiary Evans & Partners is also an ASX Trading Participant and a Chi-X Australia Trading Participant. These licences and authorisations are integral to the provision of the Group's core services and require continuing compliance, where failure to comply with the applicable laws and guidelines can have a material impact on the Group's performance.	Section 5.2.1

TOPIC	SUMMARY	MORE INFORMATION
	If Evans Dixon were to lose any AFSL or market participant status, the services it provides its clients would be significantly disrupted and have severe ramifications on the Group's performance. In such an event, Evans Dixon's client relationships, brand image and reputation would likely be significantly adversely affected and likely result in loss of clients and failure to attract new clients which would affect Evans Dixon's business and profitability. Similarly, the legislative regime governing Evans Dixon's business is subject to changes. Changes in legislation and/or interpretation of the existing legislation may positively or negatively affect the Group. An example of potential change is the recent announcement by the Federal Labor Party, currently in opposition, on 13 March 2018 regarding changing Australia's divedend imputation system if they are elected into government. Changes to the laws governing the provision of financial product advice and investment management services could have a materially adverse impact on the Group. Evans Dixon cannot predict what legislative changes may be made in the future, or the impact of those changes. Changes to the interpretation of such legislation may have a similar effect and impact the Group's ability to continue to provide financial products and services in their existing capacity. This may have a materially adverse effect on the financial performance and prospects of the Group.	Section 5.2.1
Changing market conditions	As a financial services group, Evans Dixon is affected by conditions in the global financial markets and economic conditions throughout the world. Future market and economic climate may deteriorate because of many factors beyond Evans Dixon's control, including rising interest rates or inflation or political uncertainty. Changing market conditions can adversely affect Evans Dixon by reducing the volume of transactions executed across the Capital Markets segment and by reducing the value of assets under management in the Funds Management segment, both of which would adversely affect Evans Dixon's revenue. Profitability may also be adversely affected if Evans Dixon is unable to sufficiently scale back costs to match any decreases in revenue.	Section 5.2.2

TOPIC	SUMMARY	MORE INFORMATION
Increased market competition and disintermediation	The industries in which Evans Dixon conducts its business, being, private wealth advice, superannuation, corporate advisory, securities trading, equities research and funds management are very competitive markets with many market players of varying scale and market influence. There are many other companies that offer non-traditional financial and technology services that are closely related to the services provided by Evans Dixon. As technology and regulation evolve, the service offerings of these companies will also evolve and may potentially pose a competitive threat to Evans Dixon. Examples of factors that may affect Evans Dixon's competitive position include: • commercial factors such as pricing and service offerings; • ability to keep up with technological change; • ability to keep up with regulatory change; • ability to foster existing client relationships to retain longstanding clients; and • ability to respond to new entrants to the industry. Evans Dixon expects to continue to face competition into the future. Increased competition may have a materially adverse effect on the demand for Evans Dixon's products and services. This may lead to reduced market share and reduced profitability having a negative impact of the performance of Evans Dixon and the returns for the Shareholders.	Section 5.2.3
Reputation and brand risk	The success of Evans Dixon largely depends on its reputation and branding. Maintaining Evans Dixon's brand image and those of its operating subsidiaries is central to the Group's ongoing performance. The Group's image is influential in retaining existing clients and sourcing new clients across Evans Dixon's entire service offering. There is a risk that certain issues or events including those outlined in this section may adversely affect the reputation of Evans Dixon and its subsidiaries. In the event of such occurrences, the strength of Evans Dixon and its subsidiaries may be undermined resulting in loss of clients, failure to attract new clients and reduced demand for Evans Dixon's services. If any of the risks to brand image and reputation were to eventuate this may result in materially adverse effects to Evans Dixon's financial performance and returns to Shareholders.	Section 5.2.4

TOPIC	SUMMARY	MORE INFORMATION
Failure to retain management and key executives	The success of Evans Dixon relies on the efforts of Management and key executives across its businesses. The market for highly skilled finance executives is competitive and may result in the loss of key executives leading to the loss of certain clients or other employees. The loss of key executives and the fact that they may compete with Evans Dixon in subsequent roles could reduce Evans Dixon's ability to generate revenue, adversely impacting financial performance.	Section 5.2.5
Operation systems, processing and controls may fail	Efficient internal processes are critical to the operation of Evans Dixon's business. There is a risk that inadequate or failed internal processes, people or systems (including failure of staff to follow defined processes, inadequate training or failure to implement appropriate controls) or external events may give rise to failures or disruptions in operational systems and controls (e.g. fraud, security failures, manual processing errors), which may result in losses to clients that Evans Dixon is liable to compensate.	Section 5.2.6
Professional liability risk	Evans Dixon's core business involves the provision of financial advice. The provision of such advice gives rise to the risk of potential professional liability for negligence and third-party client claims. While Evans Dixon takes all reasonable precautions to keep the Group indemnified in the event of such claims, claims of a deprecating nature irrespective of the outcome and scale may cause financial and reputational damage to Evans Dixon.	Section 5.2.7
Information systems and cyber risk	Evans Dixon is reliant on information technology to deliver its services to clients. Whilst Evans Dixon has put in place comprehensive measures to protect its network and client information which is stored on its systems, it is possible that the measures put in place by Evans Dixon will be breached or otherwise found to be inadequate. Unauthorised third party access to these information technology systems and the potential theft of client information could expose Evans Dixon to reputational damage, a loss of confidence in the services it provides, claims by clients, loss of clients, theft, a disruption of services to clients, legal action and regulatory scrutiny. Any of these events could adversely impact Evans Dixon's reputation, business, financial condition and financial performance.	Section 5.2.8

TOPIC	SUMMARY	MORE INFORMATION
Foreign exchange rate risk	Evans Dixon conducts its business across several continents, namely, in Australia and North America with exposures to Asian, European and across emerging market economies. Consequently, Evans Dixon and its subsidiaries are subject to various foreign jurisdictions and local currencies. Adverse movements in the exchange rate between the Australian dollar and the local currencies, in particular, the United States dollar may result in significant foreign currency losses and material impacts to the Group's profitability and ability to conduct business.	Section 5.2.9

1.5 DIRECTORS AND KEY MANAGEMENT

TOPIC	SUMMARY	MORE INFORMATION
Who are the Directors of Evans Dixon?	• **David Evans** (Executive Chairman) • **Sally Herman** (Independent Non-Executive Director) • **Josephine Linden** (Independent Non-Executive Director) • **Alan Dixon** (Managing Director and Chief Executive Officer)	Section 6.1
Who are the key management of Evans Dixon?	• **David Evans** (Executive Chairman) • **Alan Dixon** (Managing Director and Chief Executive Officer) • **Tristan O'Connell** (Chief Financial Officer) • **Parrish Davis** (Chief Operating Officer)	Section 6.1 Section 6.2

1.6 INTERESTS, BENEFITS AND RELATED PARTY TRANSACTIONS

TOPIC	SUMMARY	MORE INFORMATION
Who are the Existing Owners and Directors of the Company and what will be their interest in the Company at Completion of the Offer?	The table below sets out the Existing Owners' (and their associated entities') direct and indirect interests in Shares.	Section 6.5

EXISTING OWNERS	Committed Sale Shares offered ('000s)	Oversubscription Sale Shares offered ('000s)[1]	Shareholding following Completion ('000s)[2]	Percentage post-Completion ('000s)
David Evans	0	1,549	13,942 – 15,491[3]	6.5% – 7.2%
Alan Dixon	0	4,350	39,148 – 43,498[3]	18.3% – 20.3%
Sally Herman[4]	0	0	160	0.1%
Josephine Linden[4]	0	0	0	0.0%
Other employee and related[5]	10,337	4,081	74,954 – 79,035[3]	35.0% – 36.9%
Other Existing Owners	550	0	12,697	5.9%
New Shareholders	-	-	62,887 – 72,866	29.4% – 34.0%
Total	10,887	9,980	214,100	100.0%

1. *Evans Dixon may, at its sole discretion, accept oversubscriptions for up to an additional 10.0 million Shares.*
2. *Excludes any new Shares to be issued under the Employee Offer or the Chairman's List Offer.*
3. *A portion of these Shares will be subject to voluntary escrow.*
4. *Both Sally Herman and Josephine Linden may acquire Shares under the Chairman's List Offer.*
5. *Includes Shares owned or controlled by employees and their related parties.*
6. *Directors are entitled to remuneration and fees on commercial terms. Directors and key management interests, remuneration and disclosure are discussed in Sections 6.5 and 6.6.*

TOPIC	SUMMARY	MORE INFORMATION
What significant benefits are payable to Directors and the Senior Management team?	The Non-Executive Directors will be entitled to recieve the annual renumeration and entitlements outlined in Section 6.5.2. The Executive Chairman and CEO will be entitled to receive the remuneration and entitlements set out in Section 6.6. The Senior Management team will be entitled to receive the remuneration and entitlements set out in Section 6.6	Section 6.5 Section 6.6 Section 6.8

TOPIC	SUMMARY	MORE INFORMATION
What Share escrow arrangements are in place?	Certain Existing Owners have entered into voluntary escrow arrangements under which they will be restricted from dealing with the Escrowed Shares they will hold on Completion of the Offer until the expiration of the relevant escrow period. An "escrow" is a restriction on sale, disposal, or the encumbering of, or certain other dealings in respect of, the Shares concerned for the period of the escrow, subject to any exceptions in the escrow arrangement. The restrictions do not affect any voting or dividend rights attached to the Shares. In total, 102.4 million Shares held by Escrowed Shareholders will be subject to the following Escrow Periods:	Section 7.7

Number of Shares ('000s)	Release Date
51,218	One year anniversary of Listing
51,218	Two-year anniversary of Listing

During the Escrow Period, trading in Shares may be less liquid which may impact on the ability of a Shareholder to dispose of their Shares in a timely manner or for an appropriate value.

Please also note David Evans and Alan Dixon's intentions not to transfer Shares in Section 7.8 for at least four years after the Listing, subject to certain exceptions.

Melbourne

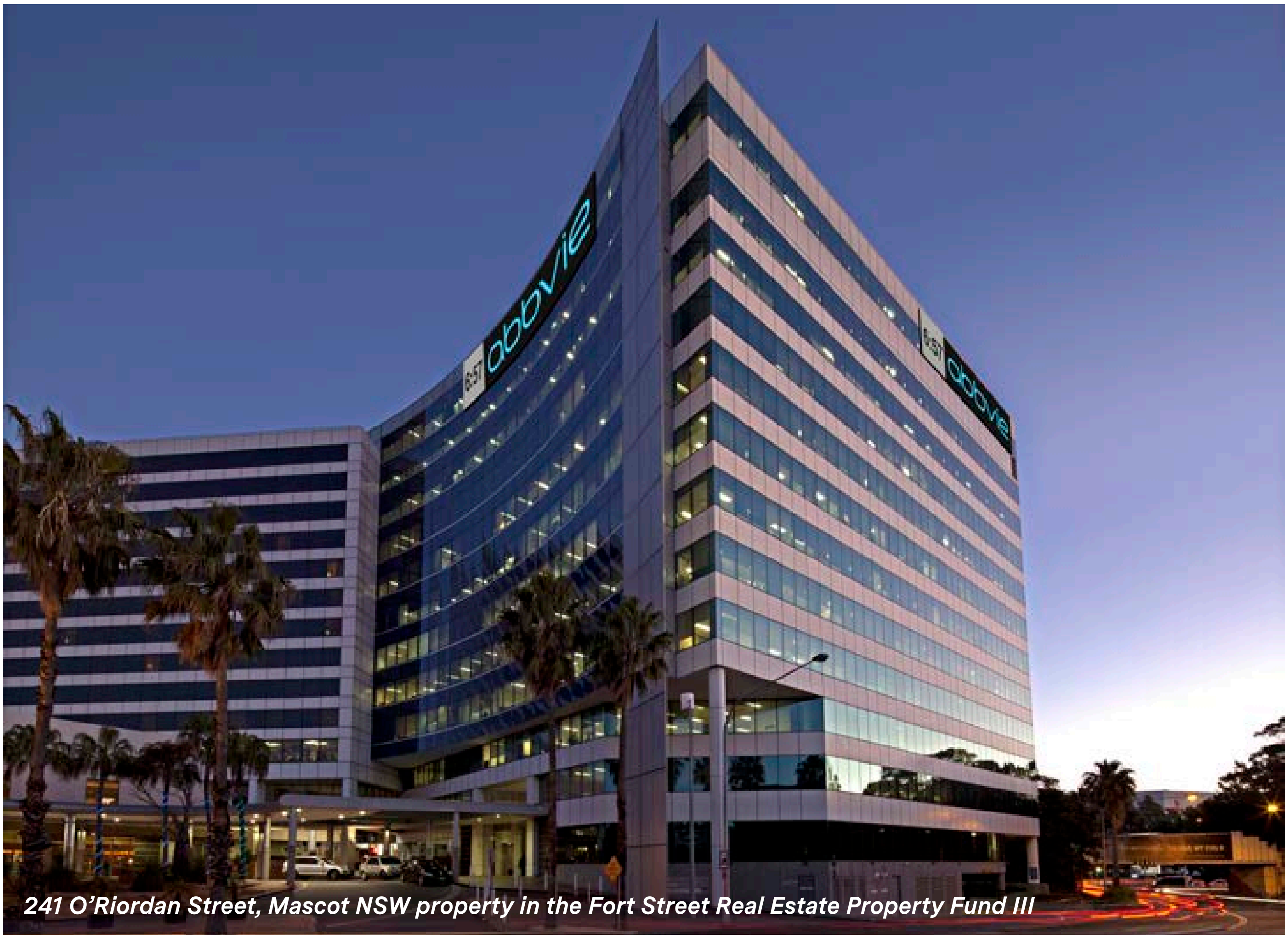
1.7 SUMMARY OF THE OFFER

TOPIC	SUMMARY	MORE INFORMATION
Who are the issuers of this Prospectus?	Evans Dixon Limited ACN 609 913 457 (the Company) Evans Dixon SaleCo Limited ACN 624 096 108 (SaleCo)	Important Information
What is the Offer?	The Offer contained in this Prospectus is an invitation to apply for up to: • 52.0 million New Shares offered for issue by the Company; and • 10.9 million Committed Sale Shares offered for sale by SaleCo; and • 10.0 million Oversubscription Sale Shares available for sale by SaleCo. (collectively, Offer) All New Shares issued under this Prospectus will, from the time they are issued, rank equally with all Existing Shares. The Offer is to be conducted in Australia and only residents of Australia are eligible to participate in the Offer.	Section 7.1
How is the Offer structured?	The Offer comprises: • the Client Priority Offer, which is being made to existing clients of Evans Dixon nominated by the Company who have received an Evans Dixon Client Priority Offer invitation to apply for Shares; • the Employee Offer, which is open to eligible employees of Evans Dixon; and • the Chairman's List Offer, which is open to selected investors in Australia who have received an invitation under the Chairman's List Offer.	Section 7.3
How will the proceeds of the Offer be used?	The Offer is expected to raise $157.2 – $182.2 million depending on Oversubscription Sale Shares sold (if any). The proceeds from the Offer will be used to: • provide Evans Dixon with additional capital to pursue growth opportunities and potential strategic transactions; • enable Evans Dixon to repay existing borrowings; • provide certain Existing Owners the ability to realise part of their investment; and • pay the costs of the Offer.	Section 7.3 Section 7.5

TOPIC	SUMMARY	MORE INFORMATION
Will the Shares be listed?	The Company has applied to the ASX within seven days after the Prospectus Date for admission to the Official List and Official Quotation of Shares under the code 'ED1'. Completion of the Offer is conditional on the ASX approving this application. If approval is not given within three months after the date of the Original Prospectus (or any longer period permitted by law), the Offer will be withdrawn and all Application Monies received will be refunded without interest as soon as practicable in accordance with the requirements of the Corporations Act.	Section 7.11 Section 7.17.1
Is the Offer underwritten?	No, the Offer will not be underwritten.	
What is SaleCo and what role does it play in the Offer?	SaleCo is a special purpose vehicle that was established to enable certain Existing Owners to sell their Sale Shares. Each of these Existing Owners has executed an irrevocable offer deed in favour of SaleCo under which they irrevocably offer to sell Sale Shares to SaleCo (or as it directs) free from encumbrances and third party rights. Committed Sale Shares (10.9 million Sale Shares) are being offered for sale by SaleCo to Applicants under the Offer at the Offer Price. Oversubscription Shares (up to 10.0 million Sale Shares) are available for sale by SaleCo in the event the Offer is oversubscribed. For more information, see Section 7.2.	Section 7.2
What is the allocation policy?	The Company will allot the New Shares to Applicants prior to selling or transferring the Sale Shares to Applicants. The Company has absolute discretion regarding the basis of allocation of Shares among Applicants under the Offer.	Section 7.3 Section 7.12.5 Section 7.13.5 Section 7.14.5
Is there any brokerage, commission or stamp duty payable by Applicants?	No brokerage, commission or stamp duty is payable by Applicants under the Offer.	Section 7.11
What are the tax implications of investing in the Shares?	An overview of the Australian tax treatment for Australian tax resident investors is included in Section 9.9. The tax consequences of any investment in the Shares will depend on an investor's particular circumstances. Applicants should obtain their own tax advice prior to deciding whether to invest.	Section 9.9

TOPIC	SUMMARY	MORE INFORMATION
When will I receive confirmation that my Application has been successful?	It is expected that holding statements will be dispatched by standard post on or around 9 May 2018.	Section 7.11
What is the Company's proposed dividend policy?	The payment of any dividends by the Company is at the complete discretion of the Directors and subject to legal requirements. In determining whether to declare future dividends, the Directors will have regard to the Group's earnings, overall financial condition and future capital requirements. It is expected that all future dividends will be franked to the extent of available franking credits. The initial implied annual dividend yield is 4.1% based on the Company's target dividend payout ratio of 80% of the pro forma forecast FY18 NPATA. The Company intends to declare and pay a dividend in May 2018.	Section 4.10
How can I apply?	You may apply for Shares by completing a valid Application Form (included in or accompanying this Prospectus). To the extent permissible by law, an Application by an Applicant under the Offer is irrevocable.	Section 7.12.2 Section 7.13.2 Section 7.14.2
Can the Offer be withdrawn?	The Company and SaleCo reserve the right not to proceed with the Offer at any time before the issue and transfer of Shares to successful Applicants. If the Offer does not proceed, your Application Monies will be refunded without interest as soon as practicable.	Section 7.15
Where can I find more information?	If you require assistance to complete the Application Form, require additional copies of this Prospectus or have any questions in relation to the Offer, please call 1300 069 436. If you are unclear in relation to any matter or are uncertain as to whether obtaining Shares is a suitable investment for you, you should seek professional advice from your solicitor, stock broker, accountant, tax advisor or other independent and qualified professional advisor before deciding whether or not to invest.	Section 7.11

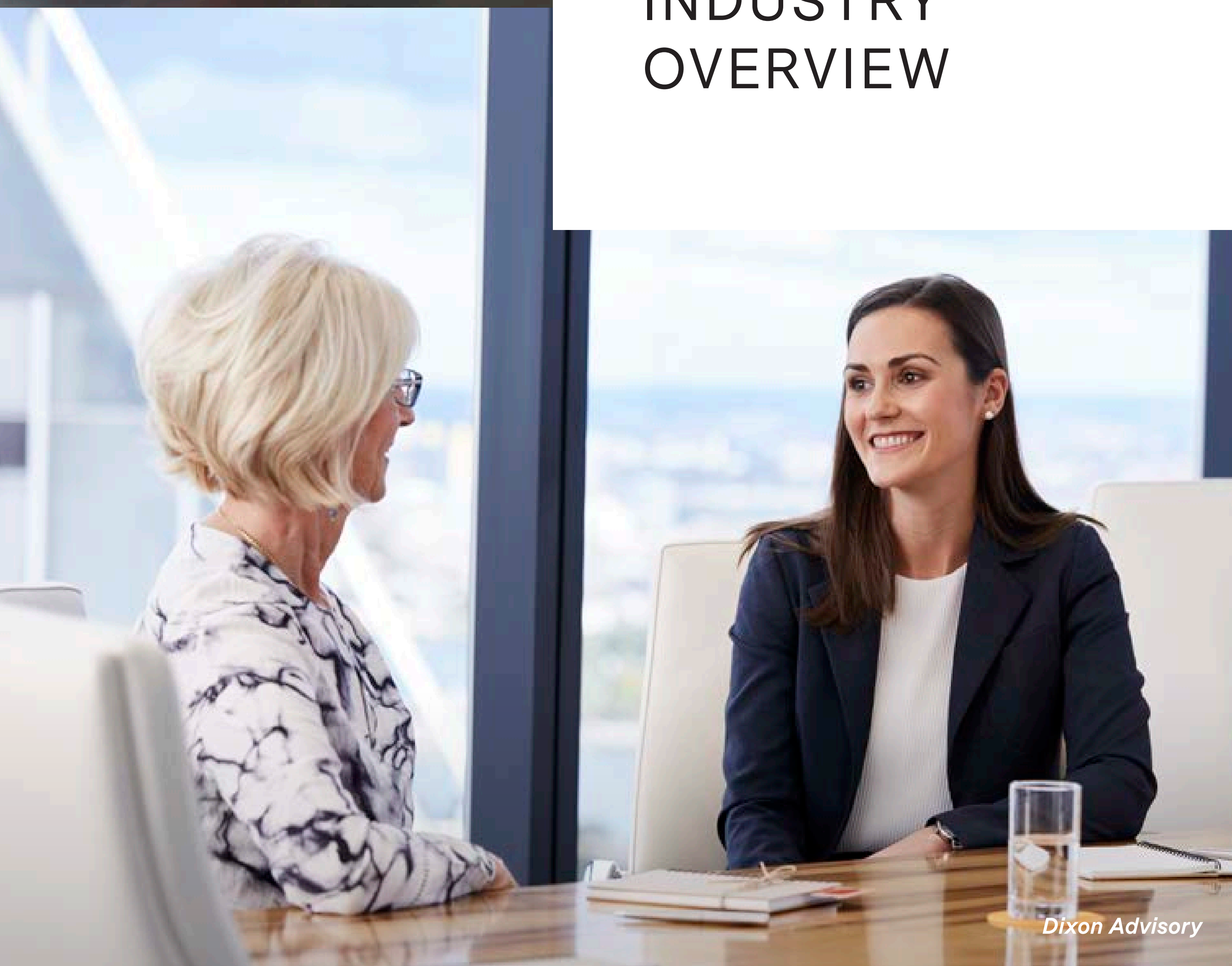
Sydney



241 O'Riordan Street, Mascot NSW property in the Fort Street Real Estate Property Fund III

Evans & Partners

02
INDUSTRY OVERVIEW



Dixon Advisory

2. Industry overview

2.1 INTRODUCTION

Evans Dixon offers clients a broad range of services covering the following subsectors within the broader Australian financial services industry:

- private wealth advice;
- superannuation, in particular self-managed superannuation;
- corporate advisory;
- securities trading and equity research; and
- funds management.

Each of these industry subsectors is described in this Section.

2.2 PRIVATE WEALTH ADVICE

The private wealth advice industry assists investors to set their financial goals and manage, grow and protect their wealth. Participants in the private wealth advice industry provide a range of aggregated financial services to help clients achieve their financial objectives including investment advice, securities broking, financial planning, and portfolio management for individuals, trusts, self-managed superannuation funds, non-for-profit organisations and other private clients.

Today, Australian private wealth advice services are generally provided by:

- Domestic and international banks;
- Large wealth managers and insurers; and
- Boutique financial advisor groups.

The private wealth advice industry has undergone significant growth and development over the past 30 years. Historically, the industry derived a significant amount of its business from distribution of financial products through a commission-based sales process. Financial advisors were typically representatives of financial institutions which were product manufacturers or were employees of stockbrokers. The private wealth advice industry has now evolved to use a very different model, with revenues based increasingly on fee-for-advice service rather than product sales commissions. Recently, some large financial institutions are now moving away from participation in private wealth advice due to reputational issues around compliance and not being of strategic importance for certain domestic banks and global investment banks .

Despite only servicing a relatively small population of approximately 24 million people, Australia has a large and mature private wealth advice industry. The financial planning and investment advice industry was estimated to be generating revenue of approximately $5 billion annually as of January 2018 with over 20,000 businesses participating in the marketplace. The industry is also a strong employer in the Australian economy with over 25,000 financial advisors listed as current on the ASIC register as at 1 March 2018.

A key factor underlying the demand for private wealth advice in Australian has been the build up of substantial levels of net wealth in the Australian economy. Wealth per adult in Australia has approximately quadrupled since 2000 and in 2017 stood at

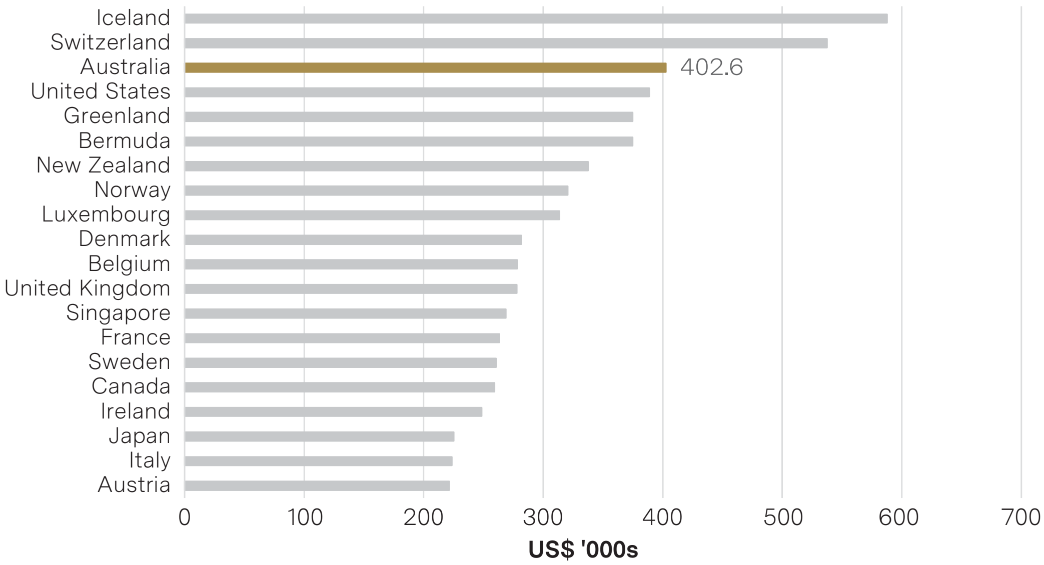
US$402,600 per adult (A$516,154[1]). This places Australia third behind Iceland and Switzerland in terms of household net wealth.

Furthermore, wealth inequality is relatively low with only 5% of Australians having net wealth below US$10,000 (compared to 19% in the UK and 29% in the USA) and 68% of Australians having net wealth of above US$100,000 (approximately eight times the world average).

Note:

1. Australian dollar equivalent has been converted at 1 AUD = 0.78 USD.

Figure 1: Global wealth per adult (US$'000)



Source: Credit Suisse Global Wealth Databook (2017)

The increases in net wealth to world leading levels has been a key factor in creating demand for private wealth advice services over the past decade in Australia. With Australians now living longer than ever before, a general ageing of the population, and the increasing complexity and regulation of investment markets, the Company is of the opinion that the fundamental drivers of demand for private wealth advice will remain strong for the foreseeable future.

The private wealth advice industry is also expected to evolve as further regulatory reform is implemented in the near to medium term and the effects of the Banking Royal Commission support future confidence in the industry.

In particular, the Professional Standards of Financial Advisers reforms are expected to drive change further as they improve conduct through a provider Code of Ethics and raise the education, training and ethical standards of financial advisor. These reforms were passed through the Australian parliament in 2016 and will begin operating in 2019. Some of the reforms include:

- compulsory education requirements for new and existing advisor;
- an examination requirement approved by the standards body;
- a professional year requirement, whereby new advisor must undertake at least one year of work and training that meets the requirements set by the standards body; and
- continuing professional development requirements.

Evans Dixon believes the changing marketplace and increasing attention paid to improving regulation and compliance will serve as opportunities for firms who run an efficient and highly compliant model.

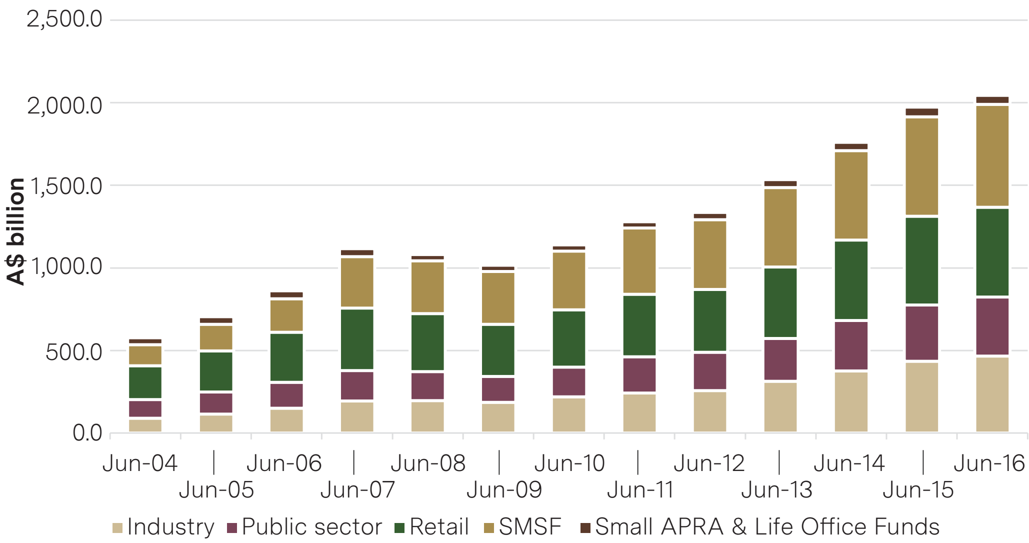
2.3 AUSTRALIAN SUPERANNUATION INDUSTRY

2.3.1 INTRODUCTION TO THE AUSTRALIAN SUPERANNUATION INDUSTRY

Underpinning the nation's private retirement savings is the superannuation system which represents a large part of Australia's private and national wealth. Established as a means for individual Australians to privately fund their retirement, superannuation became compulsory in Australia in 1992 through the legislating of compulsory superannuation contributions called the Superannuation Guarantee.

Since 2004, the superannuation industry has demonstrated significant growth with total assets rising from $613 billion at 30 June 2004 to $2.1 trillion at 30 June 2016 representing a compound annual growth rate of over 10%.

Figure 2: Historic growth in superannuation assets



Source: Australian Prudential Regulation Authority (APRA) Superannuation Statistics June 2016 edition, February 2017

Within the overall superannuation industry, superannuation funds can be categorised into five key groups:

- retail superannuation funds – generally run by 'not-for-profit' operators, retail funds are open to the general public and provide a range of investment solutions;
- industry superannuation funds – these are run by 'not for profit' operators and sometimes restrict membership to a specific industry;
- public sector superannuation funds – these are 'not for profit' funds which are generally only available to government employees;
- corporate funds - arranged by an employer for its employees, corporate funds are generally 'not for profit' and operate under a board of trustees appointed by the employer; and
- self-managed super funds – discussed in the next Section.

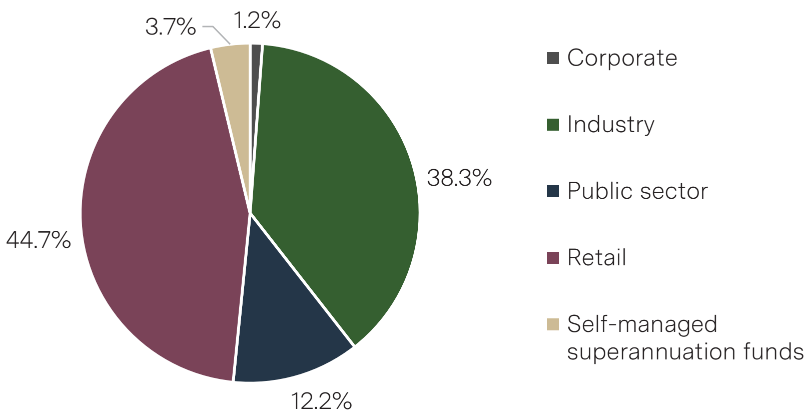
2.3.2 THE SELF-MANAGED SUPERANNUATION INDUSTRY

A self-managed superannuation fund (SMSF) is a superannuation trust structure that operates within the Australian superannuation sector. SMSFs are established for the sole purpose of providing financial benefits to members in retirement and their beneficiaries. The primary difference between a SMSF and other types of superannuation is that the members of the SMSF must be the trustees (or directors if there is a corporate trustee) and are responsible for making investment decisions and complying with the superannuation and tax laws.

SMSFs are the largest component of Australia's superannuation industry by value. In the 10 years to 30 June 2017 the number of SMSFs increased by 70%. Today, SMSFs account for approximately 30% of all Australian retirement savings, and represent a fundamental part of Australia's financial system.

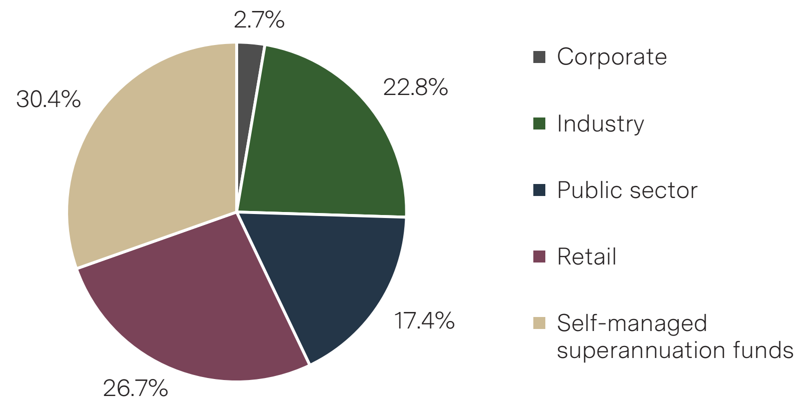
SMSFs hold a large share of total superannuation assets. As at 30 June 2016, SMSF members represented 3.7% of all superannuation member accounts however held almost a third of all superannuation assets. SMSFs also have by far the largest average member balance with the average SMSF member holding $572,000 in assets.

Figure 3: Australian superannuation assets by share of member account



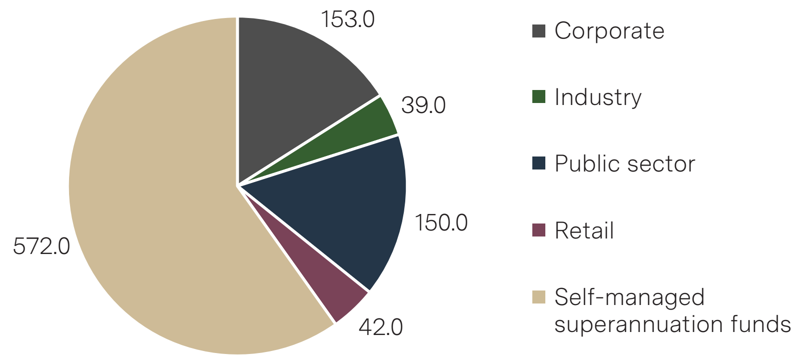
Source: APRA, Superannuation Statistics June 2016 edition, February 2017

Figure 4: Australian superannuation assets by type



Source: APRA, Superannuation Statistics June 2016 edition, February 2017

Figure 5: Australian superannuation average member balance (A$'000s)



Source: APRA, Superannuation Statistics June 2016 edition, February 2017

As at 30 June 2017 the ATO reported there were a total of 1,124,453 member accounts across 596,516 SMSFs representing total assets equal to $697 billion. Recent ATO figures show that in the five years to 30 June 2017 total SMSF assets grew 65% representing a compound annual growth rate of 11%, while over the same period the number of SMSFs increased 26%.

2.4 CORPORATE ADVISORY

The corporate advisory industry generally refers to financial advisory and capital markets services provided to large corporations, governments and financial sponsors. These types of clients will typically appoint a corporate advisor to provide strategic advice and arrange for capital to be raised on their behalf. The corporate advisory industry is transaction based, with clients usually appointing one or more advisors for a specific mandate or corporate activity and paying a success fee once the deal is executed. Examples of the types of transactions for which corporate advisory services are provided include:

- **Equity capital markets (ECM)**

  Equity capital markets transactions include initial public offerings, secondary equity issuances, block trades and off market buybacks. Services provided by a corporate advisor include strategic advice, financial analysis, underwriting, offer structuring and deal execution where the advisor may raise the funds from either its clients or the general public.

- **Debt capital markets (DCM)**

  Similar to equity capital markets although with debt being raised for the client instead of equity. Examples of the instruments sold include notes, bonds and hybrid securities.

- **Merger and acquisitions**

  Mergers and acquisitions typically involve companies buying and selling other companies or business assets. Often a company will appoint an advisor for such a transaction who will provide strategic advice, financial analysis, assist with negotiations and manage the process generally and co-ordinate the relevant parties.

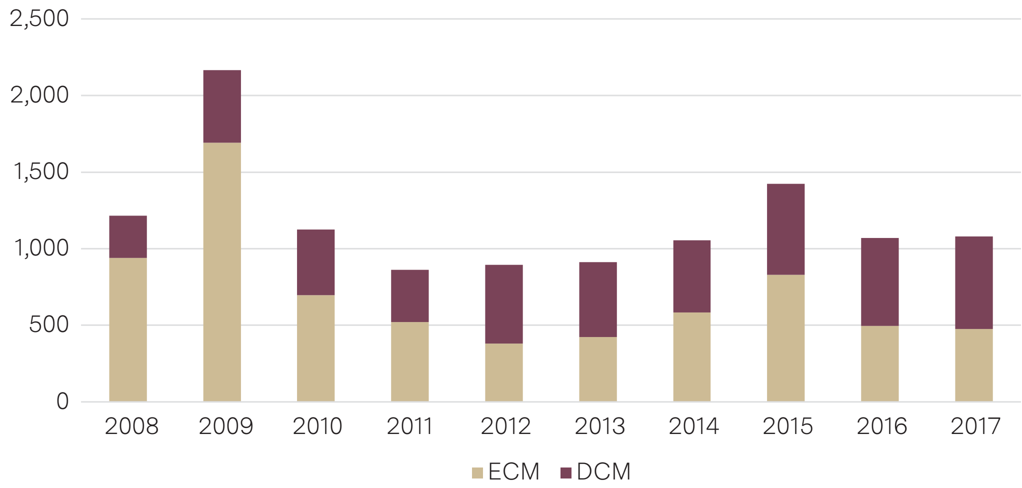
- **Restructuring**

  Restructuring generally involves transactions which address financial distress and imbalances in the capital structure of a client. Services provided can include strategic advice, assistance with capital raisings, loan restructuring and debt to equity conversion.

The corporate advisory industry is serviced by domestic and global investment banks, large accounting firms and boutique financial advisory firms who compete with Evans Dixon to win transaction mandates.

It is the Company's belief that the corporate advisory industry is driven by general economic conditions, business confidence, the recent performance of the listed equity markets and investor confidence. Corporate advisory activity can also occur in a specific industry due to a particular set of circumstances in that industry.

Figure 6: Australian equity capital markets and debt capital markets fees (A$ millions)



Source: Australian ECM and DCM Net Revenues by Product Type, Dealogic 2018

2.5 SECURITIES TRADING AND EQUITIES RESEARCH INDUSTRY

2.5.1 SECURITIES TRADING

The securities trading industry offers services to clients including sales, research, distribution, execution of trading of financial instruments. Examples of financial instruments commonly transacted by the industry include shares, bonds, options and derivative instruments.

Trading is conducted on behalf of either retail investors (generally individuals, family trusts and self-managed superannuation funds), wholesale investors (high net wealth individuals and trusts) or institutional investors (large financial institutions, corporates and investment funds). Evans Dixon provides securities trading services to each of these types of clients.

The securities trading industry in Australia is highly competitive and consists of domestic stockbroking businesses as well as global and domestic investment banks. Market participants typically operate on a commission basis whereby a percentage of the value of the trade being executed is charged to their client as a fee. As a result, factors which drive increases in the value and volume of trading in the market have a positive impact on the industry. These factors can include:

- changes in the allocation of capital to Australian equity markets by domestic and global fund managers;
- strong equity markets, which when coupled with high levels of investor confidence can increase the propensity for investors to trade; and
- market volatility which typically increase trading volumes.

2.5.2 EQUITIES RESEARCH

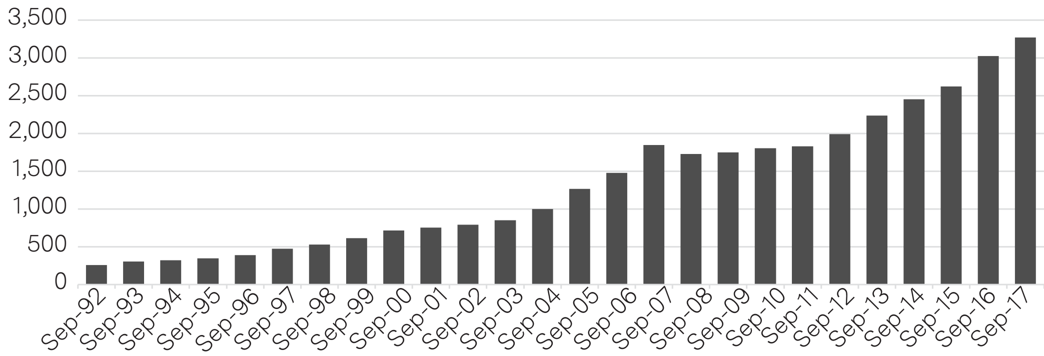
The equities research industry is comprised of several market participants, ranging from global investment banks, dealer-brokers, boutique investment houses and specialist investment research consultants. Research analysts produce detailed financial analysis and reports on markets, companies and investment opportunities for sophisticated and institutional investors, often providing recommendations on whether to buy, sell or hold investments.

In recent years the equities research industry has been forced to evolve in response to the European regulatory framework known as The Markets in Financial Instruments Directive (MiFiD) which is designed to improve the functioning of financial markets and strengthen investor protection. The second iteration of the legislation, MiFiD II, imposes several substantive requirements one of which is the unbundling of research and trade execution costs. While Evans Dixon is not subject directly to the MiFiD II regulation there may be continuing obligations for Evans Dixon to help facilitate the requirements of its European and global clients.

2.6 FUNDS MANAGEMENT

Since the introduction of Australia's mandatory superannuation system in 1992, Australia's funds management industry has grown by a compound annual growth rate in excess of ten per cent. As at September 2017, the Australian funds management industry had $3.2 trillion in funds under management. The size of the industry is also significant from a global perspective and represents the largest funds management pool in the Asia Pacific region and the sixth largest funds management pool globally.

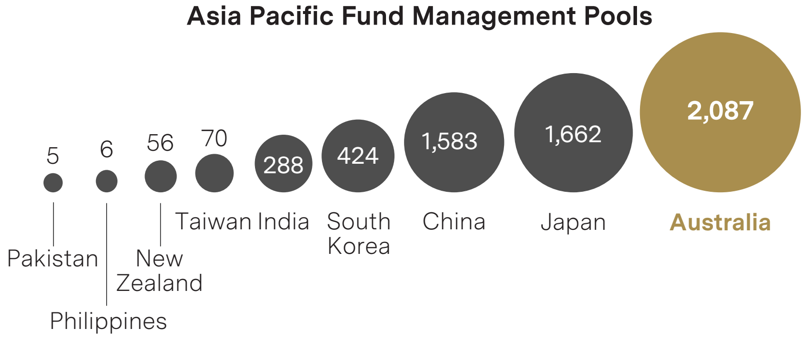
Figure 7: Australia's consolidated managed fund assets since 1992 (A$ billions)



Source: Australian Bureau of Statistics (ABS)

Figure 8: Global significance of Australia's investment fund assets ($US billions)

TOTAL NET ASSETS US$ billions	
United States	21,232
Luxembourg	4,766
Ireland	2,713
France	2,281
Germany	2,255
Australia	2,087
United Kingdom	1,821
Japan	1,662
China	1,583



Source: Investment Company Institute, Worldwide Public Tables 2017 (the above chart is not to scale)

The global position of Australia's managed fund industry has been underpinned by a number of factors including:

- a sophisticated investor base;
- mature markets;
- strong presence of leading global financial institutions;
- a highly educated workforce;
- an efficient regulatory environment; and
- Australia's universal and mandatory superannuation system.

2.6.1 THE CHANGING FUNDS MANAGEMENT LANDSCAPE

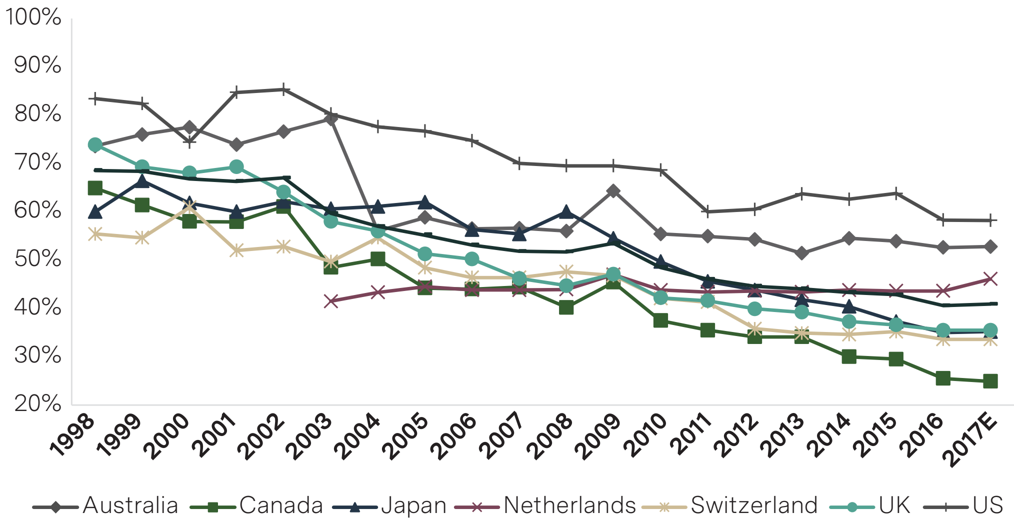
Historically, when considering where to allocate capital, investors have been naturally biased towards their local market. The reasons for investor 'home bias' are many and can include transaction costs, foreign taxes, currency risk and a preference for the familiar. In recent years, the funds management industry has been evolving in Australia and on a global basis.

Structurally there has been an increasing appetite from investors to allocate capital to overseas investments and also towards non-traditional asset classes including alternative asset classes (Alternative Assets).

This changing appetite is demonstrated by the allocations of Australian domestic investment managers to international assets. Over the last seven years these funds have doubled to almost $500 billion. As a share of total Australian managed fund assets, this corresponds to a 5% increase to represent 22% of total assets.

Globally there is a clear sign of a reduced 'home bias' in equities. Of the nations presented in Figure 9, the weight of domestic equities has fallen, on average from 69% in 1998 to 41% in 2017.

Figure 9: Domestic equity as a share of total equity exposure for selected countries



Source: Global Pension Assets Study 2018 - Thinking Ahead Institute, Willis Towers Watson

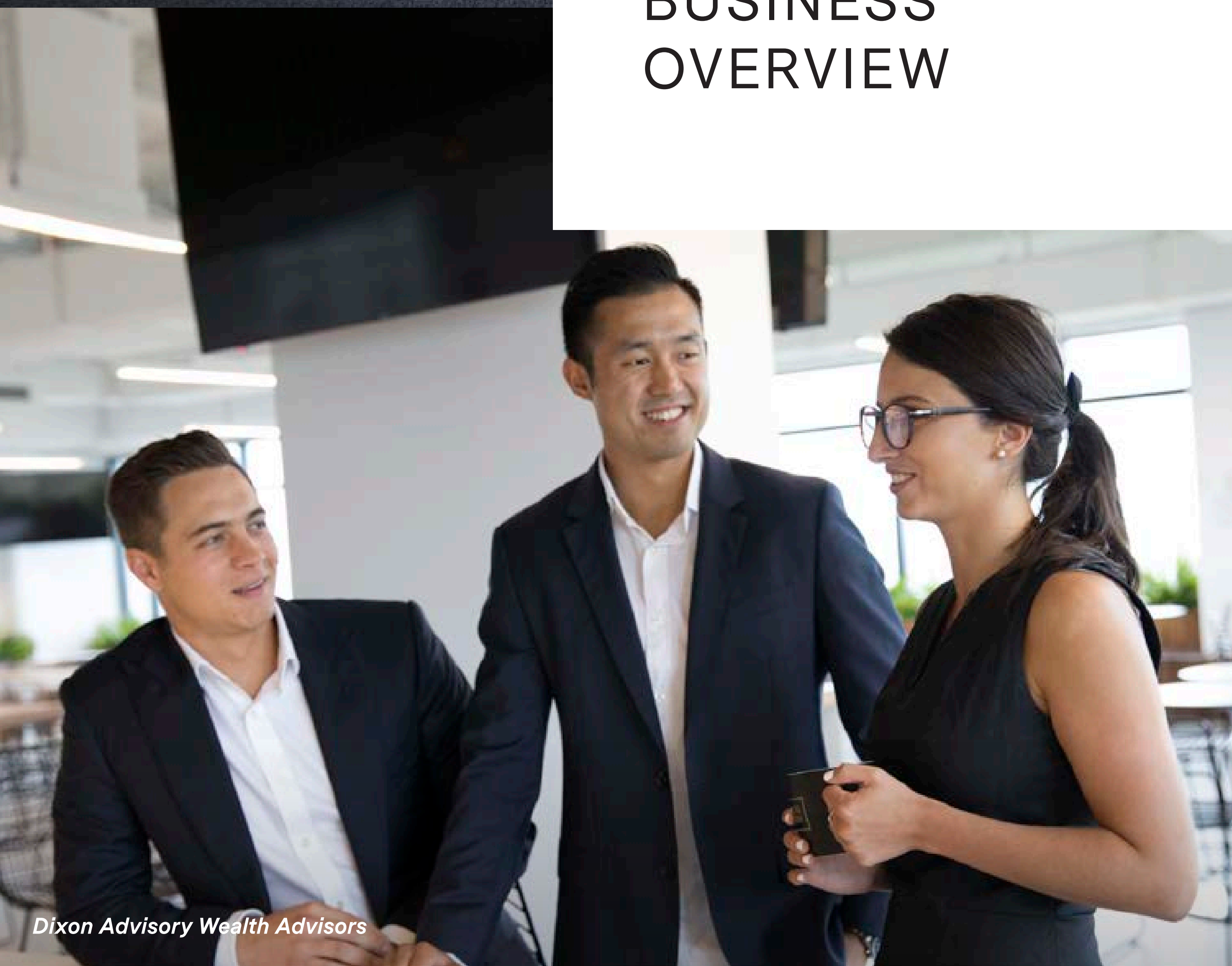
The outlook for drivers underpinning overseas investment continue to look strong into the future. According to the IMF, some 120 countries experienced a pickup in growth in 2017, marking it the broadest synchronised global growth upsurge since 2010. Global growth is expected to accelerate further in 2018 and 2019 as advanced economies grow at increasingly faster rates.

In addition to the trend of investors reducing their home bias, there has also been a shift underway in the underlying asset allocation of the funds management industry toward Alternative Assets classes. According to the 2018 Thinking Ahead Institute, Willis Towers Watson Global Pension Assets Study, between 1997 and 2017 the asset allocation to Alternative Assets increased from 4% to 25% (based on a basket of developed pension markets being Australia, Canada, Japan, Netherlands, Switzerland, the UK and the USA). Historically, most alternative investment assets were largely held by institutional investors or high-net-worth individuals because of the complex natures and limited regulations of the investments.

A key part of Evans Dixon Funds Management's strategy has been to make alternative and non-traditional assets with compelling investment cases available to all investors. Funds Management has developed a strong track record as an investment manager across traditional assets and Alternative Assets through building internal capabilities and infrastructure and partnering with global experts.

Brand image from Evans & Partners Global Disruption Fund

03
BUSINESS OVERVIEW



Dixon Advisory Wealth Advisors

3. Business overview

3.1 OVERVIEW OF EVANS DIXON

With a history spanning over thirty years, Evans Dixon's approach is to focus on long term client partnerships. We do this by seeking to provide high quality, market leading financial advice through integrated structuring, investment, and execution solutions. We provide these services for private clients, institutional clients and corporates across Evans Dixon's three operating segments.

Through its Wealth Advice private client network, Evans Dixon provides services to over 8,800 clients. As at 28 February 2018 these clients represented over $18 billion in funds under advice. Evans Dixon also services over 180 institutional clients and numerous Australian corporates.

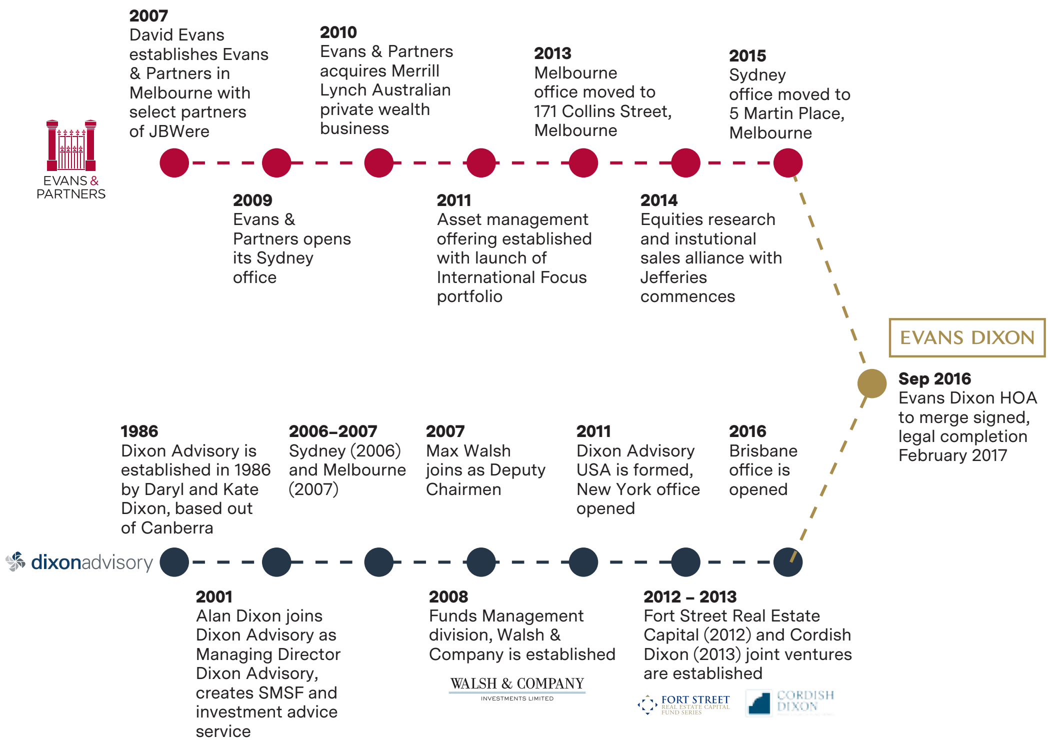
Evans Dixon currently employs over 600 staff located in Sydney, Melbourne, Canberra, Brisbane, and New York City. The Evans Dixon management team and board have extensive experience across financial markets and advice in Australia and internationally.

Figure 10 – Evans Dixon global presence

3.2 HISTORY OF EVANS DIXON

Evans Dixon was created in February 2017 through the merger of Evans & Partners and Dixon Advisory. Through its operating subsidiaries, Evans & Partners, Dixon Advisory and Walsh & Company, Evans Dixon has a long history providing financial solutions for its clients across wealth advice, capital markets and funds management.

Figure 11 – History of Evans Dixon



3.2.1 MERGER OF EVANS & PARTNERS AND DIXON ADVISORY

In September 2016, Evans & Partners and Dixon Advisory signed a heads of agreement to merge the two businesses and create Evans Dixon. The merger completed in February 2017 and brought together two firms with shared values and a vision of delivering an Australian based, yet global, innovative and client focused advisory business.

As a result of the merger, Evans Dixon materially increased its scale and market position enabling it to offer its clients enhanced capabilities and services that complement the services provided by each firm to its clients in isolation.

Consistent with the rationale for merging, Evans Dixon continues to see a range of future earnings growth opportunities by unlocking revenue opportunities made possible through an integrated client service offering and cost reductions through rationalisation and economies of scale.

A key driver of the success to date has been the investment made by the Group in its IT systems and integrated advice infrastructure that supports both the Evans & Partners and Dixon Advisory client advisory businesses. Management has been pleased with the impact the investment has made and the increased ability to provide advice to all Evans Dixon clients in an efficient manner.

3.3 EVANS DIXON BUSINESS SEGMENTS

3.3.1 INTRODUCTION

Evans Dixon operates in three main segments:

- Wealth Advice;
- Capital Markets; and
- Funds Management.

Wealth Advice consists of two private client brands, Evans & Partners and Dixon Advisory, supported by a centralised suite of support teams. Wealth Advice services over 8,800 clients including affluent retail SMSF trustees and individuals, wholesale investors including high net wealth individuals, independent financial advisors and not for profit organisations.

Capital Markets consists of corporate advisory, institutional cash equities & fixed income and equities research, which advises over 180 institutions and numerous corporates and has coverage over 100 stocks in targeted sectors.

Funds Management provides specialist global asset, investment management, responsible entity and trustee services, with over $5 billion in funds under management across equities, fixed income, property, infrastructure and private equity.

Figure 12: Evans Dixon's core operating segments and service offerings

	Wealth Advice	Capital Markets	Funds Management
Brands	EVANS & PARTNERS, dixonadvisory	EVANS DIXON	WALSH & COMPANY INVESTMENTS LIMITED, EVANS & PARTNERS
Services	• Investment advice • Securities trading • Managed accounts • Portfolio administration • Financial strategy • SMSF administration and compliance • Estate planning	• Securities trading • Equities research • IPO and Pre-IPO advisory • ECM and DCM advisory • Investment fund creation • Debt structuring advisory	• Direct equities investment management • Asset management • Responsible entity and fund administration services • Project management, design and architecture services • Direct equities investment management • Debt securities investment management
Clients	• HNWI wholesale investors • Affluent SMSF investors	• Corporates and institutional investors • Corporates and investment funds	• Wholesale and retail investors

3.3.2 WEALTH ADVICE

(A) INTRODUCTION

Operating through two recognisable private client brands in Australia, Dixon Advisory and Evans & Partners, Evans Dixon partners with clients over the long term to help them reach their financial and investment goals through personalised advice and execution. Evans Dixon Wealth Advice has a national footprint, operating out of six offices located in Melbourne, Sydney, Canberra and Brisbane.

While operating as two distinct brands with differing clients and service offering, Wealth Advice leverages a centralised IT and advice management infrastructure to provide advice to all clients. This centralised approach allows for scalable and efficient support of the wealth advice function.

Figure 13: Overview of the Evans Dixon Wealth Advice brands

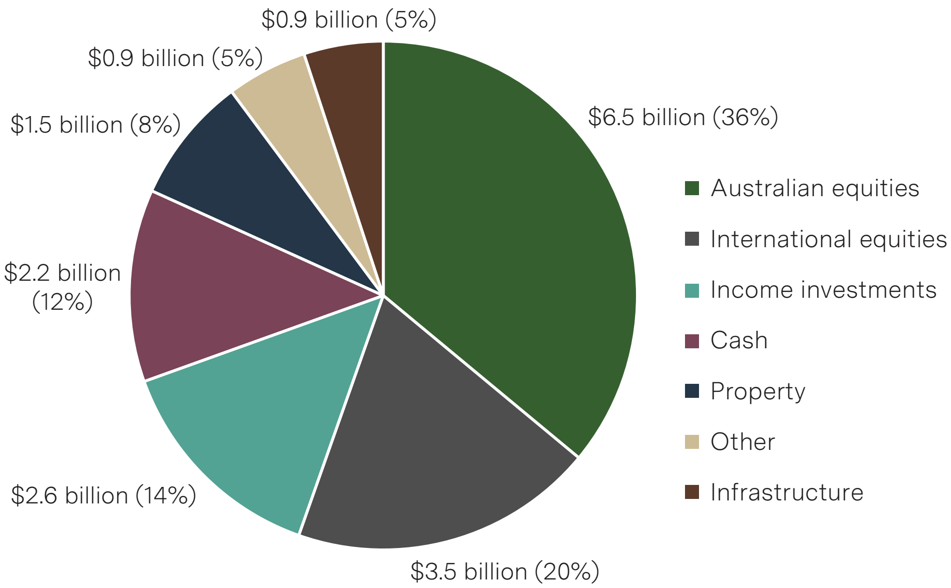
EVANS & PARTNERS

- Personalised client advisor relationship tailored to high net wealth investors and family offices
- Chief Investment Officer and advisor driven investment recommendations
- Service offering includes:
  - Full service – asset allocation advice and tax reporting
  - Managed discretionary accounts
  - Transactional broking
- Over 4,000 private clients represent over $10.8 billion in FUA plus additional unadvised capital

dixonadvisory

- Team based relationship with client focused on the needs of affluent SMSF clients
- Clients receive advice through Dixon Advisory Investment Committee led recommendations
- Key to the service offering is comprehensive financial and investment advice, strategic financial planning and portfolio administration
- Over 4,800 private clients represent total FUA of $7.3 billion

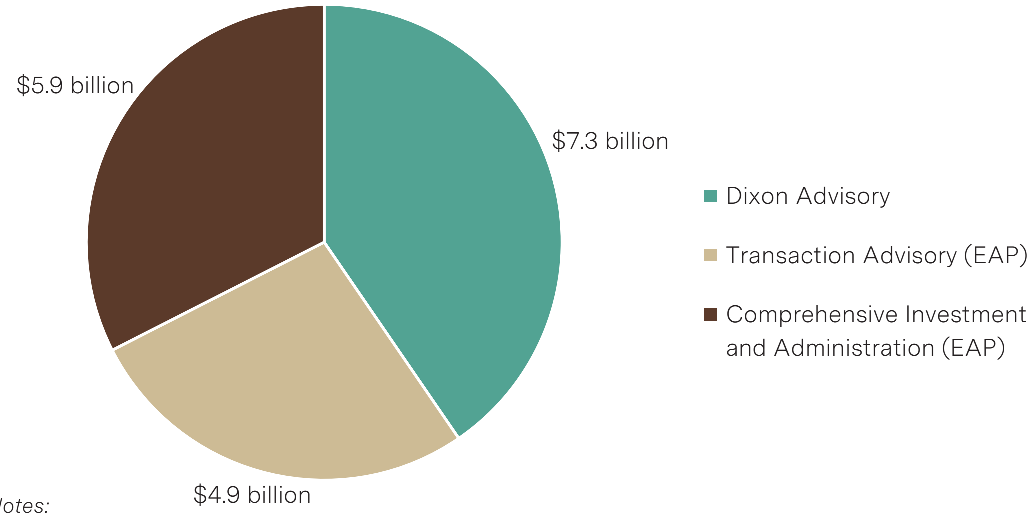
Figure 14: Evans Dixon Wealth Advice client investments by asset class



Notes:

1. As at 28 February 2018

Figure 15: Evans Dixon Wealth Advice client assets by service type



Notes:

1. As at 28 February 2018

(B) OVERVIEW OF EVANS & PARTNERS WEALTH ADVICE

Evans & Partners provides personalised investment and stockbroking services primarily to wholesale and high net wealth investors and seeks to build long term trusted relationships with clients and their families. As of 28 February 2018, Evans & Partners manages over 4,000 individual private client relationships representing $10.8 billion in funds under advice plus additional clients with unadvised capital.

Advice provided by Evans & Partners investment advisors is tailored to client objectives which often include wealth accumulation, capital preservation, income and various other strategies. The services provided to clients are dependent on the client's objectives and service level however typically include traditional transactional stockbroking and investment advice, asset allocation advice, tax reporting and managed accounts.

Clients join the business as either a transactional advisory service client or a comprehensive asset & investment management advisory service client:

- Transactional advisory service: a highly attentive investment advice service. Under this service, clients receive ongoing stockbroking and investment advice from a dedicated investment advisor. Clients are generally charged on a transactional basis through brokerage fees.
- Comprehensive asset & investment management advisory and administrative service: a more comprehensive service that includes formulation of a comprehensive investment strategy, portfolio construction and management, brokerage and a full client reporting system to facilitate all administration, tax and accounting matters. Clients are generally charged an ongoing fee that is a calculated as a percentage of funds under advice.

In addition to investment advisory services, Evans & Partners clients can receive bespoke fee for service advice such as strategic financial planning.

Clients benefit from in depth and insightful advice from a range of sources and industry experts within the firm. Whilst primarily serviced by their dedicated investment advisor, they also receive the benefits of the Evans & Partners research service which includes regular commentary and analysis from Evans & Partners equity research analysts, portfolio managers and macroeconomic insights from the Evans & Partners Chief Investment Officer.

(C) OVERVIEW OF DIXON ADVISORY WEALTH ADVICE

Dixon Advisory specialises in the provision of a full-service portfolio administration, investment advisory and financial strategy solution primarily tailored to affluent self-managed superannuation trustees and retail investors. As of 28 February 2018, Dixon Advisory managed over 4,800 client relationships representing over $7.3 billion in funds under advice.

In managing their SMSFs, clients of Dixon Advisory receive ongoing assistance and personalised advice from a team of specialists across portfolio administration, investment advice and financial strategy.

(i) Portfolio Administration

Dixon Advisory's portfolio administration provides clients with specialist superannuation accounting, administration and taxation services predominantly to SMSF trustees. The administration platform offering is core to Dixon Advisory's value proposition. Built on a combination of in house developed IT and third-party software solutions the platform facilitates an efficient management of each client's affairs. The service is used by individuals, SMSFs, charities and companies who want a compete administration and reporting service for their accounts.

(ii) Investment Advice

In conjunction with the Dixon Advisory Investment Committee, investment advisors provide a comprehensive investment solution for clients to help achieve their investment objectives. Services include establishment and ongoing management of investment strategies, asset allocation and portfolio composition, stockbroking and investment execution.

(iii) Dixon Advisory Investment Committee

The global perspective and investment approach provided by the Dixon Advisory Investment Committee is supported by a wealth of knowledge across domestic and global financial markets. The 7-member committee, with over 180 years combined investment industry experience provides advice aligned to Dixon Advisory's clients.

For the benefit of Dixon Advisory's clients, the Investment Committee considers investment opportunities, asset classes and strategies to assist in achieving the common investment goals of superannuation fund trustees and other investors. Regard is had to the following client objectives:

- protecting capital from the eroding impact of inflation;
- providing income;
- preservation of capital for longevity risk and intergenerational wealth transfer;
- managing volatility; and
- growing capital for wealth accumulation.

Through their investment advisor, Dixon Advisory clients receive a tailored application of the Investment Committee's advice to seek to ensure the best positioning of their family wealth portfolio.

(iv) Strategic Financial Advice

Dixon Advisory's strategic financial advisors work with clients to help them achieve their retirement and general financial goals. Dixon Advisory's financial advisors are specialised in managing the complexities of retirement planning, superannuation legislation, insurance, tax and the various strategies that may be appropriate for each client's circumstances. While servicing predominantly SMSF trustees, Dixon Advisory's financial advisors are equipped to provide personalised advice to a wide range of client types.

(D) CLIENTS

Evans Dixon provides wealth management and advisory services to affluent retail, wholesale and intermediary clients.

- Retail clients: includes SMSF trustees and individuals that either do not satisfy the requirements to be classified as wholesale clients as defined in the Corporations Act or whilst they would satisfy the requirements to be classified as wholesale clients have not been asked or have not chosen to be classified as wholesale clients.
- Wholesale clients: comprises investors defined as sophisticated and professional investors under the Corporations Act. Investors with demonstrated net assets of at least $2.5 million or a gross income of at least $250,000 for the last two years satisfy the requirements to be classified a sophisticated investor. SMSF clients that meet the sophisticated investor requirements are also defined as wholesale investors.
- Intermediary clients: professional investors who provide financial advice to wholesale and retail clients. This typically refers to independent financial advisors and planners or a group of financial advisors and planners.

(E) REVENUE MODEL

Revenue is generated from a number of sources and is both recurring and transactional in nature. The sources of revenue can be summarised as:

- Advisory fees – this includes a combination of fee for service financial and investment advice, ongoing advisory fees calculated as a percentage of assets under advice, brokerage commissions, management fees on investment products, stamping fees on debt and equity market transactions, and other ancillary fees related to the above activities.
- Administration fees – these fees are charged for the provision of administration services of SMSF and non SMSF portfolios. Administration fees are recurring in nature and relate to the maintenance of records and preparation of accounts for SMSF trustees and non SMSF investors. Base administration fees are generally calculated as a percentage of funds under advice and subject to a cap.

3.3.3 CAPITAL MARKETS

(A) OVERVIEW

Evans Dixon provides diversified capital markets services to corporates, institutions and investment vehicles including:

(i) institutional equity and fixed income sales and trading;

(ii) equities research;

(iii) equity and debt capital markets services; and

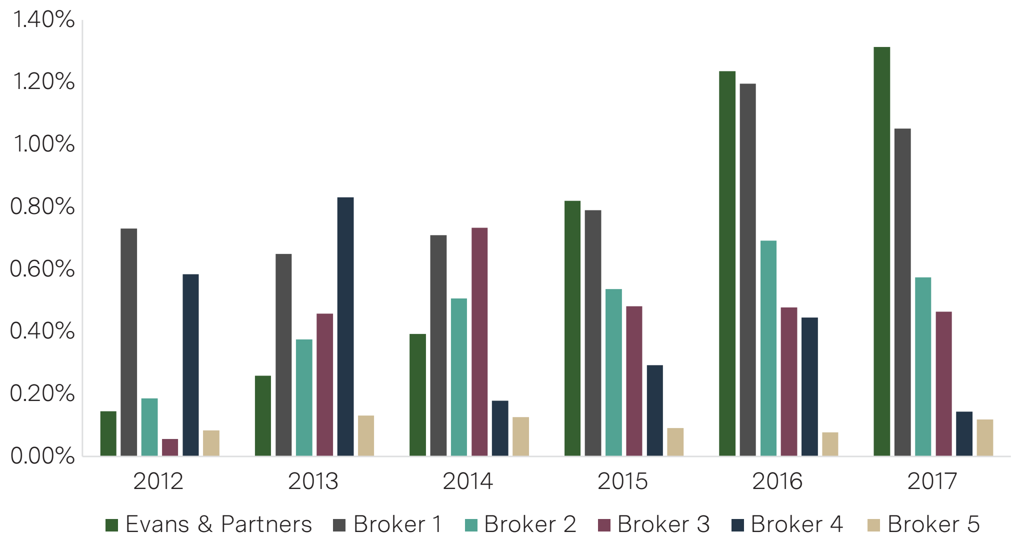
(iv) corporate Advisory and investment origination and fund raising.

(B) INSTITUTIONAL EQUITY AND FIXED INCOME SALES AND TRADING

Operating through Evans & Partners, Evans Dixon provides equities research, dedicated equities and fixed income sales and traditional broking and execution services to corporates and institutional clients such as domestic and global fund managers, family offices, hedge funds, superannuation and pension funds. In CY 2017 Evans & Partners advised and executed on behalf of over 180 institutional clients and facilitated an average monthly trading volume of approximately $1.0 billion via approximately 2,750 trades.

Institutional equity sales and trading is supported by a team of 19 research sales, sales trading and corporate access executives and 14 research analysts with average experience over 16 years and coverage of over 100 stocks in targeted sectors. The executive team's deep client relationships and industry experience helps support consistent recurring revenues. Evans & Partners' research analysts and institutional advisors offer deep sector expertise in identifying alpha generating opportunities and accessing liquidity in the Australian stock market for their clients. Evans & Partners has consciously built a differentiated platform in the Australian market since 2007, focusing on providing high touch sales trading and execution services to its clients. Evans & Partners' high touch, high value research and sales trading service is evidenced by its market share growth relative to its competitors in recent years.

Figure 16: Crossings and Special crossings market share[1] – selected Australian boutiques



Source: Broker market share of specials and crossings trades, IRESS

Notes:

1. Crossing means a transaction in respect of which a Trading Participant acts (a) on behalf of both buying and selling clients to that transaction; or (b) on behalf of a buying or selling client on one side of that transaction and as principal on the other side. Special Crossing means a block trade or large portfolio trade other than by matching of Orders on an Order Block if the Trading Participant acts (a) on behalf of both buying and selling clients; or (b) on behalf of a buying or selling client on one side of the transaction and as Principal on the other side, where the consideration exceeds certain ASIC determined or statutory value thresholds.

(C) EQUITIES RESEARCH

Evans & Partners research analysts produce research reports to inform investors in relation to listed companies by providing industry and financial analysis and views on underlying value and financial prospects. Research is provided to clients to assist them in identifying buying and selling opportunities. Evans & Partners' research team of 14 analysts cover over 100 targeted ASX listed stocks.

In addition, Evans & Partners has a strategic alliance with US headquartered investment bank Jefferies Group LLC to distribute Evans & Partners equity research on a co-branded basis to institutional investors outside Australia. Evans & Partners also provides local equity broking services to Jefferies as part of the alliance. This enhances Evans & Partners' ability to service offshore accounts. The alliance also provides a channel for Evans Dixon to distribute Australian based capital markets offers to overseas clients.

(D) EQUITY AND DEBT CAPITAL MARKETS, CORPORATE ADVISORY, INVESTMENT ORIGINATION AND FUND RAISING

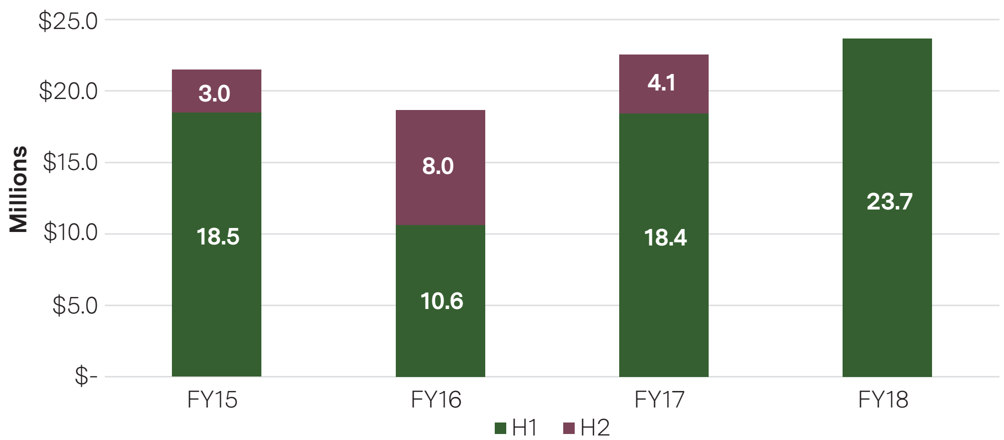
Evans Dixon specialises in the following capital markets services:

- private capital raisings, with a focus on pre-IPO rather than venture capital;
- initial public offerings;
- secondary market raisings, including placements and entitlement offers;
- senior and subordinated debt structuring and distribution;
- hybrid security structuring and distribution;
- corporate broking services, including buy-backs and accumulations; and
- general corporate advice.

Corporate advisory provides advisory services to corporations and investment vehicles focusing primarily on joint lead manager and co-lead manager roles in listed and unlisted debt and equity capital market issues. The dedicated origination and execution team is experienced in Australian markets and internationally.

Services include structuring and arranging as well as assisting with marketing and distribution throughout the fund-raising process.

Figure 17: Evans Dixon gross corporate advisory revenue[1]



Notes:

1. Includes joint lead manager and co-lead manager fees allocated to Capital Markets as well as stamping and selling fees allocated to Wealth Advice.

The above chart illustrates the seasonality of corporate revenue in favour of the first half of the financial year (i.e. July to December), consistent with the broader industry. This is predominantly due to clients wanting to complete transactions prior to the traditional holiday period over Christmas and New Year, during which fundraising is more difficult.

(E) SELECTED EXAMPLES OF EVANS DIXON CAPITAL MARKETS TRANSACTIONS

Since 2010, Evans Dixon and its subsidiaries have been involved in a named capacity in capital raisings representing over $30 billion in capital raised. Examples of recent transactions include:

Table 1: Select examples of Evans Dixon capital markets transactions

COMPANY/ROLE	Date	Deal size	Type
EQUITY CAPITAL MARKETS			
Sole or Joint Lead Manager			
Johns Lyng Group	Oct-17	$96 million	Initial Public Offering of ordinary shares
Convenience Retail REIT	Jul-17	$160 million	Initial Public Offering of ordinary shares
Carbon Revolution	Dec-16	$50 million	Private Capital Raising of ordinary shares
Co-Lead Manager			
Ingham's Group	Nov-16	$596 million	Initial Public Offering of ordinary shares
Reliance Worldwide	May-16	$919 million	Initial Public Offering of ordinary shares
DEBT CAPITAL MARKETS			
Joint Lead Manager			
Commonwealth Bank of Australia	Mar-17	$1,640 million	CBA PERLS IX Capital Notes issue
National Australia Bank	Jun-16	$1,350 million	NAB Capital Notes 2 issue
Australian Unity	Dec-15	$250 million	Senior simple corporate bonds
Macquarie Group	Nov-15	$531 million	MQG Capital Notes 2 issue
INVESTMENT FUND RAISING			
Structurer and Arranger			
New Energy Solar	Dec-17	$205 million	Initial Public Offering of stapled securities
US Masters Residential Property Fund	Dec-17	$200 million	Initial Public Offering of convertible preference units
Evans & Partners Global Disruption Fund	Jul-17	$167 million	Initial Public Offering of ordinary shares

(F) REVENUE MODEL

Capital Markets revenue is earned from a number of sources including:

- corporate advisory fees – being joint lead and co lead manager roles on debt and equity capital raisings, commissions for block trades, and general financial and strategic advice;
- institutional equities and fixed income sales and trading fees – being commissions on securities traded, and fees for the provision of equity research; and
- investment origination fees – being structuring and arranging fees in relation to IPOs and secondary raising for listed and unlisted companies and managed investment schemes.

3.3.4 FUNDS MANAGEMENT

(A) OVERVIEW OF THE FUNDS MANAGEMENT SEGMENT

Funds Management provides specialist global investment management, responsible entity and administration services to Australian and international listed and unlisted investment vehicles across equities, fixed income, property, infrastructure and private equity. The Funds Management segment operates through Walsh & Company and Evans & Partners and operates two joint ventures relating to Australian commercial property and US private equity.

By drawing on the broad experience of the Evans & Partners and Dixon Advisory Investment Committees, Evans Dixon will seek out high quality investment opportunities which are generally not readily accessible to all but the largest institutional investors. Evans Dixon takes these investment opportunities and develops investment vehicles to access these opportunities that are suitable for both Evans Dixon clients and third-party investors. As a result, Evans Dixon has built a track record of active management in traditional asset classes and emerging investment opportunities.

The philosophy that Evans Dixon applies to investment management is summarised below:

- value orientation and total return focus – seeking to invest in high quality businesses and investment opportunities with fundamentally attractive valuations and a focus on total returns;
- research driven, conservative but high conviction – investment selections are based on extensive market research, and while the approach is inherently conservative the strong research element allows for high conviction; and
- asset agnostic, entrepreneurial investment with a flexible approach – no structural bias toward any asset class. Evans Dixon employs an entrepreneurial flexible approach to build operating platforms which can access often out-of-reach markets globally.

(B) KEY STATISTICS

As at 31 December 2017, the Funds Management segment had the following key operating statistics:

- $5.2 billion in assets under management across global equities, residential and commercial property, private equity, fixed income and solar infrastructure;
- 16 separate investment strategies which are being accessed through a combination of managed accounts and managed investment schemes; and
- engaged in two joint ventures to provide access to investment opportunities alongside industry professionals in certain investment themes.

(C) JOINT VENTURES

Walsh & Company currently has two joint ventures with asset class experts in Australian commercial property and US private equity. The purpose of the joint ventures is to provide Walsh & Company with asset class and sector specific expertise to complement its in-house competencies and help realise the goal of bringing the best investment opportunities to clients of Evans Dixon.

(i) Cordish Dixon Private Equity Partners

Cordish Dixon Private Equity Partners is a joint venture between Cordish Private Ventures (CPV) and a related entity of Walsh & Company. CPV is the private equity investment arm of the Cordish Companies, a fourth generation, privately-held, global leader in real estate development, gaming and lodging, and entertainment management. Since 1998, CPV has been investing in and partnering with leading private equity funds across the spectrum of private equity asset classes.

CPV has partnered with Walsh & Company to establish the Cordish Dixon Private Equity Fund Series. This is a series of private equity funds with a focus on USA based small and lower-middle market founder and family-owned businesses seeking growth capital. The first of these funds was established in 2012, and the series has now grown to three ASX listed funds and an unlisted wholesale trust.

(ii) Fort Street Real Estate Capital

Fort Street Real Estate Capital (FSREC) is a specialist Australian property investment and asset manager that was established in 2013 as a joint venture between Fort Street Advisors and a related entity of Walsh & Company. Fort Street Advisers is a Sydney-based corporate advisory business that provides strategic and transactional advice to corporate clients. Real estate advisory is a core competency of Fort Street Advisers, with its executives having been actively involved in a significant number of major transactions in the Australian real estate market since 1992.

FSREC established the Fort Street Real Estate Funds Series. This is a series of unlisted commercial real estate funds with an investment mandate to acquire Australian commercial property, typically targeting investments of $15 million to $75 million, with a focus on office buildings in CBDs, fringe CBDs or major suburban centres, retail centres with a strong non-discretionary bias and strategically located industrial properties. The funds target assets that deliver attractive and stable income and potential for capital growth. The first of these funds was established in 2013 and the series has since grown to three funds representing over $570 million of gross asset value.

(D) CURRENT INVESTMENT FUNDS AND STRATEGIES

A summary of the investment funds and strategies developed by Evans Dixon is shown below.

PROPERTY

Investment Fund/Strategy	DESCRIPTION
US Masters Residential Property Fund US Masters Residential Property Fund: URF, URFPA, URFHA, URFHB, URFHC New York metro residential housing. **Initial size (2011):** $69 million **GAV[1]:** $1.3 billion	The US Masters Residential Property Fund seeks to provide investors with exposure to a diversified portfolio of US-based residential property assets with the potential for attractive long-term returns through a combination of capital growth and net rental income. The fund is focused on the New York metropolitan area. The fund is the largest Australian-listed property trust with a primary strategy of investing in freestanding and multi-tenant US residential property in the New York City metropolitan area.
FORT STREET REAL ESTATE CAPITAL FUND SERIES Fort Street Real Estate Capital Funds Australian commercial property. **Initial size** / **GAV[1]** Fund I (2013): $161 million / $249 million Fund II (2014): $110 million / $177 million Fund III (2016): $140 million / $146 million **Total Series:** $572 million	Established with joint venture partners Fort Street Real Estate Capital, the Fort Street Real Estate Capital Fund series are unlisted trusts that target small-to-medium-sized commercial properties in the office, retail and industrial sectors, predominantly located in major real estate markets on Australia's eastern seaboard. The series aims to provide investors with attractive stable income across market cycles and potential capital growth over the long term. See Joint Ventures in Section 3.3.4(c)(ii) above for further details.

INFRASTRUCTURE

Investment Fund/Strategy	DESCRIPTION
New Energy Solar: NEW Sustainable investment targeting large scale solar power. **Initial size (2016):** $180 million **GAV[1]:** $579 million	New Energy Solar is an award-winning sustainable investment business focused on investing in large scale solar power plants and associated assets that generate emissions-free power. The business' objective is to acquire large-scale solar power plants and associated assets, which have contracted cash flows from creditworthy off-takers, and to help investors generate positive social impacts and financial returns. The business has successfully acquired a large portfolio of assets and has a deep pipeline of opportunities across Australia and the United States. New Energy Solar is Australia's largest listed specialist solar investment business

GLOBAL AND DOMESTIC EQUITIES

Investment Fund/Strategy	DESCRIPTION
Evans & Partners Global Disruption Fund: EGD Exposure to global companies that will benefit from disruptive innovation. **Initial size** (managed accounts) **(2016):** $21 million **Initial size** (ASX listed trust) **(2017):** $167 million **GAV[1]** (including managed accounts): $303 million	The Evans & Partners Global Disruption portfolio, available to investors through managed accounts and ASX listed trust structures, aims to provide investors with capital growth over the long-term through exposure to global companies that will benefit from disruptive innovation. The fund utilises a highly experienced Investment Committee to build a concentrated portfolio of global investments.

Evans & Partners International Strategy

High conviction portfolio of value-creating businesses at reasonable prices.

FUM in Strategy (Dec 2011):	$24 million
GAV[1] (across all structures):	$852 million

The Evans & Partners International portfolio, available to investors through managed accounts and unlisted unit trust structures, was established in 2011 and is a long-only equity strategy accessing markets outside of Australia. The fund employs a bottom up investment approach without reference to any index and targets high quality businesses, with strong balance sheets and quality management that are attractively priced.

Emerging Markets Masters Fund: EMF

Investment in listed companies in the emerging markets through a multi-manager approach.

Initial size (2012):	$68 million
GAV[1]**:**	$192 million

The Emerging Markets Masters Fund was established in 2012, to provide Australian investors with the opportunity to gain access to fund products and managers specialising in the global emerging and frontier markets equity asset class. This will allow investors to benefit from the long-term compelling market and demographic dynamics and attractive return opportunities the asset class provides.

Asian Masters Fund Limited: AUF

Investment in listed companies in the Asia ex-Japan region through a multi-manager approach.

Initial size (2007):	$50 million
GAV[1]**:**	$186 million

The Asian Masters Fund Limited was established in 2007 to provide Australian investors the opportunity to gain exposure to Asian equities fund managers investing in listed stocks in Asia or stocks of companies that derive the majority of their business from Asia. The fund provides investors with exposure to highly experienced Asian equity fund managers.

Australian Equities Portfolios

Large-cap discretionary portfolios tailored to growth, income and tax-effective strategies.

FUM in Strategy (Dec 2011):	$40 million
GAV[1]:	$263 million

Through its operating subsidiary Evans & Partners, Evans Dixon offers a range of Australian equities strategies through managed accounts and managed discretionary account structures, targeting capital growth, income and tax efficient investments.

Australian Governance Masters Fund: AQF

Index style investing with a corporate governance bias.

Initial size (2010):	$29 million
GAV[1]:	$50 million

The Australian Governance Masters Index Fund Limited is an ASX listed investment company that invests in the best governed Australian companies within the S&P/ASX 100 Index, as ranked by its corporate governance analysis. The premise of this fund is that those companies who exhibit superior governance practices operate with a more sustainable business model, deliver stronger financial and operating performance, and subsequently generate excess shareholder returns over the longer term.

PRIVATE EQUITY

Cordish Dixon Private Equity Fund Series

Small to mid-market US private equity.

US$291 million committed to strategy

Fund I (2012): CD1	US$70 million
Fund II (2013): CD2	US$98 million
Fund III (2016): CD3	US$123 million

In 2012 the Cordish Dixon Private Equity Fund Series, a joint venture between Evans Dixon and the Cordish Private Ventures, was established to provide investors with access to a family office style of investing in United States private companies. The series are ASX listed entities, focused on investing with and alongside specialised private equity funds targeting middle-market operating businesses in the US. To date the Cordish family and Dixon co-investment in the series is US$37 million.

See Joint Ventures in Section 3.3.4(c)(i) above for further details.

FIXED INCOME

Evans & Partners Fixed Income Portfolios

Exposure to bespoke portfolios of fixed income securities.

FUM in strategy (Dec 2011):	$55 million
GAV[1]:	$361 million

Through its operating subsidiary Evans & Partners, Evans Dixon offers a range of diversified Australian fixed income strategies through managed accounts and managed discretionary account structures, targeting low volatility of returns and regular income.

Australian Masters Yield Fund Series

Exposure to a portfolio of fixed income securities.

Initial size:

Fund I (2010):	$91 million
Fund II (2011):	$43 million
Fund III (2011):	$98 million
Fund IV (2012):	$100 million
Fund V (2012):	$101 million

The Australian Masters Yield Fund is a series of three funds which provide investors with exposure to a global portfolio of fixed income securities with attractive risk adjusted returns. The series aims to provide investors an attractive rate of income and consistent dividends and minimise default risk through a diversified portfolio of income investments. Of the five funds in the series, three have returned their capital to investors and been wound up.

Australian Masters Corporate Bond Fund Series

Exposure to a portfolio of fixed income securities.

Initial size:

Fund I (2008):	$54 million
Fund II (2008):	$36 million
Fund III (2009):	$41 million
Fund IV (2009):	$72 million
Fund V (2010):	$77 million

The Australian Masters Corporate Bond Fund series provided investors with the opportunity to gain access to a diversified portfolio of quality corporate bonds, not usually accessible to retail investors. The funds provided exposure to a diversified portfolio of bonds issued in Australia and denominated in Australian dollars. All five funds in the series have returned their capital to investors and been wound up.

Notes:
1. GAV denotes gross asset value in Australian dollars held by or in the relevant investment fund or strategy as at 31 December 2017.

(E) DIXON PROJECTS

Dixon Projects provides bespoke project management, design and architectural services for the renovation of residential and commercial property that is focussed on the New York City metropolitan area. Established in 2012, Dixon Projects provides these services to predominantly institutional and selected individual real estate investors who seek a full service renovation solution for their property that is backed by an investment-minded approach. Dixon Projects employs an in-house team of over 60 professionals with expertise in project management, real estate analysis, architecture, design and construction.

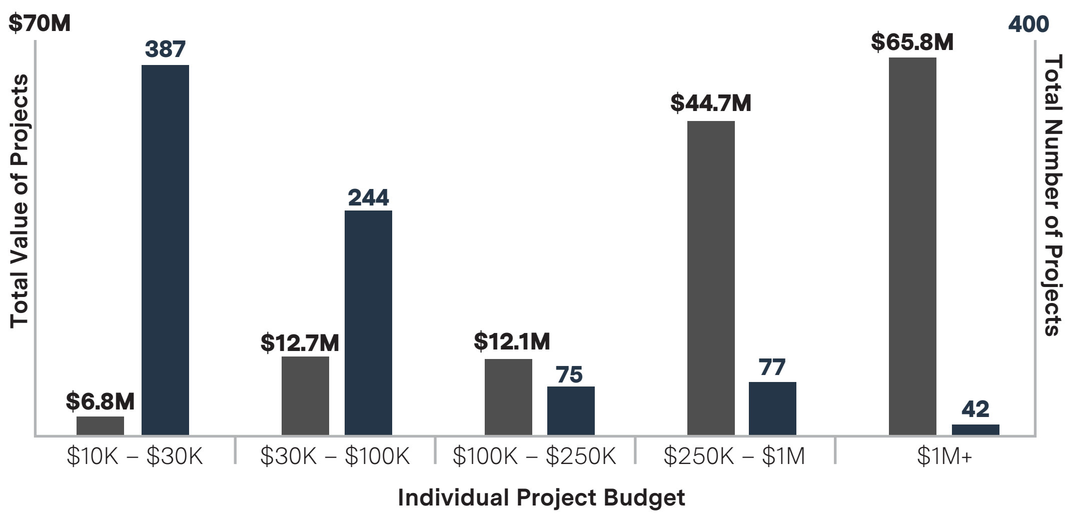
Figure 18: Dixon Projects service offering

Acquisition Investment Properties Personal Residences Off-Market Deals Market Research	**Planning** Zoning Analysis Violation Reports Budget/Value Engineering Existing Conditions	**Approvals & Permitting** DOB, HPC and LPC Filing Strategy Planning/Community Board Reviews	**Expansion** Excavation Extension Rooftop Decks
Restoration & Rehabilitation Milwork Plasterwork Brownstone Facades	**Architecture** Floor Plans/Schematic Design Expediting Construction Documents Systems (HVAC, Plumbing, Electric)	**Interior Design** Mood Boards/Renderings Aesthetic Review Finish Schedule	**Construction & Procurement** Project Management Progress Reporting Cost Analysis Supplier Discounts Contractor Negotiation Quality Control

As at 31 December 2017, Dixon Projects has successfully completed over 800 renovations since its establishment in 2012, with renovations ranging from single room updates such as a new kitchen or bathroom, through to full gut renovations of historic brownstone properties. In recognition of its achievements, Dixon Projects LLC has received numerous awards from industry bodies including:

- The 2017 Global Choice American Residential Design Award;
- The 2015 Anchin Rising Star Award in New York City Construction; and
- The 2014 Theodore Conrad Award from the Jersey City Landmarks Conservancy.

Figure 19: Dixon Projects renovation history



Source: Evans Dixon

Figure 20: Example of Dixon Projects residential renovation – Ogden Ave, Jersey City, NJ

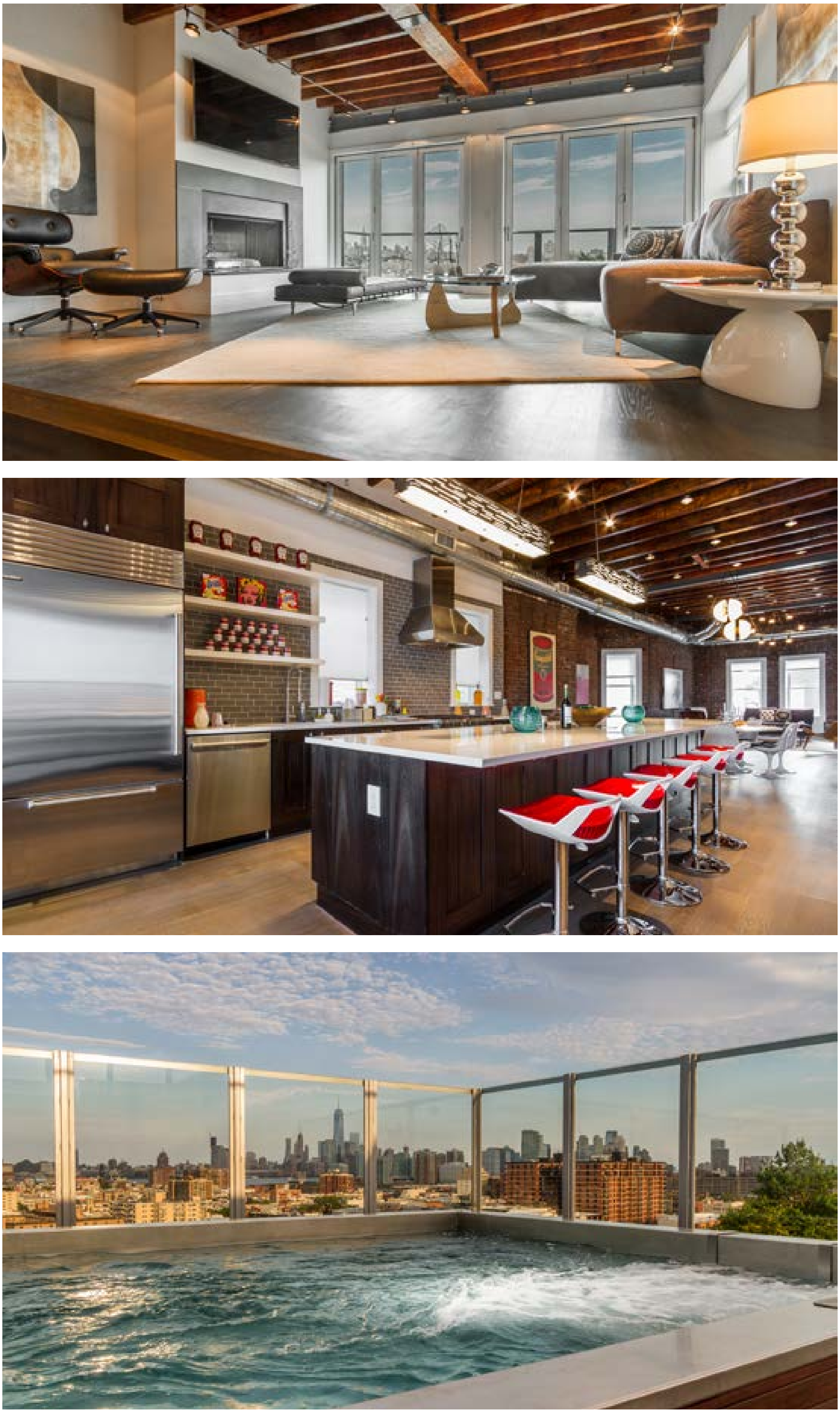


Figure 21: Example of other Dixon Projects residential renovations

The current clients of Dixon Projects include:

(i) **US Masters Residential Property Fund**

US Masters Residential Property Fund (URF) is a Walsh & Company registered managed investment scheme and the largest institutional buyer of single family residential property in the New York metropolitan area. URF is undertaking a multi-year renovation program following its purchase of a substantial number of unrenovated properties. As at 31 December 2017, approximately 30% (by value) of URF's properties were undergoing renovation or turnover.

(ii) **Third party real estate investors and owners**

Dixon Projects offers bespoke services to third party real estate investors and owners in the New York metropolitan area who are looking to buy, and or, renovate both residential and commercial real estate.

(F) REVENUE MODEL

The Funds Management segment generates fee revenue from the provision of a range of services to the current suite of investment funds and investors in the managed account strategies. Fees can be either recurring or transactional in nature. The services and associated fees charged by Evans Dixon are summarised below.

(i) **Responsible entity and administration services**

Through its subsidiary Walsh & Company Investments Limited, Evans Dixon provides responsible entity and administration services to a range of managed investment schemes. Typical services include providing strategic direction, monitoring of operations, management of regulatory requirements, company secretarial duties, investor relations and general administrative services. Responsible entity and administrative services fees are typically charged as a percentage of gross assets being managed.

(ii) **Investment management fees**

Investment management fees are generated when Walsh & Company or Evans & Partners performs the investment management function for a fund or investment strategy. The types of services provided can include asset allocation, investment strategy implementation, portfolio construction, financial analysis, ongoing monitoring of existing investments and risk management. Investment management fees are typically calculated as a percentage of a gross assets being managed.

(iii) **Transaction based fees**

Transaction based fees are generated for services provided to funds in executing significant one-off transactions such as asset acquisitions, asset disposals and the arranging of debt facilities. Transaction based fees are typically calculated as a percentage of the gross value of the relevant transaction.

(iv) **Performance fees**

Performance fees are earned where performance of a relevant fund exceeds a pre-agreed hurdle. Performance fees are typically calculated as a percentage of the fund's outperformance over the relevant hurdle.

(v) **Professional services fees**

Professional service fees include fees for design, architectural and project management services provided to either Walsh & Company managed funds or external clients. Professional service fees are charged at either an agreed hourly rate or as a percentage of the total project value.

(vi) **Accounting services fees**

Australian Fund Accounting Services Pty Limited (AFAS) is a subsidiary of Evans Dixon and provides accounting services to various funds managed by Walsh & Company. AFAS charges a capped annual fee to each fund for these services.

3.3.5 EVANS DIXON SOLUTIONS

Key to ensuring the highest quality delivery of service to its clients and ultimately Evans Dixon's success is the contribution made by supporting teams. This includes back and middle office functions such as People and Culture, Risk and Compliance, IT and business process improvement and Marketing.

(A) PEOPLE AND CULTURE

Evans Dixon prides itself on attracting and retaining top staff from university graduates to experienced senior professionals. Recently, Evans Dixon was ranked No. 1 in Australia's Top Graduate Employer Rankings in 2018, according to the Australian Association of Graduate Employers.

Assisting the recruitment and ongoing mentoring of staff is a dedicated people and culture team. Staff selection is supported by third party resources and psychometric testing. The firm has a clear focus on ensuring each team is capable and adaptable to new business opportunities and challenges. Evans Dixon consistently has active secondment programs available across business units, cities and countries.

(B) RISK AND COMPLIANCE

Evans Dixon's specialist in house compliance and risk management team has expertise across retail and institutional financial services. Evans Dixon seeks to operate a scalable risk and compliance framework supported IT infrastructure and mobility of staff across disciplines to be well positioned to respond to regulatory and legislative changes. In addition, proactive implementation of policies and frameworks helps to instil robust companywide compliance.

(C) IT AND BUSINESS PROCESS IMPROVEMENT

Since 2007, Evans Dixon has built in house solutions to meet fluid business and client needs. Today a dedicated team of developers and business processes executives help manage existing and develop new technology infrastructure that supports all facets of the business, driving efficiencies and improvements across execution, compliance and service delivery. The benefits of Evans Dixon technology solutions extend to clients and the business. A snapshot of the interfaces that are available to clients and staff are shown below:

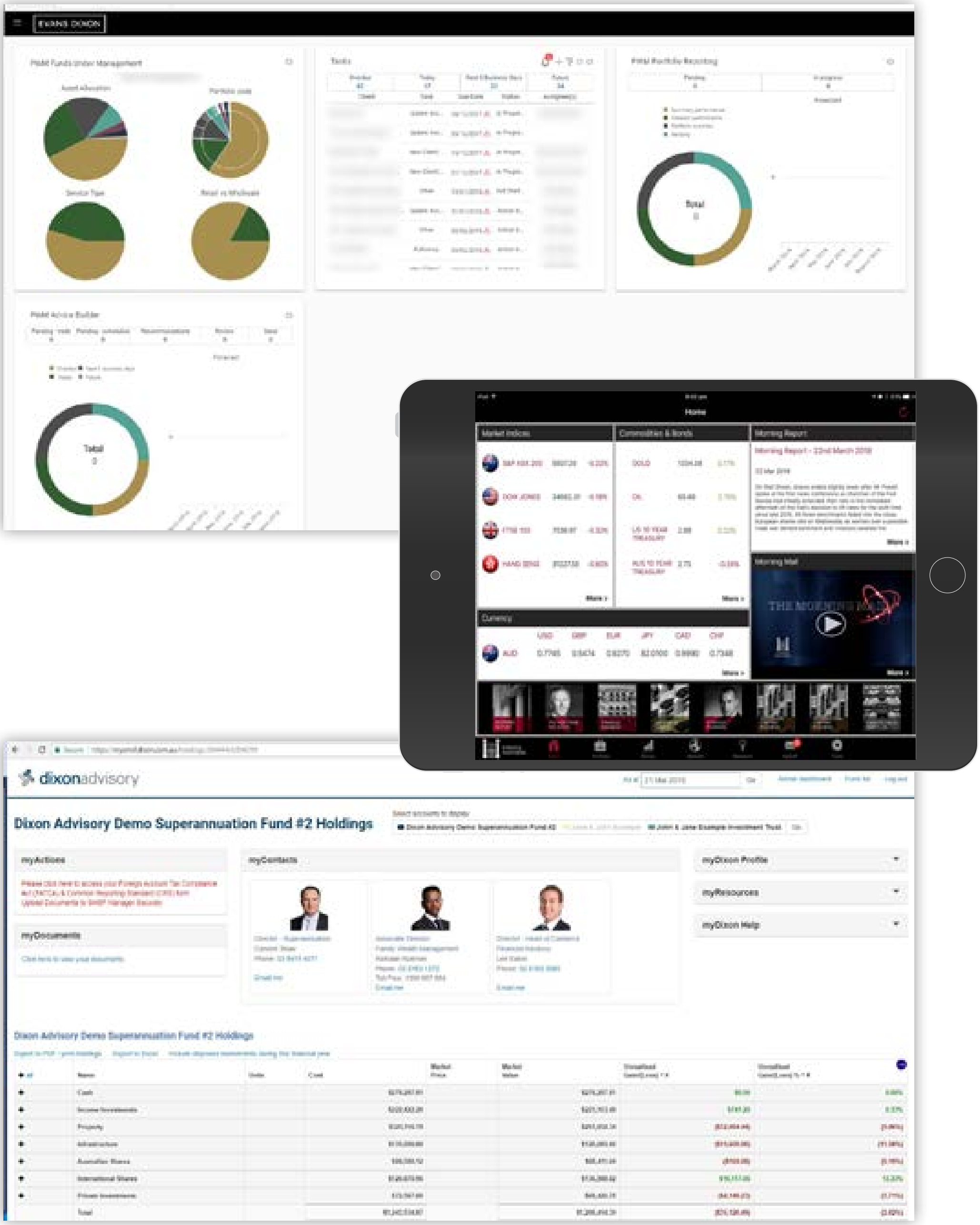
(i) For clients

Clients receive access to client portal with intuitive design and usability. The portal contains important client information regarding their advice investments in addition to portfolio and performance reporting tools. The portal also facilitates inflow and outflow of important client information and communications from the Company.

(ii) For staff and the business

Evans Dixon's advice management system help facilitate seamless and efficient provision of advice to its clients across the entire advice process. The system has been designed with compliance and practice management front of mind to help ensure consistently high-quality advice.

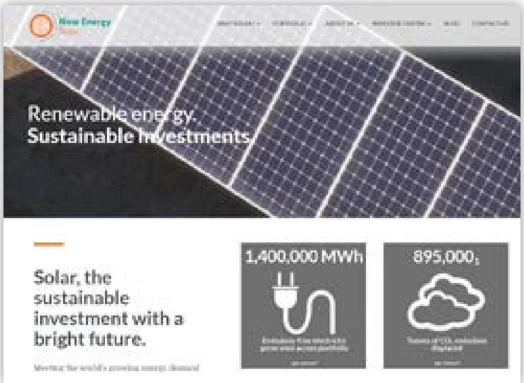
Figure 22: Client and advisor interface

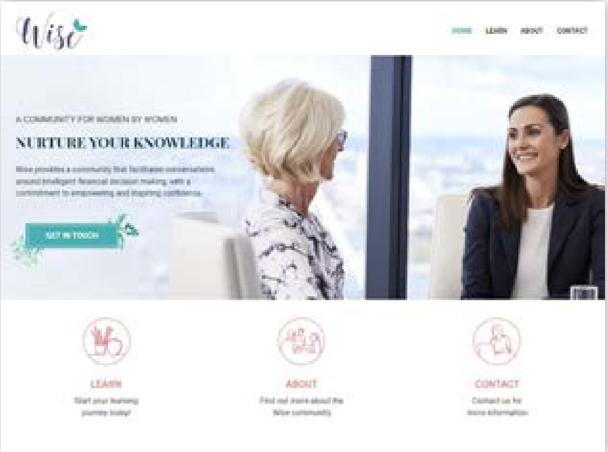


Source: Evans Dixon

(D) MARKETING

Evans Dixon has significant depth of marketing capabilities across two continents which helps support each part of the Evans Dixon business. Specialisation includes project management, branding, communications strategy, lead generation, content creation, presentation design, digital marketing strategy, web development and investor and client events.






Evans Dixon WISE event


Dixon Advisory Investor Conference

3.4 CORPORATE VALUES

Evans Dixon prides itself on placing every individual, corporate and institutional client at the heart of what it does. The core values behind how Evans Dixon deals with every one of its clients are that of insightful, innovative, aligned and personalised advice.

3.4.1 AWARDS

Evans Dixon has received many retail industry awards attesting to its service excellence and corporate integrity. The following list highlights a number of the Group's most recent honours.

- Australian Association of Graduate Employers – Top ranked Australian graduate employer 2018
- Australian Business Award 2017 – ABA100 Winner for Service Excellence
- Australian Business Award 2017 – ABA100 Winner for Eco Innovation
- Financial Review Smart Investor – Blue Ribbon Award – Best SMSF Advice House 2016
- Australian Business Award – Service Excellence 2016
- Australian Business Award – Eco Innovation 2016
- Financial Review Smart Investor – Blue Ribbon Award – Best SMSF Advice House 2015
- Financial Review Smart Investor – Blue Ribbon Award – No.1 SMSF Provider 2015

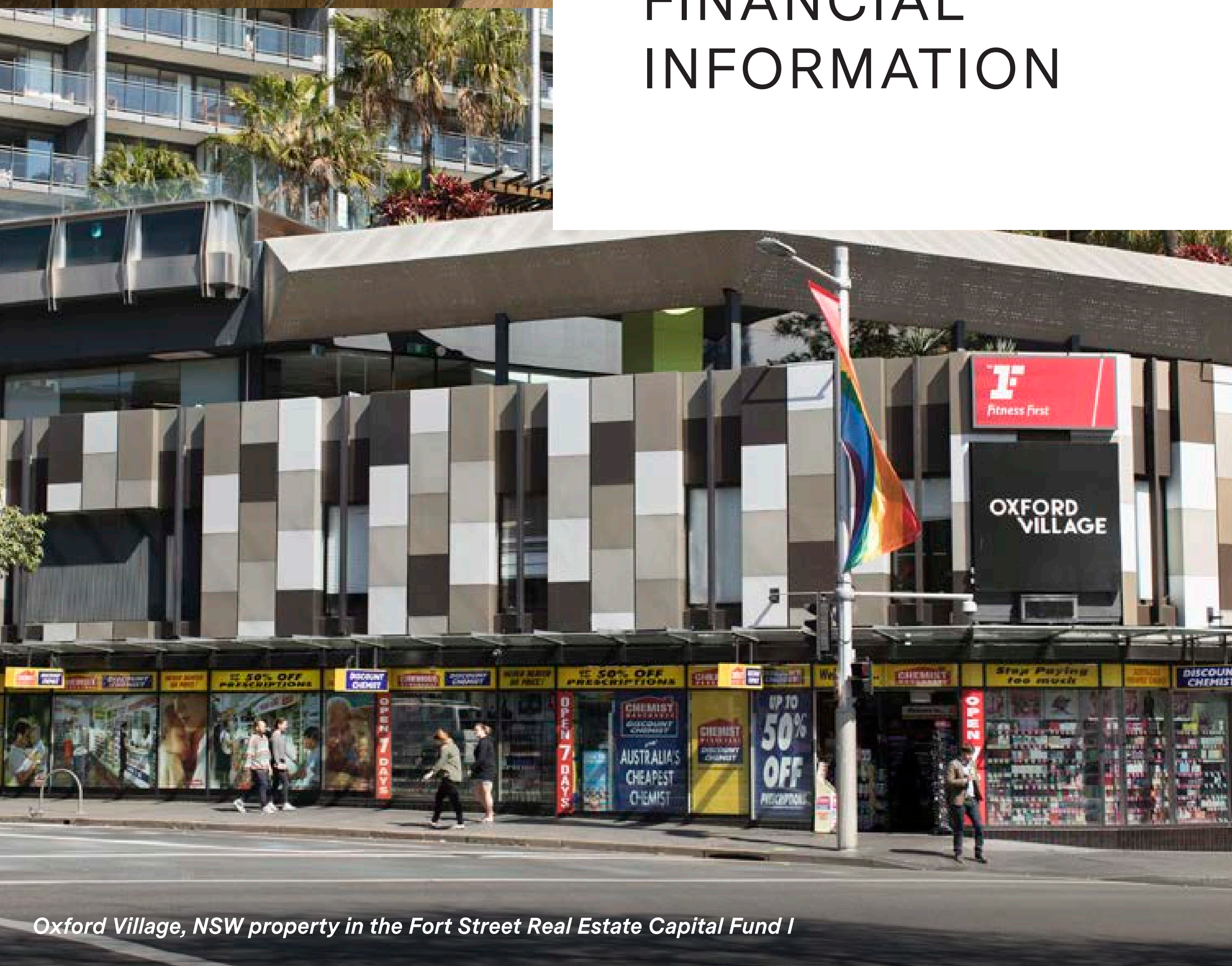
3.5 KEY GROWTH OPPORTUNITIES

Evans Dixon has a track record of substantial growth in both FUA and company profitability. The management of Evans Dixon are focused on continuing to grow revenues and profits for the benefit of Shareholders. To do this, Evans Dixon is focused on executing the following strategic initiatives:

- continue to organically grow Wealth Advice revenues through attracting new clients;
- continue to grow Capital Markets and Funds Management revenues through investment in origination capability, the creation of new funds and increasing the level of external distribution of products and services;
- expanding the geographical footprint of Evans Dixon to grow market share in currently underserviced markets; and
- consider investments, acquisitions and mergers that offer similar or complementary services that would benefit clients and the Company.

Interior photo of a property in the US Masters Residential Property Fund portfolio.

04 FINANCIAL INFORMATION



Oxford Village, NSW property in the Fort Street Real Estate Capital Fund I

4. Financial information

4.1 INTRODUCTION

4.1.1 FINANCIAL INFORMATION

Financial information for Evans Dixon contained in this Section 4 is set out below for the historical financial years ended 30 June 2016 (FY16) and 30 June 2017 (FY17), for the half year ended 31 December 2017 (1H18), and for the forecast financial year ending 30 June 2018 (FY18).

This Section 4 contains a summary of:

- the historical financial information for Evans Dixon, comprising:
  - historical consolidated statements of profit or loss and other comprehensive income for FY16, FY17 and 1H18 (Historical Income Statements);
  - the historical consolidated statements of cash flows for FY16, FY17 and 1H18 (Historical Cash Flows); and
  - the historical consolidated statement of financial position as at 31 December 2017 (Historical Balance Sheet),

  (together, Historical Financial Information);
- the pro forma historical financial information for Evans Dixon comprising:
  - pro forma historical consolidated statements of profit or loss and other comprehensive income for FY16, FY17 and 1H18 (Pro forma Historical Income Statements);
  - pro forma historical consolidated statements of cash flows for FY16, FY17 and 1H18 (Pro forma Historical Cash Flows); and
  - pro forma historical consolidated statement of financial position as at 31 December 2017 (Pro forma Historical Balance Sheet),

  (together, Pro forma Historical Financial Information); and
- the forecast financial information for Evans Dixon comprising:
  - the statutory forecast consolidated statement of profit or loss and other comprehensive income (Statutory Forecast Income Statement) and the statutory forecast consolidated statement of cash flows (Statutory Forecast Statement of Cash Flows) for FY18 (Statutory Forecast Financial Information); and
  - the pro forma forecast statement of profit or loss and other comprehensive income (Pro forma Forecast Income Statement) and the pro forma forecast statement of cash flows (Pro forma Forecast Statement of Cash Flows) for FY18 (Pro forma Forecast Financial Information),

  (together, Forecast Financial Information).

The Historical 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.

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 4.3.5 and 4.4.2);
- a description of the key profitability metrics impacting Evans Dixon'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 (see Section 4.6) and Forecast Financial Information (see section 4.8);
- Evans Dixon's general and specific 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); and
- a summary of Evans Dixon's proposed dividend policy (see Section 4.10).

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, including Evans Dixon's significant accounting policies in Appendix A.

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 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 Evans Dixon, together with the forecast financial performance and cash flows. The Directors are responsible for the preparation and presentation of the 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 AAS applicable to annual financial reports prepared in accordance with the Corporations Act.

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

Evans Dixon operates and reports under three reportable segments in accordance with Australian Accounting Standard AASB 8 Operating Segments.

4.2.2 PREPARATION OF HISTORICAL FINANCIAL INFORMATION

The Historical Financial Information for Evans Dixon has been extracted from the financial reports of the Group covering FY16, FY17 and 1H18, inclusive of the acquisition of Evans & Partners Pty Limited in FY17 on 1 February 2017. The annual reports were audited by Deloitte Touche Tohmatsu in accordance with the Australian Auditing Standards. Deloitte Touche Tohmatsu issued an unmodified audit opinion on the annual reports. The half-year financial report was reviewed by Deloitte Touche Tohmatsu in accordance with the Auditing Standard on Review Engagements ASRE 2410 Review of a Financial Report Performed by the Independent Auditor of the Entity. Deloitte Touche Tohmatsu issued an unmodified review conclusion on the half year financial report.

The Historical Financial Information for Evans and Partners Pty Limited prior to acquisition (See Section 4.3.6) has been extracted from the annual reports of Evans and Partners Pty Limited covering FY16 and FY17. The annual reports were audited by Pitcher Partners in accordance with Australian Auditing Standards. Pitcher Partners issued an unmodified audit opinion on the annual reports.

The consolidated accounts reflect the income and expenses, cash flows, and the assets and liabilities of all entities comprising the Group on a consolidated basis for each of these periods. All intercompany balances between entities comprising the Group, including any unrealised profits or losses, have been eliminated on consolidation.

4.2.3 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 Evans Dixon adjusted for certain significant transactions that will not be applicable to Evans Dixon in the future, and other pro forma adjustments. The pro forma adjustments are described further in Section 4.3.5 and Section 4.4.2.

The Pro forma Historical Income Statements and Pro forma Historical Cash Flows presented in this Prospectus do not include a pro forma adjustment to reflect the contribution of Evans & Partners prior to consolidation into the Group accounts as at 1 February 2017. Following the merger, Evans Dixon has changed significantly and presenting the Historical Pro Forma Income Statement with a full year contribution of Evans & Partners in FY2016 and seven months of contribution in FY2017, without significant adjustments, is not considered reflective of the business had the merger occurred prior to the actual acquisition date, 1 February 2017. See Section 4.3.6 for further details, which provides, for illustrative purposes only, an illustrative income statement showing the full year contribution of Evans & Partners prior to acquisition.

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; and
- the operating and capital structures that will be in place following the Offer as if they had occurred or were in place as at 31 December 2017.

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

4.2.4 PREPARATION OF THE FORECAST FINANCIAL INFORMATION

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

The Directors have prepared the Forecast Financial Information with due care and attention, and consider all 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 Evans Dixon's actual financial performance, cash flows or financial position. Accordingly, none of Evans Dixon, the Directors, Evans Dixon'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 Financial Information of Evans Dixon for FY18 has 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 Evans Dixon for FY18 are based on the Statutory Forecast Income Statement and the Statutory Forecast Cash Flows, adjusted to exclude the costs of the Offer and other items which are not expected to reoccur in the future. Section 4.3.5 provides a reconciliation between the Statutory Forecast Income Statement and the Pro forma Forecast Income Statement of Evans Dixon 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 Pro forma 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.

4.2.5 NEW AND REVISED ACCOUNTING STANDARDS

The AASB has recently issued revised standards in relation to revenue recognition, leases and financial instruments. The revised standards in relation to revenue recognition and financial instruments will become effective for reporting periods commencing on or after 1 January 2018 and therefore are applicable to the Company for the reporting period commencing 1 July 2018 (ending 30 June 2019). The revised leases standard will become effective for periods commencing on or after 1 January 2019 and therefore is applicable to the Company for the reporting period commencing 1 July 2019 (ending 30 June 2020). The Forecast Financial Information does not consider the effect of the new standards as they are not yet effective in the forecast period. Evans Dixon is in the process of determining the impact of implementation of these standards, and based on the analysis undertaken to date, the impact on Evans Dixon's net profit after tax is not expected to be material on the adoption of these standards.

4.2.6 EXPLANATION OF NON-IFRS AND OTHER FINANCIAL MEASURES

Evans Dixon 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 Evans Dixon 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, Evans Dixon uses the following non-IFRS financial measures:

- net revenue is defined as total revenue less the cost of goods sold incurred in the provision of such services. This includes trading execution, clearing and settlement costs, commissions paid relating to real estate brokerage services and costs directly incurred in the provision of project management, design and architectural services of which an equivalent amount revenue is recognised in accordance with the relevant accounting policies;
- Amortisation of acquired intangibles relates to the amortisation of Evans & Partners client relationship intangible asset acquired through the merger of Dixon Advisory & Evans & Partners on 1 February 2017, additional amortisation relating to Evans & Partners software which was revalued upon acquisition, and amortisation of executive non-complete agreements (Refer to Section 6.8.1).
- Capital expenditure: includes investment in plant and equipment including leasehold improvements, as well as software and licence assets;
- EBITDA: earnings before interest, tax, depreciation and amortisation;
- EBITDA margin: EBITDA divided by net revenue;
- EBITA: earnings before interest, tax, and amortisation of acquired intangible assets;
- EBIT: earnings before interest and tax;
- NPBT: net profit before tax;
- NPAT: net profit after tax attributable to shareholders;
- NPAT margin: NPAT divided by net revenue; and
- NPATA: net profit after tax excluding amortisation of acquired intangible assets.

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 2 sets out the Pro forma Historical, Pro forma Forecast and Statutory Forecast Income Statements for FY16 to FY18.

The reconciliation of the Pro forma Historical Income Statements to the Statutory Historical Income Statements and the reconciliation of the Pro forma Forecast Income Statement to the Statutory Forecast Income Statement are outlined in Section 4.3.5.

Table 2 - Pro forma Historical, Pro forma Forecast and Statutory Forecast Income Statements

		Pro forma historical[12]		Pro forma Forecast[12]	Statutory Forecast
$'000s	Notes	FY16	FY17[14]	FY18	FY18
Revenue					
Provision of services	1	158,056	203,749	280,825	280,825
Interest received		370	275	254	254
Share of profits of jointly controlled entities	2	153	1,153	5,022	5,022
Other income		3,312	3,192	5,562	5,562
Total revenue		**161,891**	**208,369**	**291,663**	**291,663**
Expenses					
Property design, renovation and maintenance expense	3	(55,885)	(51,227)	(57,209)	(57,209)
Employee benefits expense	4, 13	(50,124)	(90,250)	(130,774)	(140,887)
Administrative expense	5, 12	(9,737)	(10,608)	(11,201)	(11,201)
Occupancy expense	6	(4,432)	(7,176)	(9,116)	(9,116)
Advertising expense	7	(3,083)	(3,649)	(3,410)	(3,410)
Information technology expense	8	(1,657)	(4,668)	(8,280)	(8,280)
Travel and accommodation expense		(1,236)	(1,862)	(2,180)	(2,180)
Other expenses	9, 13	(8,216)	(16,974)	(26,856)	(29,016)
Total expenses		**(134,370)**	**(186,414)**	**(249,026)**	**(261,299)**
EBITDA		**27,521**	**21,955**	**42,637**	**30,364**
Depreciation and amortisation expense		(2,918)	(3,836)	(5,818)	(5,818)
EBITA		**24,603**	**18,118**	**36,819**	**24,546**
Amortisation of acquired intangibles	10	-	(429)	(1,731)	(1,731)
Finance costs	11	(29)	(108)	(78)	(2,632)
NPBT		**24,574**	**17,581**	**35,010**	**20,183**
Income tax expense		(10,737)	(5,984)	(9,492)	(4,982)
NPAT		**13,837**	**11,598**	**25,519**	**15,201**
NPATA		**13,837**	**12,026**	**27,249**	**16,932**

Notes:

1. Provision of services relates to revenue earned from the business activities of each operating segment. Refer to Section 4.3.3 which sets out the sources of segment revenue and Appendix A which sets out the Company's revenue recognition policies.

2. Share of profits of jointly controlled entities refers to the consolidated net income of jointly controlled entities which operate within the funds management segment.

3. Property design, renovation and maintenance expense reflects the cost of goods sold incurred in the provision of project management, design and architectural services of which an equivalent amount revenue is recognised in the provision of services revenue item in accordance with the relevant accounting policies.

4. Employee benefits expense includes salaries, bonuses, payroll taxes and other on-costs related to Evans Dixon's employees.

5. Administrative expense includes legal, consulting, audit and insurance expenses.

6. Occupancy expense includes rental expense, utilities and other operating costs for each of Evans Dixon's offices.

7. Advertising expense primarily relates to print and online advertising expenses.

8. Information technology expense includes telecommunications, internet, computer software and other related expenses.

9. Other expenses primarily relate to costs directly attributable to the provision of services such as trading execution, clearing and settlement costs, commission expenses, client entertainment and venue hire, direct costs relating to funds management services and other miscellaneous expenses.

10. Amortisation of acquired intangibles relates to the amortisation of Evans & Partners client relationship intangible asset acquired through the merger of Dixon Advisory and Evans & Partners on 1 February 2017, additional amortisation relating to Evans & Partners software which was revalued upon acquisition, and amortisation of executive non-compete agreements (Refer to Section 6.8.1).

11. Finance costs relate to interest expenses on borrowings, including Evans Dixon's facility with Westpac Banking Corporation and related interest rate swap as well as amortisation of capitalised costs and fees incurred in the establishment of the facility. Finance costs relating to the Westpac Banking facility which will be repaid using proceeds from the Offer have been removed from the Pro forma Historical Income Statements and Pro forma Forecast Income Statement.

12. The Pro forma Historical Financial Information and the Pro forma Forecast Financial Information administrative costs include the Company's estimate of the incremental costs that it will incur as a publicly listed company, which are recognised on a pro rata basis in the FY18 Statutory Forecast Financial Information.

13. Employee benefits expense and Other expenses include one-off expenses that have been occurred prior to and as a result of the IPO, including IPO expenses. A reconciliation of Pro forma NPAT and Statutory NPAT for FY16, FY17 and FY18 is presented in Section 4.3.5.

14. The FY17 Pro forma Historical Income Statement includes five months contribution of trading from Evans & Partners since the date of the merger on 1 February 2017.

4.3.2 KEY OPERATING AND FINANCIAL METRICS

Table 3 sets out the key profitability metrics of Evans Dixon for FY16 and FY17 on a pro forma basis.

Table 3 – Key operating and financial metrics

		Pro forma historical and forecast[6]				
	Notes	FY16	FY17	1H18	2H18[7]	FY18 Pro Forma
Operating metrics	1					
Average						
Average funds under advice (A$M)	2					
Dixon Advisory (A$M)		5,802	6,342	7,052	7,393	7,222
Evans & Partners (A$M)		n/a	n/a	10,148	10,835	10,561
Average funds under management (A$M)	3	3,827	4,591	4,906	5,291	5,099
Average headcount (Australia)	4	401	464	481	481	481
Average headcount (USA)	4	109	132	149	150	150
End of period						
Funds under advice (A$M)	2					
Dixon Advisory (A$M)		5,871	6,736	7,336	7,476	7,476
Evans & Partners (A$M)		n/a	n/a	10,451	10,966	10,966
Funds under management (A$M)	3	4,003	4,820	5,167	5,628	5,628
Headcount (Australia)	4	437	487	475	477	477
Headcount (USA)	4	127	146	147	153	153
Financial metrics	5					
EBITDA margin		32.8%	15.9%	20.6%	18.5%	19.5%
NPAT margin		16.5%	8.7%	14.0%	11.0%	12.5%

Notes:

1. Pro forma historical operating metrics in periods prior to the consolidation of Evans & Partners into Evans Dixon are inclusive of a full period of contribution from Evans & Partners.

2. Funds under advice represents the total client funds advised by Evans Dixon within the Wealth Advice segment through Dixon Advisory and Evans & Partners. Equivalent FUA data relating to Evans & Partners prior to the merger with Dixon Advisory is not available due to differences in the way the business historically tracked funds under advice.

3. Funds under management refers to the gross assets invested in Evans Dixon investment vehicles and strategies where investment management services are provided.

4. Includes all full time and part time Evans Dixon employees pre and post merger.

5. Key financial metrics are presented consistent with the pro forma financial information presented in Section 4.3.1. Refer to Section 4.2.6 for explanations of non-IFRS and other financial measures.

6. The Statutory Forecast Financial Information for FY18 includes one-off pre-Offer costs and Offer costs and 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.

7. 2H18 refers to the six month forecast period 1 January 2018 to 30 June 2018.

4.3.3 SEGMENT INFORMATION

From 1 July 2017, Evans Dixon's operations are split into three operating segments, Wealth Advice, Capital Markets and Funds Management. For more information on these operating segments see Section 3.3.2 for Wealth Advice, Section 3.3.3 for Capital Markets and Section 3.3.4 for Funds Management.

In addition, to the three operating segments, the Group aggregates expenses that do not fall under any of the three operating segments into a separate category. This category is referred to as corporate unallocated as there is no basis to accurately allocate these expenses to any of the three operating segments.

Table 4 – Pro forma forecast segment net revenue and EBITDA

		FY18 Forecast
$'000s	Notes	Pro forma
Net Revenue		
Wealth Advice		93,089
Capital Markets		44,446
Funds Management		80,841
Corporate Unallocated		254
Total Net Revenue	**1**	**218,631**
Expenses		
Wealth Advice		76,550
Capital Markets		26,551
Funds Management		54,083
Corporate Unallocated		18,809
Total Expenses	**2**	**175,994**
EBITDA		
Wealth Advice		16,539
Capital Markets		17,895
Funds Management		26,758
Corporate Unallocated		(18,555)
Total EBITDA		**42,637**

Notes:

1. Net revenue, as defined in Section 4.2.6, takes into account cost of goods sold of $73.0 million in the forecast period.

2. Total expenses do not include cost of goods sold of $73.0 million (which has been included in net revenue).

4.3.4 HISTORICAL INCOME STATEMENTS

Table 5 – Historical Income Statements sets out the Historical Income Statements for FY16, FY17 and 1H18 extracted from the consolidated accounts for the Group. FY16 and FY17 have been reconciled with the Pro forma Historical Income Statements in Section 4.3.5.

Table 5 – Historical Income Statements

		Statutory Historical		
$'000s	Notes	FY16	FY17	1H18
Revenue				
Provision of services		169,945	217,708	141,386
Interest received		370	275	134
Share of profits of jointly controlled entities		153	1,153	4,367
Other income		3,312	3,192	2,060
Total revenue		**173,780**	**222,328**	**147,947**
Property design, renovation and maintenance expense		(55,885)	(51,227)	(29,821)
Employee benefits expense		(49,524)	(89,650)	(65,281)
Administrative expense		(9,737)	(10,608)	(6,244)
Occupancy expense		(4,432)	(7,176)	(4,595)
Advertising expense		(3,083)	(3,649)	(1,635)
Information technology expense		(1,657)	(4,668)	(4,298)
Travel and accommodation expense		(1,236)	(1,862)	(1,030)
Other expenses		(10,111)	(18,952)	(12,659)
Total expenses		**(135,665)**	**(187,792)**	**(125,562)**
EBITDA		**38,115**	**34,536**	**22,385**
Depreciation and amortisation expense		(2,918)	(3,836)	(2,375)
EBITA		**35,197**	**30,700**	**20,010**
Amortisation of acquired intangibles		-	(429)	(514)
Finance costs		(1,314)	(3,926)	(1,717)
NPBT		**33,884**	**26,345**	**17,778**
Income tax expense		(13,530)	(8,613)	(4,176)
NPAT		**20,354**	**17,733**	**13,602**
NPATA		**20,354**	**18,161**	**14,117**

Notes:

1. Refer to Section 4.2.6 for explanations of non-IFRS and other financial measures.

4.3.5 RECONCILIATION OF THE STATUTORY AND PRO FORMA HISTORICAL AND FORECAST INCOME STATEMENTS

Table 6 sets out the pro forma adjustments made to Statutory Historical and Forecast NPAT for FY16 to FY18.

Table 6 - Reconciliation of Pro Forma Historical and Forecast NPAT

		Pro forma historical and forecast		
$'000s	Notes	FY16	FY17	FY18
Statutory NPAT		**20,354**	**17,733**	**15,201**
Discontinued services (revenue)	1	(11,889)	(13,959)	-
Public company costs	2	(765)	(765)	(440)
One off costs	3	2,060	2,143	10,528
Offer costs	4	-	-	1,093
Removal of finance costs	5	1,285	3,818	3,647
Income tax effect	6	2,793	2,629	(4,510)
Pro forma NPAT		**13,837**	**11,598**	**25,519**

Notes:

1. Discontinued services - adjustment to reflect management fee revenue that was discontinued in FY17.

2. Pro forma adjustment reflects anticipated incremental annual recurring costs that will be incurred as a public company including ASX listing fees, additional directors' fees and additional audit costs. FY18 Forecast Statutory NPAT includes the Company's estimate of incremental public company costs from the completion of the Offer to 30 June 2018.

3. One off expenses include costs associated with a corporate recapitalisation (FY16), the merger with Evans & Partners (FY17) and one-off integration bonus payments made to the Executive Chairman and CEO prior to the IPO in FY18. Refer to Section 6.5.4.

4. Adjustment to remove costs incurred in respect of the Offer including legal and Investigating Accountant fees, prospectus costs and ASX listing costs, which have been expensed in the income statement.

5. Adjustment to remove the interest and related interest rate swap expenses on borrowings with Westpac Banking Corporation plus amortisation of capitalised costs and fees incurred in the establishment of the facility. Finance costs relating to the Westpac Banking facility have been removed from the Pro Forma Historical Income Statements and Pro forma Forecast Income Statement as proceeds from the Offer will partially be applied to repay the facility.

6. The adjustment to reflect the income tax effect of the historical pro forma adjustments set out in Table 6 is based on the Australian statutory corporate tax rate of 30%. The adjustment to reflect the income tax effect of the forecast pro forma adjustments is based on a blended corporate tax rate of 30.5% as a portion of the forecast pro forma adjustments are incurred within the Australian tax jurisdiction and a portion within the US tax jurisdiction.

4.3.6 ILLUSTRATIVE INCOME STATEMENTS HAD EVANS & PARTNERS AND DIXON ADVISORY MERGED PRIOR TO THE ACTUAL ACQUISITION DATE, 1 FEBRUARY 2017

The Pro forma Historical Income Statements and Pro forma Historical Statement of Cash Flows presented in this Prospectus do not include a pro forma adjustment to reflect the contribution of Evans & Partners prior to consolidation into the Group accounts as at 1 February 2017.

While Dixon Advisory and Evans & Partners historically provided similar products and services to clients, there were significant differences in how each business operated including staff remuneraration and the corresponding revenue models. Following the merger, Evans Dixon has taken steps towards aligning these and made significant investments in technology, in order to continue to realise further revenue and cost synergies from the combination. These changes have impacted the cost structure and corresponding revenue (fee) models for each business. For example, certain fee earners left the business and/or had significant role changes following the merger. The Directors have given consideration to the significant changes in the business since the merger and do not consider that the FY16 and FY17 results (prior to February 2017) are reflective of the post-merger business. In particular, where certain changes to the cost base and coresponding revenue (fee) model have occurred, it is not possible to accurately quantify the corresponding revenue impact retrospectively. Accordingly, the Directors do not believe that the presentation of a simple combination of the Historical Income Statements of Evans Dixon and Evans & Partners as Pro forma Financial Information is appropriate.

Despite the above, a summary illustrative adjusted pro forma income statement for FY16 to FY18 showing the full year contribution of Evans & Partners, based on the audited financial statements of Evans & Partners, has been provided below for illustrative purposes only. No adjustments have been made to FY16 or FY17 to reflect the post-merger changes referenced immediately above.

Table 7 – Pro forma Historical and Pro forma Forecast Income Statements containing full year contribution from Evans & Partners

	Pro forma historical and forecast		
$'000s	FY16	FY17	FY18
Total revenue	235,861	253,773	291,663
Total expenses	(195,644)	(224,615)	(249,026)
EBITDA	40,216	29,158	42,637
EBITA	36,537	24,831	36,819
NPBT	36,504	24,263	35,010
NPAT	22,068	16,203	25,519
NPATA	22,068	16,632	27,249

Notes:

1. Adjustments to the Pro forma Historical and Pro forma Forecast Income Statements are the same adjustments as set out in Section 4.3.5 with the inclusion of additional one off expenses totalling $1.4 million incurred by Evans & Partners in FY17 in relation to the merger prior to consolidation on 1 February 2017.

4.4 HISTORICAL AND FORECAST CASH FLOWS

4.4.1 OVERVIEW

Table 8 sets out the Pro forma Historical, Pro forma Forecast and Statutory Forecast Cash Flows for FY16 to FY18.

The Pro forma Historical Cash Flow Statements and the Pro forma Forecast Cash Flow Statements are reconciled to the respective Statutory Historical Cash Flow Statements and the Statutory Forecast Cash Flow Statement in Section 4.4.2.

Table 8 - Pro forma historical cash flow statements, pro forma forecast cash flow statement and statutory forecast cash flow statement

		Historical		Pro forma	Statutory
$'000s	Notes	FY16	FY17	FY18	FY18
NPATA		13,837	12,026	27,249	16,932
Non-cash movements	1	3,048	2,632	(938)	2,196
Change in working capital	2	5,164	(854)	(2,952)	(6,633)
Net cash generated by operating activities		**22,050**	**13,805**	**23,359**	**12,494**
Cash acquired on purchase of subsidiaries	3	-	13,167	-	-
Capital expenditure	4	(5,839)	(5,003)	(4,896)	(4,896)
Net (purchase of)/proceeds from other investments	5	(4,743)	1,496	5,355	5,355
Net cash generated by/ (used in) investing activities		**(10,583)**	**9,659**	**459**	**459**
Net cash flows before financing activities		**11,467**	**23,464**	**23,818**	**12,953**
Proceeds from borrowings prior to the offer				10,000	10,000
Repayment of borrowings				(78,000)	(78,000)
Dividends paid				(14,036)	(14,036)
Issue of share capital				135,440	135,440
Net cash generated by financing activities				**53,404**	**53,404**
Net cash flow				**77,223**	**66,358**

Notes:

1. Non-cash movements primarily relates to depreciation and amortisation (excluding amortisation of acquired intangible assets, which is already excluded from NPATA), unrealised foreign exchange rate gains and losses and share of profits in jointly controlled entities.

2. Changes in working capital represents the changes in working capital from the Company's continuing operations and includes trade and other receivables and other current assets, trade and other payables, provisions and other current liabilities and taxation assets and liabilities.

3. Relates to cash held on the balance sheet of Evans and Partners Pty Limited as at 1 February 2017, acquired through the merger of Evans & Partners and Dixon Advisory.

4. Capital expenditure relates to spending on property plant and equipment, leasehold improvements and software.

5. Net (purchase of)/proceeds from investments includes investments in and dividends received from jointly controlled entities as well as purchases and proceeds from investments in financial assets.

4.4.2 PRO FORMA ADJUSTMENTS TO THE HISTORICAL CASH FLOWS AND THE STATUTORY FORECAST CASH FLOWS

Table 9 sets out the pro forma adjustments made to the Statutory Historical and Statutory Forecast Cash Flows for FY16 to FY18.

Table 9 - Pro forma adjustments to the historical cash flow statements and statutory forecast cash flow statement

		Statutory Historical		Statutory Forecast
$'000s	Notes	FY16	FY17	FY18
Statutory net cash flows before financing activities		**18,079**	**30,115**	**12,953**
Discontinued services	1	(11,889)	(13,959)	-
Public company costs	2	(765)	(765)	(440)
One off costs	3	2,060	2,143	11,621
Removal of finance costs	4	1,189	3,430	2,243
Tax payments	5	2,793	2,501	(2,559)
Cash flow impact of pro forma adjustments		**(6,612)**	**(6,651)**	**10,865**
Pro forma net cash flow before financing activities		**11,467**	**23,464**	**23,818**

Notes:

1. Cash impact of discontinued services adjustment to reflect management fee revenue that was discontinued in FY17.

2. Cash impact of the anticipated incremental annual costs that will be incurred as a public company including ASX listing fees, additional directors' fees and additional audit costs. FY18 Forecast Statutory NPAT includes the Company's estimate of incremental public company costs from Completion to 30 June 2018.

3. Cash impact of one off expenses relating to the corporate recapitalisation (FY16), the merger with Evans & Partners (FY17) and one-off integration bonus payments made to the Executive Chairman and CEO prior to the IPO in FY18. Refer to Section 6.5.4.

4. Adjustment to remove the cash interest and related interest rate swap expenses on borrowings with Westpac Banking Corporation.

5. The cash flow taxation impact of the historical pro forma adjustments has been reflected through the change in the current tax balances on the balance sheet in each respective period and is based on applying the Australian statutory corporate tax rate of 30% to the historical pro forma adjustments. The pro forma forecast FY2018 taxation cash flows reflect the anticipated income tax instalment rate from continuing Australian operations as well as the anticipated income tax paid from the US operations.

4.5 FINANCIAL POSITION

4.5.1 HISTORICAL BALANCE SHEET AND PRO FORMA HISTORICAL BALANCE SHEET

Table 10 sets out the Statutory Historical Balance Sheet and the pro forma adjustments that have been made to the Statutory Historical Balance Sheet of Evans Dixon as at 31 December 2017 to present a pro forma consolidated balance sheet for Evans Dixon as if Completion had occurred on 31 December 2017.

Table 10 – Pro forma Consolidated Balance Sheet as at 31 December 2017

$'000s	Notes	Reviewed December 2017	Capital Raised	Repayment of debt	Offer Costs	Pro forma December 2017
Assets						
Current assets						
Cash and cash equivalents		33,777	130,000	(56,084)	(1,093)	106,600
Trade and other receivables		17,474	-	-	-	17,474
Inventories		211	-	-	-	211
Prepayments		2,686	-	-	-	2,686
Current tax assets		4,377	-	-	-	4,377
Total current assets		**58,525**	**130,000**	**(56,084)**	**(1,093)**	**131,347**
Non-current assets						
Investments accounted for using the equity method		5,562	-	-	-	5,562
Financial assets		898	-	-	-	898
Property, plant and equipment		17,068	-	-	-	17,068
Intangible assets		108,580	-	-	-	108,580
Other non-current assets		5,137	-	-	-	5,137
Total non-current assets		137,244	-	-	-	137,244
Total assets		**195,769**	**130,000**	**(56,084)**	**(1,093)**	**268,592**
Liabilities						
Current liabilities						
Trade and other payables		15,455	-	-	-	15,455
Borrowings	1	200	-	(200)	-	-
Deferred revenue		14,277	-	-	-	14,277
Provisions		23,848	-	-	-	23,848
Other current liabilities		678	-	(179)	-	498
Total current liabilities		**54,458**	**-**	**(379)**	**-**	**54,079**
Non-current liabilities						
Borrowings	1	55,602	-	(55,602)	-	-
Provisions		5,227	-	-	-	5,227
Other non-current liabilities		2,703	-	(103)	-	2,599
Deferred tax liabilities		8,261	-	-	-	8,261
Total non-current liabilities		71,792	-	(55,705)	-	16,088
Total liabilities		**126,250**	**-**	**(56,084)**	**-**	**70,166**
Net assets		**69,519**	**130,000**	**-**	**(1,093)**	**198,426**
Equity						
Issued capital	2	162,710	130,000	-	-	292,710
Reserves		(133,085)	-	-	-	(133,085)
Retained profits	3	39,894	-	-	(1,093)	38,801
Total equity		**69,519**	**130,000**	**-**	**(1,093)**	**198,426**

Notes:

1. *Proceeds from the Offer will be used to repay existing debt facilities, therefore external borrowings and cash have been adjusted to reflect the repayment of these existing facilities.*
2. *Issued capital has increased by $130 million representing proceeds from the Offer. This excludes amounts paid to Existing Owners for Sale Shares of $27.2 million - $52.2 million.*
3. *Retained earnings includes an amount of $1.1 million of Offer costs which have been expensed in the statutory income statement for FY18.*

4.5.2 CAPITALISATION AND INDEBTEDNESS

Evans Dixon intends to repay all loans or borrowings with the proceeds received from the offer. It will subsequently have no loans or borrowings on its balance sheet. The pro forma cash and cash equivalents held at Completion is $106.6 million based on the 31 December 2017 balance sheet.

4.6 MANAGEMENT DISCUSSION AND ANALYSIS OF THE PRO FORMA HISTORICAL FINANCIAL INFORMATION

This Section 4.6 includes a discussion of the key factors which affected the Group's operations and relative performance in 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. It should be noted that the FY17 figures include five months contribution from Evans & Partners, and the FY16 figures contain no contribution from Evans & Partners.

4.6.1 FY17 COMPARED TO FY16

Table 11 sets out the pro forma historical income statements for FY17 and FY16.

Table 11 – Pro forma historical income statements for FY17 and FY16

$'000s	FY16	FY17	Change	% change
Revenue				
Provision of services	158,056	203,749	45,693	29%
Interest received	370	275	(95)	(26%)
Share of profits of jointly controlled entities	153	1,153	1,000	654%
Other income	3,312	3,192	(120)	(4%)
Total revenue	**161,891**	**208,369**	**46,478**	**29%**
Expenses				
Property design, renovation and maintenance expense	(55,885)	(51,227)	4,657	(8%)
Employee benefits expense	(50,124)	(90,250)	(40,126)	80%
Administrative expense	(9,737)	(10,608)	(871)	9%
Occupancy expense	(4,432)	(7,176)	(2,744)	62%
Advertising expense	(3,083)	(3,649)	(566)	18%
Information technology expense	(1,657)	(4,668)	(3,011)	182%
Travel and accommodation expense	(1,236)	(1,862)	(625)	51%
Other expenses	(8,216)	(16,974)	(8,758)	107%
Total expenses	**(134,370)**	**(186,414)**	**(52,044)**	**39%**
EBITDA	**27,521**	**21,955**	**(5,566)**	**(20%)**
Depreciation and amortisation expense	(2,918)	(3,836)	(919)	31%
EBITA	**24,603**	**18,118**	**(6,485)**	**(26%)**
Amortisation of acquired intangibles	-	(429)	(429)	-
Finance costs	(29)	(108)	(79)	270%
NPBT	**24,574**	**17,581**	**(6,992)**	**(28%)**
Income tax expense	(10,737)	(5,984)	4,753	(44%)
NPAT	**13,837**	**11,598**	**(2,239)**	**(16%)**
NPATA	**13,837**	**12,026**	**(1,811)**	**(13%)**
Financial metrics				
EBITDA margin (% net revenue)	33%	16%		
NPAT margin (% net revenue)	16%	9%		

Notes:

1. Refer to Section 4.2.6 for explanations of non-IFRS and other financial measures.

Table 12 – Pro forma historical operating metrics for FY17 and FY16

OPERATING METRICS[1]	FY16	FY17	Change	% change
Average funds under advice (A$M)				
Dixon Advisory (A$M)	5,802	6,342	540	9%
Evans & Partners (A$M)	n/a	n/a		
Average funds under management (A$M)	3,827	4,591	764	20%
Average headcount (Australia)	401	464	63	16%
Average headcount (USA)	109	132	24	22%

Notes:

1. Refer to Table 3 for further details regarding the pro forma historical operating metrics.

(A) REVENUE

Revenue increased by $46.5 million (29%) from $161.9 million to $208.4 million between FY16 and FY17.

Contributing to the increase in FY17 revenues was the inclusion of five months of revenues from Evans & Partners after they joined the consolidated Group on 1 February 2017, which totalled $32.8 million.

Funds Management experienced strong inflows from capital raisings and positive investment markets combined to increase assets under management by $593 million from $2,481 million to $3,073 million over the course of FY17. This led to higher investment management, responsible entity and administration fees of $2.8 million in FY17 compared to FY16 (FY16 $16.5 million vs FY17 $19.3 million). In addition, the New Energy Solar Fund contributed asset acquisition fees of $4.3 million (FY16 Nil) as it deployed capital.

Wealth Advice and Capital Markets benefited from increased capital raising activity and investment fund origination during FY17, resulting in higher fee revenue (82% increase from FY16). Stronger capital raising fees were the result of higher client demand (FY16 $423 million vs FY17 $750 million total funds raised) and favourable investment markets that supported the raisings.

(B) EXPENSES

Total expenses increased by $52.0 million (39%) from $134.3 million to $186.4 million between FY2016 and FY2017.

Contributing to the increase in FY17 expenses was the inclusion of five months of expenses from Evans & Partners after they joined the consolidated Group on 1 February 2017. These five months of expenses totalled $28.7 million in FY17.

FY17 also saw an increase in headcount across the Group which resulted in a higher employee benefits expense. The headcount of employees operating under the Dixon Advisory (including head office staff servicing the Group), Dixon Advisory USA and Walsh & Company brands increased by 16% during FY17 which include the recruitment of senior executive staff in Funds Management, in anticipation of the further growth planned for the Group in FY18.

Movement in average USD/AUD exchange rate (FY16: $0.7283 vs FY17: $0.7545) also led to an overall negative impact on the profit and loss of the Group during FY17, as USD based earnings were reduced by 4%.

(C) EBITDA AND NPATA

As a result of the changes in revenue and operating expenses discussed above, EBITDA decreased by $5.6 million (20%) and NPATA decreased by $1.8 million (13%) between FY2016 and FY2017.

4.6.2 1H18 COMPARED TO 1H17

Table 13 sets out the pro forma historical income statements for 1H18 and 1H17

Table 13 - Pro forma historical income statements for 1H18 and 1H17

$'000s	1H17[1]	1H18	Change	% change
Revenue				
Provision of services	86,653	141,386	54,732	63%
Interest received	152	134	(17)	(12%)
Share of profits of jointly controlled entities	612	4,367	3,756	614%
Other income	1,249	2,060	811	65%
Total revenue	**88,666**	**147,947**	**59,282**	**67%**
Expenses				
Property design, renovation and maintenance expense	(23,522)	(29,821)	(6,299)	27%
Employee benefits expense	(33,494)	(65,581)	(32,087)	96%
Administrative expense	(4,755)	(6,244)	(1,488)	31%
Occupancy expense	(2,990)	(4,595)	(1,605)	54%
Advertising expense	(1,697)	(1,635)	63	(4%)
Information technology expense	(1,327)	(4,298)	(2,971)	224%
Travel and accommodation expense	(610)	(1,030)	(420)	69%
Other expenses	(5,984)	(12,674)	(6,690)	112%
Total expenses	**(74,380)**	**(125,877)**	**(51,498)**	**69%**
EBITDA	**14,286**	**22,070**	**7,784**	**54%**
Depreciation expense	(1,639)	(2,375)	(737)	45%
EBITA	**12,647**	**19,695**	**7,047**	**56%**
Amortisation of acquired intangibles	-	(514)	(514)	
Finance costs	(57)	(78)	(20)	36%
NPBT	**12,590**	**19,103**	**6,513**	**52%**
Income tax expense	(4,593)	(4,573)	20	(0%)
NPAT	**7,997**	**14,529**	**6,532**	**82%**
NPATA	**7,997**	**15,044**	**7,047**	**88%**
Financial metrics				
EBITDA margin (% net revenue)	25%	21%		
NPAT margin (% net revenue)	14%	14%		

Notes:

1. The period 1H17 refers to the historical six month period 30 June 2016 to 31 December 2016.

2. Refer to Section 4.2.6 for explanations of non-IFRS and other financial measures.

Table 14 - Pro forma historical operating metrics for 1H18 and 1H17

OPERATING METRICS[1]	1H17	1H18	Change	% change
Average funds under advice (A$M)				
Dixon Advisory (A$M)	6,110	7,052	942	15%
Evans & Partners (A$M)	n/a	10,148		
Average funds under management (A$M)	4,300	4,906	606	14%
Average headcount (Australia)	449	481	32	7%
Average headcount (USA)	126	149	23	18%

Notes:

1. Refer to Table 3 for further details regarding the pro forma historical operating metrics.

(A) REVENUE

Revenue increased by $59.2 million (67%) from $88.7 million to $147.9 million between the six-month periods 1H17 and 1H18.

Contributing to the 1H18 revenues was the inclusion of Evans & Partners after it joined the consolidated Group on 1 February 2017. The additional revenues contributed by Evans & Partners during 1H18 totalled $43.4 million.

Revenues from the provision of project management, design and architectural services increased by $7.2 million which was primarily driven by increased activity from the US Masters Residential Property Fund.

Funds Management experienced strong inflows with capital raising activity and investment fund origination resulting in a 20% increase in the amount of capital raised versus the prior corresponding period.

The share of income from jointly controlled entities increased due to share of profits attributable to FSREC during the period ($3.8 million) relating to the Fort Street Real Estate Capital Fund I.

(B) EXPENSES

Expenses increased by $51.5 million (69%) from $74.4 million to $125.9 million between the six month period 1H17 and 1H18.

Contributing to the 1H18 expenses was the inclusion of Evans & Partners after it joined the consolidated Group on 1 February 2017. The additional expenses contributed by Evans & Partners during 1H18 totalled $35.4 million.

When compared to the prior corresponding period, 1H18 saw a further 9% increase in headcount of employees operating under the Dixon Advisory (including head office staff servicing the Group), Dixon Advisory USA and Walsh & Company brands. This led to increased employee benefits expense by 18%

Expenses relating to the provision of project management, design and architectural services increased by $6.3 million which was primarily driven by increased activity from the US Masters Residential Property Fund.

(C) EBITDA AND NPATA

As a result of the forecast changes in revenue and operating expenses discussed above, EBITDA increased by $7.8 million (54%) and NPATA increased by $7.0 million (88%) between 1H17 and 1H18.

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 AAS.

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, none the Group, its Directors, or any other person can 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 Group operates;
- no significant deviation from current market expectations of global, Australian or US 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;
- no material changes in the applicable AAS 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 on page 10 of 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.

(A) FOREIGN EXCHANGE

Key foreign exchange assumptions applied in the Forecast Financial Information include:

- 1 AUD = 0.80 USD assumption applying to 2H18; and
- foreign exchange rates are forecast to remain consistent each month of the forecast period.

(B) REVENUE

The 2H18 revenues have been built up at the individual segment level and are set out below.

(i) Wealth Advice revenue

Wealth Advice revenue primarily consists of ongoing advisory and portfolio administration fees, brokerage revenue from trade execution, and stamping or selling fees received from distribution of equity capital market and debt capital markets transactions. Key assumptions underlying the forecast include:

- where appropriate, the forecast ongoing administration and advisory fees have been built up on a per client basis and in other instances having regard to the historical trends in advisory and administration revenues per advisor adjusted to reflect known and expected changes to the client or fee base of each advisor.
- brokerage revenue has been forecast based on an assessment historical trends and known changes to the client or fee base of each advisor. Forecast 2H18 Wealth Advice brokerage revenue is 4% higher than 1H18 which is predominantly due to increases in aggregate funds under advice and trends in trading activity.
- in forecasting stamping and selling fees related to the distribution of equity and debt capital markets transactions, Evans Dixon management has had regard to the expected capital markets transaction pipeline from both Evans Dixon and external product issuers. The forecast revenues attributed to Wealth Advice in respect of capital markets transactions are based on the forecast

size of the transactions, the expected fees based on agreed terms or previous or similar transactions and management's assessment of the probabilities of each transaction occurring based on the current status of the transaction and historical activity.

(ii) Capital Markets revenue

Capital Markets revenue primarily consists of institutional securities trading activity, corporate advisory fees for joint lead and co lead manager roles for equity capital market and debt capital market issues and fees received for structuring and arranging of investment vehicles and capital raisings. Key assumptions underlying the forecast include:

- securities trading revenue has been forecast based on an assessment historical trends of daily securities trading commissions. Forecast 2H18 institutional brokerage revenue is in line with 1H18 reflecting the current run rate.
- in forecasting corporate revenues, Evans Dixon management has had regard to the expected capital markets deal pipeline from both Evans Dixon and external product issuers. Estimates are based on its assessment of transactions and historical trends. The forecast revenues attributed to Capital Markets in respect of capital markets transactions are based on the forecast size of the potential transactions, the expected fees based on agreed terms or previous or similar transactions and management's assessment of the probabilities of each transaction occurring based on the current status of the transaction and historical activity.

(iii) Funds Management revenue

Funds Management revenue primarily consists of investment management and administration fees received on funds management products, in most cases charged as a fixed percentage of assets under management on a monthly basis. Key assumptions underlying the forecast include:

- the forecast investment management, responsible entity and administration fees are based on the forecast asset balances of each investment management product in each month and existing fee rates;
- funds under management are forecast to increase $462 million to $5.6 billion at 30 June 2018. The forecast growth in funds under management is driven by the forecast underlying growth of portfolio assets held in each investment vehicle or strategy and the expected net inflows of capital. The net inflow of new capital is forecasted to grow in line with historical trends and client demand;
- transaction fees relating to asset acquisition and disposal fees, debt execution and debt arranging fees totalling $13.1 million have been forecast based on confirmed asset acquisitions and disposals and expected financing requirements; and
- Dixon Projects charges its clients professional services fees for design, architecture and project management services. Depending on the type of engagement, fees are charged to clients on an hourly basis at agreed rates or as a percentage of the total project cost. The forecast of Dixon Projects revenues is based on a bottom up analysis of the pipeline of current and forecast client engagements over the forecast period based on historical conversion rates.

(C) OPERATING EXPENSES

Total operating expenses are forecast to decrease $2.7 million compared to 1H18 primarily driven by decreased property design, renovation and maintenance expense. Key assumptions underlying operating expenses in the Forecast Financial Information include:

- property design, renovation and maintenance expense is based on the value of costs of goods sold expected to be incurred on the current pipeline of over 100 renovation and property improvement projects. The Company has forecast this expense to be $27.4 million over the forecast period which is $2.4 million less than 1H18;
- employee benefits expense is forecast based on the expected salaries, on-costs, bonus and incentive payments. Bonus expense is comprised of discretionary performance bonuses and revenue linked incentive payments. In the event revenues are below Prospectus forecasts management may reduce discretionary bonus payments to maintain profitability and revenue linked incentive payments may reduce in accordance with reductions in revenue. Pro forma employee benefits expense for 2H18 is expected to be in line with 1H18;
- administrative expenditure is based on historical levels of expenditure adjusted to account for anticipated increases in legal and consulting engagements in line with the businesses growth;
- occupancy expenses are based on the forecast rental expense, utilities and other operating costs for each of Evans Dixon's offices. In May 2017 Evans Dixon commenced a lease for additional floorspace in its East Melbourne office and in December 2017 secured a new lease in Brisbane. The forecast has considered the incremental costs associated with the two leases as well as straight line lease accounting adjustments where applicable;
- the forecast information technology expense for 2H18 is expected to be $4.0 million, this includes computer equipment and software expenses as well as IT and communication costs, in line with 1H18; and
- other expenses are forecast to increase $1.5 million from $12.7 million to $14.2 million. The increase is driven primarily by higher direct expenses related to existing funds managment products and new fund establishment expenses.

(D) INCOME TAX

Income tax expense is based on the corporate tax rate of 30% in Australia and an average tax rate of 31.2% in the USA. The effective tax rate for the statutory 2H18 forecast is 33.5% reflecting the share of earnings contributed by the Group's Australian and US operations, adjusted for permanent differences arising from non-deductible expenses.

(E) CHANGE IN WORKING CAPITAL

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

(F) CAPITAL EXPENDITURE

- Capital expenditure in relation to the office, IT environment, office equipment, office fit out and leasehold improvements is forecast to be $2.2 million for 2H18.

4.8 MANAGEMENT DISCUSSION AND ANALYSIS OF FORECAST FINANCIAL INFORMATION

4.8.1 FY18 COMPARED TO FY17

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

Table 15 – Pro forma consolidated income statement for FY17 and FY18

$'000s	FY17	FY18	Change	% change
Revenue				
Provision of services	203,749	280,825	77,076	38%
Interest received	275	254	(20)	(7%)
Share of profits of jointly controlled entities	1,153	5,022	3,869	336%
Other income	3,192	5,562	2,370	74%
Total revenue	**208,369**	**291,663**	**83,294**	**40%**
Expenses				
Property design, renovation and maintenance expense	(51,227)	(57,209)	(5,982)	12%
Employee benefits expense	(90,250)	(130,774)	(40,524)	45%
Administrative expense	(10,608)	(11,201)	(593)	6%
Occupancy expense	(7,176)	(9,116)	(1,940)	27%
Advertising expense	(3,649)	(3,410)	239	(7%)
Information technology expense	(4,668)	(8,280)	(3,612)	77%
Travel and accommodation expense	(1,862)	(2,180)	(319)	17%
Other expenses	(16,974)	(26,856)	(9,882)	58%
Total expenses	**(186,414)**	**(249,026)**	**(62,612)**	**34%**
EBITDA	**21,955**	**42,637**	**20,683**	**94%**
Depreciation and amortisation expense	(3,836)	(5,818)	(1,982)	52%
EBITA	**18,118**	**36,819**	**18,701**	**103%**
Amortisation of acquired intangibles	(429)	(1,731)	(1,302)	304%
Finance costs	(108)	(78)	30	(28%)
NPBT	**17,581**	**35,010**	**17,429**	**99%**
Income tax expense	(5,984)	(9,492)	(3,508)	59%
NPAT	**11,598**	**25,519**	**13,921**	**120%**
NPATA	**12,026**	**27,249**	**15,223**	**127%**
Financial metrics				
EBITDA margin (% net revenue)	16%	20%		
NPAT margin (% net revenue)	9%	12%		

Notes:

1. Refer to Section 4.2.6 for explanations of non-IFRS and other financial measures.

Table 16 – Pro forma operating metrics for FY17 and FY18

OPERATING METRICS[1]	FY17	FY18	Change	% change
Average funds under advice (A$M)				
Dixon Advisory (A$M)	6,342	7,222	881	14%
Evans & Partners (A$M)	n/a	10,561		
Average funds under management (A$M)	4,591	5,099	508	11%
Average headcount (Australia)	464	481	16	4%
Average headcount (USA)	132	150	17	13%

Notes:

1. Refer to Table 3 for further details regarding the pro forma historical and forecast operating metrics.

The pro forma results are reconciled with the statutory results in Section 4.3.5.

(A) REVENUE

Revenue is forecast to increase by $83.3 million (40%) from $208.4 million to $291.7 million between FY17 and FY18.

Contributing to the increase in forecast FY18 revenues is a full year contribution of Evans & Partners compared to FY17 where Evans & Partners contributed five months of revenues after it joined the consolidated Group on 1 February 2017. The additional contribution from Evans & Partners from FY17 and FY18 is expected to account for $52.8 million of the revenue increase.

Corporate revenues in the Wealth Advice and Capital Markets segments (excluding contribution from Evans & Partners) are forecast to increase $12.3 million between FY17 and FY18 to $26.4 million. This is being driven by increased capital raising activity for Funds Management products. Of the forecast revenue $16.1 million was recorded in 1H18.

Funds Management revenues are forecast to increase $18.3 million over the period which is being driven by:

(i) a higher level of transactional based fees in FY18 including increased asset acquisition fees and debt execution fee for the New Energy Solar Fund and debt arranging fees for the US Masters Residential Property Fund;

(ii) stronger design, architecture and project management services revenues from the pipeline of renovation and improvement projects that have been contracted or are reasonably expected to be contracted to Dixon Projects. This is expected to contribute an additional $5.8 million in revenue in FY18 primarily driven by increased activity from the US Masters Residential Property Fund; and

(iii) an increase in the level of funds under management within Funds Management. Over the period, average funds under management is forecast to increase 11% driven by the establishment of new investment management products, capital raised into existing products and strong investment markets which translates to higher asset values and hence higher investment management, responsible entity and investment management fee revenues.

Revenue in the form of share of income from jointly controlled entities increased due to share of profits attributable to FSREC during the period ($3.8 million) relating to the Fort Street Real Estate Capital Fund I.

(B) OPERATING EXPENSES

Expenses are forecast to increase by $62.6 million (34%) from $186.4 million to $249.0 million between FY17 and FY18.

Contributing to the forecast FY18 expenses is the inclusion of a full year of Evans & Partners compared to FY17 where Evans & Partners contributed 5 months of expenses after joining the consolidated Group on 1 February 2017. The additional contribution from Evans & Partners from FY17 and FY18 is expected to account for $47.7 million of the expenses increase.

The Group experienced an 12% increase in headcount during FY17 which led to increased employee benefits expense in the FY18 forecast due to the full year impact of the additional headcount.

Expenses relating to the provision of project management, design and architectural services are forecast to increase by $6.0 million primarily driven by increased activity from the US Masters Residential Property Fund.

Other expenses are forecast to increase driven primarily by a $2.0 million rebate incurred in 1H18 in relation to corporate advisory lead manager fees on the New Energy Solar capital raising in December 2017, as well as additional provisions for costs incurred for the establishment of new investment management products.

(C) EBITDA AND NPATA

As a result of the forecast changes in revenue and operating expenses discussed above, EBITDA is forecast to increase by $20.7 million (94%) and NPATA to increase by $15.2 million (127%) between FY17 and FY18.

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. In practice, changes in assumptions may offset each other or be additive, and it is likely that Evans Dixon's management would respond to any changes in one item to seek to minimise the net effect on the Group's EBITDA, NPAT and cash flow.

For the purpose of the analysis below, the effect of the changes in key assumptions on the forecast Pro forma EBITDA for FY18 is set out in Table 17 below.

Table 17 – Sensitivity Analysis

$'000s	Notes	Change +/(-)	EBITDA	NPAT
Brokerage revenue	1	1%/(1%)	104/(104)	73/(73)
Recurring advisory and administration revenue	2	1%/(1%)	173/(173)	121/(121)
Corporate revenue	3	1%/(1%)	133/(133)	93/(93)
Investment management fee revenue	4	1%/(1%)	137/(137)	96/(96)
AUD/USD foreign exchange rate	5	$0.01/($0.01)	264/(270)	184/(189)
Employee benefits expense	6	1%/(1%)	(652)/652	(456)/456

Notes:

1. The brokerage revenue sensitivity illustrates the effect of a change in the assumed brokerage revenue by +/- 1% on EBITDA and NPAT over the forecast period which is 2H18. The sensitivity considers the expected impact to brokerage revenue within the Wealth Advice and Capital Markets segments through institutional securities trading and incorporates changes to variable expenses such as employee benefits expenses through incentive payments and cost of sales for execution, clearing and settlement.

2. The recurring advisory and administration revenue sensitivity illustrates the effect of a change in ongoing full-service investment advice and administration revenue by +/- 1% on EBITDA and NPAT over the forecast period which is 2H18. The sensitivity considers the expected impact of a change in recurring advisory and administration revenue within the Wealth Advice segment and incorporates changes to variable expenses such as employee benefits expense through incentive payments.

3. The corporate revenue sensitivity illustrates the effect of a change in the assumed corporate revenue by +/- 1% on EBITDA and NPAT over the forecast period which is 2H18. The sensitivity considers the expected impact to corporate revenue within the Wealth Advice and Capital Markets segments.

4. The investment management fee sensitivity illustrates the effect of a change in the assumed revenue received through investment management fees by +/- 1% on EBITDA and NPAT over the forecast period which is 2H18. The sensitivity considers the expected impact to investment management revenue within the Wealth Advice and Funds Management segments. It does not consider other revenues that may also be received in relation to Evans Dixon's role as responsible entity, trustee, or administrator of the relevant investment management products, nor does it consider transactional fees that may be forecast such as acquisition or disposal fees, debt arranging and execution fees or performance fees.

5. The AUD/USD foreign exchange rate sensitivity illustrates the effect of a change in the assumed AUD/USD foreign exchange rate by +/- $0.01 on EBITDA and NPAT over the forecast period which is 2H18. The forecast assumes 1 AUD = 0.8 USD. The sensitivity considers the expected impact to all AUD/USD foreign exchange rate sensitive revenues and expenses and the value of assets that generate any such revenue or expense.

6. The employee benefits expense sensitivity illustrates the effect of a change in the assumed employee benefits expense by +/- 1% on EBITDA and NPAT over the forecast period which is 2H18. The sensitivity primarily relates to salaries, bonus and pay roll taxes across the consolidated group.

4.10 DIVIDEND POLICY

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

The Directors intend to pay out 75 - 85% of the Company's NPATA attributable to Shareholders as a dividend, with the initial dividend relating to the six months ending 31 December 2017 which is expected to be paid by 30 May 2018.

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 May and final dividends will be paid in November following the relevant financial period end. It is expected that all future dividends will be franked to the maximum extent possible without the Company incurring an additional tax liability.

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.


Canberra

Brand image from Evans & Partners Global Disruption Fund

05
RISKS

Dixon Advisory Investor Conference

5. Risk factors

5.1 INTRODUCTION

This Section 5 describes the potential risks associated with the operations of the Group and the risks associated with an investment in the Shares. It does not purport to list every risk that may be associated with an investment in the Shares now or in the future. The occurrence of, or consequences of, some of the risks described in this Section 5 are partially or completely outside of the control of the Group, its Directors and its Management.

The selection of risks is based on the 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. That assessment is based on the knowledge of the Group as at the date of this Prospectus, but there is no guarantee or assurance that the importance of different risks will not change or that other risks will not emerge.

There can be no guarantee that the Group will deliver on its business strategy, or that the forecasts or any forward-looking statement contained in this Prospectus will be achieved or realised. Investors should note that past performance is not a reliable indicator of future performance.

The Directors strongly recommend potential investors consider the risk factors described below, together with information contained elsewhere in this Prospectus, before deciding whether to apply for Shares and to seek professional guidance from their solicitor, stockbroker, accountant or other independent and qualified professional advisor before deciding whether to apply for Shares pursuant to this Prospectus.

5.2 SPECIFIC RISKS OF AN INVESTMENT IN THE COMPANY

5.2.1 REGULATORY RISK, COMPLIANCE AND LEGISLATIVE CHANGE

Evans Dixon operates within highly regulated markets that are subject to a range of legislative and regulatory compliance requirements.

The Company, through its operating subsidiaries, holds a number of AFSL. Its operating subsidiary Evans & Partners is also an ASX Trading Participant and a Chi-X Australia Trading Participant. These licences and authorisations are integral to the provision the Group's core services and require continuing compliance.

Non-compliance with regulatory requirements may result in financial penalties, additional expense or reputational damage to Evans Dixon.

There is a range of legislation and regulation in Australia and the United States that governs Evans Dixon's business undertakings. Over recent years the level and complexity of the regulatory environment for financial services in Australia and the United States has continued to increase, bringing increased costs and burdens of compliance, and it is anticipated that the regulatory environment will continue to change and become more complex.

There is a risk that future changes to legislation, regulation, standards or policies may require Evans Dixon to modify its product offerings, secure additional licences, authorisations or permits, restrict the margins it can make on its products or incur additional costs to ensure compliance, which may increase the costs of operations, affect profitability of its product offering or adversely affect Evans Dixon's ability to conduct its operations.

Regulatory changes which Evans Dixon considers beneficial may cease to exist, which may impact on Evans Dixon's growth. In particular, Evans Dixon's growth forecasts are dependent on its ability to capture a share of the growth in the self-managed superannuation fund market. Changes in financial services or taxation laws or regulations affecting growth in this market may adversely affect Evans Dixon's ability to achieve its planned targets.

Evans Dixon may also be impacted by the effects of international regulation. As a provider of equities research and trading execution services to European and global clients, Evans Dixon may be required to facilitate European and global clients in meeting the obligations imposed on them by the Markets in Financial Instruments Directive II (MiFiD II) that came into effect on 3 January 2018. Although the Directors do not envisage the immediate impact of the changes to be material to the Group the longer-term impacts are unknown.

5.2.2 CHANGING MARKET CONDITIONS

As a financial services group, Evans Dixon is affected by conditions in the global financial markets and economic conditions throughout the world. The future market and economic climate may deteriorate because of many factors beyond Evans Dixon's control, including rising interest rates or inflation or political uncertainty. Changing market conditions can adversely affect Evans Dixon by reducing the volume of transactions executed across the Capital Markets segment and by reducing the value of assets under management in the Funds Management segment and assets under advice in the Wealth Advice segment, both of which would adversely affect Evans Dixon's revenue. Profitability may also be adversely affected if Evans Dixon is unable to sufficiently scale back costs to match any decreases in revenue.

For example, as it relates to Capital Markets, during periods of unfavourable market or economic conditions, the volume and value of equity and debt capital markets transactions and investment fund creation may decrease, thereby reducing the demand for Evans Dixon advisory services and leading to an adverse impact on the financial performance of Evans Dixon.

For example, as it relates to Funds Management:

- during periods of weak market or economic conditions, investors may redeem funds or limit themselves from investing new capital in funds managed by Evans Dixon. A reduction in investor capital inflows would adversely impact revenues and future growth of Funds Management. Furthermore, adverse economic conditions could impact performance and the value of assets under management causing a reduction in management fee revenue which is generally charged as a percentage of the underlying value of assets under management; and
- during periods of sustained low interest rates and relative market stability, returns on assets generally reduce. This may limit Funds Management's ability to source assets whose income returns are sufficient to meet the distribution expectations of its investors. This may constrain new equity inflow, or put pressure on Funds Management to reduce its fees.

5.2.3 INCREASED MARKET COMPETITION AND DISINTERMEDIATION

The industries in which Evans Dixon conducts its business, namely, wealth advice, capital markets, institutional equity sales and trading and funds management, are very competitive markets with many market players of varying scale and market influence. Competitors include global and domestic investment banks, domestic stockbrokers and financial planners, accounting and SMSF administration groups, independent financial services groups and global and domestic active and passive investment managers.

There are many other companies that offer non-traditional financial and technology services that are closely related to the services provided by Evans Dixon. As technology and regulation evolves the service offerings of these companies will also evolve and may potentially pose a competitive threat to Evans Dixon.

Evans Dixon competes based on a number of factors, including depth of client relationships, industry knowledge, transaction execution skills, range of products and services, innovation, reputation and price.

Examples of factors that may affect Evans Dixon's competitive position include:

- commercial factors such as pricing and service offerings;
- ability to keep up with technological change;
- ability to keep up with regulatory change;
- ability to foster existing client relationships to retain longstanding clients; and
- ability to respond to new entrants to the industry.

Evans Dixon expects to continue to face competition into the future. Increased competition may have a materially adverse effect on the demand for Evans Dixon's products and services. This may lead to reduced market share and reduced profitability of Evans Dixon.

5.2.4 REPUTATION AND BRAND RISK

(A) SATISFACTORY PERFORMANCE OF SERVICES

The success of Evans Dixon largely depends on its reputation and branding. Maintaining Evans Dixon's brand image and those of its operating subsidiaries is central to the Group's ongoing performance. The Group's image is influential in retaining existing clients and sourcing new clients. Evans Dixon may face damage to its professional reputation if its services are not regarded as satisfactory.

Both the Wealth Advice and Capital Markets businesses depend to a large extent on relationships with clients and a reputation for integrity and high-calibre professional services to attract and retain clients. As a result, if a client is not satisfied with Evans Dixon's services, it may cease to do business with Evans Dixon leading to an adverse impact on financial performance.

Funds Management relies on generating sufficient returns for its investors. If it fails to deliver satisfactory performance, the business' reputation may be damaged leading to investor redemptions or challenges for the business in relation to securing new investor funds. Both scenarios could result in a reduction in funds under management which would reduce fee revenue and adversely impact financial performance.

(B) CONFLICTS OF INTEREST

Failure to deal appropriately with actual, potential or perceived conflicts of interest could damage Evans Dixon's reputation and materially adversely affect its business.

Potential conflicts include the following:

- Wealth Advice and Capital Markets may advise clients in relation to entities that are managed by Funds Management;
- Investment research may produce research in relation to companies who are also clients of Capital Markets; and
- Entities within the Evans Dixon group may enter into related party transactions in respect of the provision of services, particularly to funds managed by Funds Management.

Evans Dixon aims to ensure that any perceived, potential or actual conflicts are managed appropriately. In addition, all related party transactions that occur between Evans Dixon and entities that it manages are done on commercial arms-length terms. However, it is possible that actual, potential or perceived conflicts could give rise to client dissatisfaction, litigation or regulatory enforcement actions.

If Evans Dixon fails, or appears to fail, to deal appropriately with one or more potential or actual conflicts of interest its reputation could be damaged creating reluctance among potential clients and counterparties to do business with Evans Dixon and leading to an adverse impact on financial performance.

(C) EMPLOYEE MISCONDUCT

Employee misconduct, which is difficult to detect and deter, could harm Evans Dixon by impairing its ability to attract and retain clients and by subjecting it to legal liability and reputational harm. There is a risk that employees could engage in misconduct that would adversely affect the business.

For example, the business often requires Evans Dixon to deal with confidential matters of great significance to its clients. If employees were to improperly use or disclose confidential information provided by clients, Evans Dixon could be subject to regulatory sanctions and suffer serious harm to its reputation, financial position, current client relationships and ability to attract future clients. It is not always possible to deter employee misconduct, and the precautions taken to detect and prevent misconduct may not be effective in all cases.

5.2.5 FAILURE TO ATTRACT AND RETAIN SKILLED PERSONNEL AND KEY SENIOR EXECUTIVES

The success of Evans Dixon relies on the efforts of Management and key executives across its businesses. The market for highly skilled and experienced finance executives is competitive and may result in the loss of key executives leading to the loss of certain clients or other employees. The loss of key executives and the fact that they may compete with Evans Dixon in subsequent roles could reduce Evans Dixon's ability to generate revenue and adversely impact financial performance.

5.2.6 OPERATING SYSTEMS, PROCESSING AND CONTROLS MAY FAIL

Efficient internal processes are critical to the operation of Evans Dixon's business. There is a risk that inadequate or failed internal processes, people or systems (including failure of staff to follow defined processes, inadequate training or failure to implement appropriate controls) or external events may give rise to failures or disruptions in operational systems and controls (e.g. fraud, security failures, manual processing errors), which may result in losses to clients that Evans Dixon is liable to compensate.

Ensuring that internal processes are efficient and scalable is particularly important in the context of Evans Dixon's significant historic and planned future growth. This growth has resulted and will continue to result in increasing pressure on all parts of Evans Dixon's business, including Evans Dixon's ability to:

- operate manual processes, which may be viable and appropriate at one level of FUA, but cease to be viable as FUA grows;
- offer bespoke or unique solutions for particular clients;
- hire and train new employees to meet increasing workloads; or
- otherwise structure its operations to ensure they continue to service clients at expected service levels.

As a result of the increased pressure on Evans Dixon's business operations from its growth, along with the increased complexity of its business resulting from advancements in its technology or changes to its product suite (including as a result of introduction of new clients), there is a risk that process and execution errors which occur from time to time may increase.

Such failures or errors may have a material adverse effect on Evans Dixon's reputation, and its ability to retain or attract clients.

5.2.7 PROFESSIONAL LIABILITY RISK

Evans Dixon's core business involves the provision of financial advice, investment advice and other financial services. The provision of such advice gives rise to the risk of potential professional liability for negligence and third-party client claims. Whilst Evans Dixon takes all reasonable precautions to keep the Group indemnified in the event of such claims, claims of a deprecating nature irrespective of the outcome and scale may cause financial and reputational damage to Evans Dixon.

5.2.8 INFORMATION SYSTEMS AND CYBER RISK

Evans Dixon relies on information technology, including third party software products and services, to deliver services to its clients. Evans Dixon has implemented industry standard measures intended to prevent or mitigate loss, damage or interruption to its networks, systems and data, including due to errors or other failures in networks, hardware, software, systems or services. However, there is a risk that the measures taken by Evans Dixon may not be sufficient to prevent or mitigate such loss, damage or interruption.

Through its ordinary course of business, Evans Dixon will collect information about its clients (which would usually include personal and confidential information). A cyber attack or other cyber incident may compromise the systems used by Evans Dixon to protect that information. Evans Dixon has put in place industry standard measures intended to prevent misuse or loss of, unauthorised access to, or unauthorised modification or disclosure of, the information that it holds. However, there is a risk that the measures taken may not be sufficient to detect, mitigate or prevent such an incident.

Any loss, damage or interruption to Evans Dixon's networks, systems, data or services, or a data breach affecting Evans Dixon, whether arising from hardware, software or systems failures, computer viruses or other harmful code, third party service failures, or cyber attacks or other cyber incidents, could impair the ability of Evans Dixon to deliver services to its clients; expose Evans Dixon to reputation damage; result in a loss of confidence in the services it provides; result in claims by clients or a loss of clients; and give rise to regulatory scrutiny and legal action. Any of these events could adversely impact Evans Dixon's reputation, business, financial condition and financial performance.

5.2.9 FOREIGN EXCHANGE RATE RISK

Evans Dixon is exposed to currency fluctuations by virtue of its USA operations and the native currency of some assets held in its various Funds Management products. Consequently, Evans Dixon and its subsidiaries are subject to various foreign jurisdictions and local currencies. Adverse movements in the exchange rate between the Australian dollar and the local currencies, in particular the United States Dollar, may result in significant foreign currency losses and material impacts to the Group's profitability and ability to conduct business.

5.2.10 FUND RETURNS AND MANAGEMENT FEE RATES

Achieving satisfactory investment returns on the funds which Evans Dixon manages is critical to retaining existing investors and attracting new investors. While Evans Dixon's management fees are largely based on a fixed percentage of assets under management, if investor return expectations are not being achieved, Funds Management may come under pressure to reduce its fees. Further, the majority of investors in Funds Management funds are also Wealth Advice clients.

For some funds, Funds Management also earns a portion of its revenue on the basis of a percentage of acquisitions and disposals. A reduction in acquisition and disposal activity will therefore result in lower revenues to the Group.

Acquiring assets which meet the funds' return hurdle rates is dependent on market prices and competition for assets. Sustained lower interest rates over the last six years has seen asset prices increase and returns fall. Competition for assets has increased with demand from offshore buyers increasing. Higher prices and increased competition could restrict Funds Management's ability to acquire assets, or to acquire them at attractive prices or in a timely manner.

Asset acquisitions by funds managed by Funds Management may not produce the returns expected of them. Poor investment performance may have a negative effect on the ability to charge full fees allowed under the funds' constituent documents, and may result in equity outflows and lower inflows.

5.2.11 NEED TO MAINTAIN AND UPDATE TECHNOLOGY PLATFORMS CREATES RISKS

The need to regularly maintain and update Wealth Advice's platforms creates risks, including if system design or coding errors lead to losses to clients, errors in information held on Evans Dixon's platforms, breaches of law or legal action against Evans Dixon. System design and coding errors may arise due to inadequate testing of new developments, inappropriate design of technology solutions or inadequate change management.

There is a risk that Evans Dixon may otherwise fail to successfully achieve, or experience unforeseen delays, costs or outcomes in achieving, the required development of its technology and systems. This risk may arise due to inadequate project management, failure to source appropriately trained staff to develop the products, failure to adequately monitor market change or trends in the industry for new products and designs, or failure to raise or allocate sufficient capital to the projects.

Use of Evans Dixon's IT resources in developing new functionality, may also divert them from maintaining or improving existing functionality, with the result that flaws or vulnerabilities (such as system design issues or coding errors) may not be identified or understood, which could in turn lead to errors or vulnerabilities, or performance issues with Evans Dixon's systems.

5.2.12 PROJECT MANAGEMENT, DESIGN AND ARCHITECTURAL SERVICES

Evans Dixon Projects operates its project management, design and architectural services business through its subsidiary, Dixon Projects LLC. The revenues and profits generated by Dixon Projects may be adversely impacted by delays to its project pipeline which can be caused by delays in securing building approvals for renovation activity and subcontractors failing to perform contracted works to schedule.

Dixon Projects also has a given portfolio of client engagements at any one point in time. As these engagements are completed, Dixon Projects must source new engagements from either existing or new clients. Should Dixon Projects be unable to source new engagements for an extended period of time, it may materially reduce the revenues generated by Dixon Projects.

5.2.13 UNDERWRITING

Evans Dixon makes underwriting commitments in the ordinary course of business by underwriting equity capital raisings. If there is a shortfall in demand for an underwritten offer which is not sub-underwritten or where sub-underwriters do not meet their commitments, Evans Dixon could be required to acquire the shortfall resulting in a demand for cash to fund the acquisition. On subsequent sale of these securities Evans Dixon may be subject to losses which would impact financial performance. In certain offerings, the opportunity to sell a shortfall holding may not arise from time to time due to liquidity considerations and consequently, Evans Dixon may be required to fund the purchase without being able to subsequently sell the securities resulting in a reduction in capital availability and opportunity cost adversely impacting financial performance.

5.2.14 ACQUISITIONS AND EXPANSION

Evans Dixon may enter into new lines of business which may result in additional risks and uncertainties in the business. Evans Dixon currently generates substantially all of its revenue from the Wealth Advice, Capital Markets and Funds Management segments. To the extent Evans Dixon enters into new lines of business, it will face numerous risks and uncertainties, which can include risks associated with actual or perceived conflicts of interest, the possibility that it may have insufficient expertise to engage in such activities profitably or without incurring inappropriate amounts of risk, the required investment of capital and other resources and the loss of clients due to the perception that it is no longer focusing on existing or core business.

If a new business generates insufficient revenues or if Evans Dixon is unable to efficiently manage expanded operations, Evans Dixon's financial performance could be adversely affected.

5.2.15 CONCENTRATION OF SHAREHOLDING

Following Completion of the Offer, the Existing Owners will hold [66.1% - 70.8%] of the Shares. Accordingly, these parties will continue to be in a position to exert significant influence over the outcome of matters relating to Evans Dixon, including the election of Directors. Although the interests of Evans Dixon, the Existing Owners and other Shareholders are likely to be aligned in most cases, there may be instances where their respective interests diverge. The sale of Shares in the future by the Existing Owners, Non-Executive Directors and/or certain employees, or the perception that such sales might occur, could adversely affect the market price of the Shares.

Also, the concentration of ownership may affect the liquidity of the market for Shares on ASX, limiting the likelihood of Evans Dixon's entry into relevant indices in due course (such as the S&P ASX 200).

5.2.16 MACROECONOMIC RISK

The revenues and profitability of Evans Dixon and its subsidiaries are largely dependent on the health and performance of global asset markets. The industries in which Evans Dixon operates are sensitive to factors including global macroeconomic sentiment, capital market activity, debt and equity market volatility. Volatility in the Australian and United States equity and debt markets, European, Emerging and Asian markets and the USA residential property market in particular would likely have a material impact on Evans Dixon's performance, financial wellbeing and returns to the Shareholders.

5.2.17 CLIENT CREDIT RISK

Evans Dixon accepts credit risk when dealing with clients and counterparties especially as it relates to obligations including the payment of advisory fees and the settlement of share trades. Clients or counterparties may not fulfil their financial obligations in a timely manner resulting in an adverse impact on Evans Dixon's financial performance.

5.2.18 FAILURE TO MEET FORECASTS

The forward-looking statements, opinions and estimates provided in this Prospectus, including the Forecast Financial Information, rely on various contingencies and assumptions, some of which are described in Section 4. A range of factors, both known and unknown, may impact upon the performance of Evans Dixon and cause actual performance to vary significantly from expected results.

There can be no guarantee that Evans Dixon will achieve its stated objectives or that any forward- looking statement or forecast will eventuate.

5.2.19 TIMING DIFFERENCES AND SEASONALITY IN CAPITAL MARKETS REVENUE

Timing differences in Capital Markets revenue could affect inter-year results. Since transaction based fees are generally paid only once a transaction completes, the timing of receipt and recognition of revenue depends on transaction timing and outcomes, many elements of which are outside Evans Dixon's control and may be difficult to predict. Fluctuations in Evans Dixon's inter year financial results could lead to adverse movements in Evans Dixon's share price or increased volatility in the share price generally.

5.2.20 EXPOSURE TO POTENTIAL LITIGATION, CLAIMS AND DISPUTES

Evans Dixon may from time to time be subject to litigation and other claims and disputes in the course of its business. For example, these claims may relate to contractual disputes with suppliers or clients, excess charges, professional negligence, investment losses, intellectual property disputes, workplace health and safety incidents and employment disputes, including disputes involving claims by past employees. There is a risk that such litigation, claims and disputes, including the costs of settling claims and operational impacts, could materially adversely affect Evans Dixon's business, operating and financial position and performance.

5.2.21 INSURANCE ARRANGEMENTS MAY NOT COMPENSATE FOR ALL LOSS

While Evans Dixon has in place insurance policies for a range of liabilities (including cyber security risks), not all liabilities may be covered and the policy limits for liabilities that are covered may not be adequate to cover all financial exposures that may arise.

If insurance is either not available to cover a claim, or the quantum of any relevant claim exceeds the applicable policy limit, Evans Dixon will be required to use its reserves or otherwise itself be exposed to the financial impact of the liability (and, as such, it could have an adverse impact on its business strategy, financial condition or financial performance). In addition, any significant claim against a policy may lead to increased premiums on renewal, additional exclusions under the terms of future policies or an inability to obtain suitable insurance cover for all aspects of the business.

5.3 GENERAL RISKS

5.3.1 ECONOMIC CONDITIONS

General economic conditions, introduction of tax reform, new legislations, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Group's activities, as well as on its ability to fund those activities.

Deterioration in the general economic conditions, including factors that impact negatively on disposable income of consumers, could affect client expenditure, including on the demand for insurance products and insurance related advice which may adversely affect the Group's profitability.

5.3.2 MARKET CONDITIONS

Share market conditions may affect the value of the Group's quoted securities regardless of the Group's operating performance. Share market conditions are affected by many factors such as:

a. general economic outlook;

b. introduction of tax reform or other new legislation;

c. interest rates, inflation rates, exchange rates and commodity prices;

d. changes in investor sentiment toward particular market sectors;

e. the demand for, and supply of, capital; and

f. terrorism or other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and industrial stocks in particular. Neither the Company nor the Directors warrant the future performance of the Group or any return on an investment in the Company and give no assurance that the price of the Shares will increase following quotation on the ASX, even if the Group's earnings meet or exceed forecasts.

5.3.3 TRADING IN SHARES MAY NOT BE LIQUID

There is currently no public market through which the Shares may be sold. There can be no guarantee that an active market in the Shares will develop or that the price of the Shares will increase following Official Quotation. 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.

5.3.4 ESCROWED SHAREHOLDERS' HOLDINGS

Following the Listing there will be 102.3 million Escrowed Shares (which represents approximately 47.8% of the total Shares on issue at Completion), which will also impact on liquidity for up to 24 months starting from the date of the Company's admission to the Official List. The absence of any sale of Escrowed Shares by the Escrowed Shareholders during this period may cause, or at least contribute to, limited liquidity in the market for the Shares. This could affect the prevailing market price at which Shareholders are able to sell their Shares. It is important to recognise that Shareholders may receive a market price for their Shares that is less than the price that they paid.

Following the end of the Escrow Periods, the Escrowed Shares are likely to be able to be freely traded on the ASX. A significant sale by the Escrowed Shareholders (individually or collectively), or the perception that such sales have occurred or might occur, could significantly reduce the price of Shares.

5.3.5 ACCESS TO EQUITY AND DEBT FUNDING

The Group's capital requirements depend on numerous factors. Depending on the Group's ability to generate income from its operations, the Group may require further funding in addition to amounts raised under the Offer. Volatility in the financial markets could have a material adverse effect on the Company's ability to raise capital to fund its business operations or future acquisitions. The Company's ability to raise additional funds will be subject to, among other things, factors beyond the control of the Company and its Directors, including cyclical factors affecting the economy and share markets generally.

In addition, any deterioration in global financial markets could impact risk appetite among lending institutions which may impact the Company's ability to enter into any new loan facilities or replace existing facilities. The Directors can give no assurance that future funds can be raised by the Company on favourable terms, if at all.

If the Company is unable to obtain additional funding as needed, or is unable to do so on acceptable terms, it may be required to reduce the scope of its operations and scale back its programs as the case may be.

5.3.6 SHAREHOLDER DILUTION

In the future, the Group may elect to engage in various types of capital raisings, including the issue of Shares or other securities. While the Group 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 without Shareholder approval (other than where exceptions apply), Shareholders at the time may be diluted as a result of such capital raisings if they do not participate pro rata.

5.3.7 OPERATIONAL FACTORS

While the Group implements measures and procedures to manage operational risk, the Group's profitability will continue to be subject to a variety of strategic and business decisions and operational risks (arising from inadequate or failed internal processes, people and systems, or external events) including:

a. fraud and other dishonest activities;

b. workplace safety;

c. compliance and regulatory risk;

d. business continuity and crisis management;

e. key person and personnel risk;

f. information systems integrity; and

g. outsourcing risk.

5.3.8 TAXATION CHANGES

There is the potential for major changes to Australia's tax laws. Any change to the current rates of taxes imposed on the Group is likely to affect returns to Shareholders. In addition there may be changes to the rate of taxes imposed in overseas jurisdictions in which the Group may operate or tax legislation which generally may affect the Group and its Shareholders.

The Group obtains external expert advice on the application of the tax laws to its operations. However, an interpretation of taxation laws by the relevant tax authority or by the Courts that is contrary to the Group's view of those laws or the advice that it has received may increase the amount of tax to be paid and may lead to the imposition of penalties and a liability to pay interest. In addition, an investment in Shares involves tax considerations which may differ for each Shareholder. Each investor is encouraged to obtain professional tax advice in connection with any investment in the Company.

5.3.9 ACCOUNTING STANDARDS

Australian Accounting Standards are set by the AASB and are outside the control of the Group. The AASB is due to introduce new or refined Australian Accounting Standards during 2018, which may affect future measurement and recognition of key income statement and balance sheet items, including revenue and receivables. There is also a risk that interpretations of existing Australian Accounting Standards, including those relating to the measurement and recognition of key income statement and balance sheet items, such as revenue and receivables, may differ. Changes to Australian Accounting Standards issued by the AASB or changes to the commonly held views on the application of those standards could materially adversely affect the financial performance and position reported in the Group's consolidated financial statements.

5.3.10 DIVIDENDS MAY NOT BE FULLY FRANKED

The Company expects future dividends to be fully franked, at least initially. However, there is no guarantee that the Company will have sufficient franking credits in the future to fully frank dividends. There is also a risk that the franking system may be subject to legislative review and/or reform. The value and availability of franking credits to a Shareholder will depend on their particular taxation and financial circumstances. Shareholders should be aware that the ability to use franking credits, 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 and should seek their own taxation advice in relation to any potential tax offset or refund claim which they may be entitled to in any particular Financial Year.

5.3.11 FORCE MAJEURE EVENTS

Events may occur within or outside Australia that could impact on the Australian economy, the global economy, the operations of the Company, the price of the Shares and the Company's ability to pay dividends. The events include but are not limited to acts of terrorism, an outbreak of war or other international hostilities, fires, floods, earthquakes, labour strikes, civil wars, natural disasters, outbreaks of disease or other natural or manmade events or occurrences that could have an adverse effect on the demand for the Group's services and its ability to conduct its business. The Group has only a limited ability to insure against some of these risks.

Dixon Advisory Superannuation

06

KEY INDIVIDUALS, INTERESTS AND BENEFITS

TID SGS PV modules in New Energy Solar portfolio

6. Key individuals, interests and benefits

6.1 BOARD OF DIRECTORS

At the Listing Date, the Board will comprise four Directors, consisting of the Executive Chairman, the Managing Director and Chief Executive Officer and two Independent Non-Executive Directors. It is the intention of the Company to appoint a further independent Non-Executive Director after listing.

The Directors of the Company bring to the Board a variety of skills and experience, including industry and business knowledge, financial management and corporate governance experience. The Board comprises:

DAVID EVANS

Executive Chairman

David Evans is the Executive Chairman of Evans Dixon Limited, having established Evans and Partners Pty Ltd in June 2007.

Since 1990, he has worked in a variety of roles within JB Were & Son and then the merged entity Goldman Sachs JBWere Pty Ltd.

Prior to establishing Evans and Partners, David ran Goldman Sachs JBWere's (GSJBW) Private Wealth business and the Institutional Equities business. His most recent role at GSJBW was as Managing Director and Chief of Staff.

He is a director of Seven West Media (SWM) and a member of the SWM Remuneration & Nomination Committee. He is a member of the Victorian Police Corporate Advisory Group and Chairman of Cricket Australia's Investment Committee.

ALAN DIXON

Managing Director and Chief Executive Officer

Alan Dixon is the Managing Director and CEO of Evans Dixon, a funds management and financial advisory firm established in February 2017 through the merger of Evans & Partners and Dixon Advisory. Evans Dixon has over $18 billion of assets under advice.

Primarily based in the USA, Alan also oversees the firm's senior leaders and influences the strategic initiatives of more than 600 professionals working with clients in Sydney, Melbourne, Brisbane, Canberra, Jersey City and New York City. He is also Managing Director and CEO of Dixon Advisory USA, a leader in the US urban single-family home rental business.

Alan joined Dixon Advisory in January 2001. Prior to joining Dixon Advisory, Alan worked in Chartered Accountancy and Investment Banking roles in Australia.

Alan is a Director of New Energy Solar Limited, an ASX listed infrastructure company focussed on solar power generating assets. He holds a Bachelor of Commerce from the Australian National University and is a member of the Institute of Chartered Accountants in Australia.

SALLY HERMAN

Non-Executive Director

Sally Herman is an experienced Non-Executive Director in the fields of financial services, retail, manufacturing and property. She sits on the board of directors of both listed and unlisted companies including three ASX 200 companies, being Suncorp Group Limited, Premier Investments Limited and Breville Group Limited. She is also on the Board of Investec Property Limited and the Sydney Harbour Federation Trust.

Her executive career in Australia and the USA includes 16 years with the Westpac Group, running major business units in most operating divisions of the Group, notably in the wealth management and retail banking divisions. Prior to Westpac, Sally worked at Macquarie Bank in the Capital Markets and Private Banking divisions.

Sally serves on the advisory board of several community organisations, with a particular interest in education, the arts and homelessness. She holds a Bachelor of Arts from University of NSW and is a member of Chief Executive Women.

JOSEPHINE LINDEN

Non-Executive Director

Josephine Linden is Founder and CEO of Linden Global Strategies, a wealth management advisory firm and multi-family office. She retired from Goldman Sachs as a partner and managing director in 2009, after being with the firm for over twenty-five years and was previously an Advisor to Goldman Sachs JBWere, Australia.

Josephine serves on private and non-profit boards. She is the Chairman of Lands' End, Director of Sears Hometown & Outlet Stores Inc. and member of the Advance Global Advisory Council. She is the financial advisor for The Prince of Wales Foundation. She is a Trustee for the Collegiate School, and currently chairs the Financing Committee, sits on the Executive Committee and Investment Committee, and served as Treasurer. She was an Adjunct Professor at the Business School of Columbia University, where she taught a class in wealth management, and currently teaches and moderates ad hoc sessions. She is a member of the Council on Foreign Relations.

Having spent her childhood and young adult life in Sydney, Josephine continues to maintain strong ties to Australia despite being based in New York City. Josephine is an active contributor to the Australian Consulate in New York and has had the honour of presenting at the Australia Day address on two occasions.

The composition of the Board committees and details of its key corporate governance polices are set out in Sections 6.12 and 6.13.

Each of the Directors above is expected to be able to perform their duties as a Non-Executive Director or Executive Director of the Company, as the case may be, without constraint from other commitments.

The Board has considered the Company's immediate requirements as it transitions to an ASX listed company and is satisfied that the composition of the Board represents an appropriate range of experience, qualifications and skills at this time.

6.2 SENIOR MANAGEMENT TEAM

Set out below are details regarding the senior management team of the Company.

TRISTAN O'CONNELL

Chief Financial Officer

Tristan O'Connell joined Dixon Advisory in 2005 after 10 years' experience in corporate financial and management roles within the wholesale financial markets industry.

Among Tristan's previous roles were Financial Controller of Tullett Prebon in Australia, one of the world's leading inter-dealer broker firms, specialising in over-the-counter interest rate, foreign exchange, energy and credit derivatives. He subsequently held senior finance roles for the Tullett Prebon Fund in Singapore and London.

Tristan has a Bachelor of Commerce from the Australian National University, is a member of CPA Australia and is a Fellow of the Financial Services Institute of Australasia.

PARRISH DAVIS

Chief Operating Officer

Parrish Davis joined Evans & Partners in 2007, after five years building her own boutique business which provided freelance executive support and small business marketing communications to small business owners. Prior to this she spent five years with a boutique investment bank in Executive and Board support roles.

As Chief Operating Officer, Parrish has responsibility for overseeing the management of day to day operations within Evans Dixon.

Parrish is a graduate of Monash University. She holds a Bachelor of Marketing and has also completed the Executive Leadership Program (2016) at Stanford Graduate School of Business.

6.3 INTERESTS AND BENEFITS

This Section 6.3 and Sections 6.4 to 6.7 below set out the nature and extent of the interests and fees of certain persons involved in the Offer.

Other than as set out in this Prospectus, no:

a. Director or proposed Director of the Company;

b. person named in this Prospectus and who has performed a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;

c. promoter of the Company; or

d. underwriter to the Offer or financial services licensee named in this Prospectus as a financial services licensee involved in the Offer,

holds at the time of lodgement of the Prospectus with ASIC, or has held in the two years preceding lodgement of this Prospectus with ASIC, any interest in:

e. the formation or promotion of the Company; or

f. property acquired or proposed to be acquired by the Company in connection with its formation or promotion, or in connection with the Offer; or

g. the Offer,

and no amount (whether in cash, Shares or otherwise) has been paid or agreed to be paid, nor has any benefit been given or agreed to be given to any such persons for services in connection with the formation or promotion of the Company or the Offer or to any Director or proposed Director to induce them to become, or qualify as, a Director.

6.4 INTERESTS OF ADVISERS

The Company has engaged the following professional advisors in relation to the Offer:

a. MinterEllison has acted as Australian legal advisor to the Company in relation to the Offer. The Company has paid, or agreed to pay, up to $380,000 (excluding disbursements and GST) for these services up until the date of the Original Prospectus. Further amounts may be paid to MinterEllison in accordance with its normal time based rates; and

b. Deloitte Corporate Finance Pty Limited has acted as Investigating Accountant and has performed financial, accounting and tax due diligence services and prepared the Investigating Accountant's Report in Section 8. The Company has paid, or agreed to pay, up to $210,000 (excluding disbursements and GST) for these services up until the date of the Original Prospectus. Further amounts may be paid to the Investigating Accountant in accordance with its normal time based rates;

The Company will pay these amounts, and other expenses of the Offer, out of funds raised under the Offer or cash otherwise available to the Company (or one of its subsidiaries). Further information on the use of proceeds and payment of expenses of the Offer is set out in Section 7.5.

6.5 DIRECTORS' INTERESTS AND REMUNERATION

6.5.1 EXECUTIVE DIRECTORS' REMUNERATION

The Company has entered into an employment agreement with David Evans in respect of his employment as Executive Chairman of the Company. Refer to Section 6.6.1 for further details.

A Group Member has entered into an employment agreement with Alan Dixon in respect of his employment as Chief Executive Officer of the Company. Refer to Section 6.6.2 for further details.

6.5.2 NON-EXECUTIVE DIRECTORS' REMUNERATION

Under the Constitution, the total amount of fees paid to all Directors for their services (excluding for these purposes, the salary of an Executive Director) must not exceed in aggregate $1,200,000 per annum in any financial year. Any change to this aggregate annual sum needs to be approved by Shareholders in general meeting. The ASX Listing Rules require that the remuneration of Executive Directors must not include a commission on, or a percentage of, operating revenue.

Annual Directors' fees currently agreed to be paid by the Company to a Non-Executive Director are $175,000 per annum plus $25,000 per annum in aggregate if the Director is appointed a member of any Board committees for the Company.

Shares, options, rights and other share-based payments may be provided to Non-Executive Directors as part of their remuneration according to the rules of any share plan that has or may be introduced and adopted by the Company, subject to the Listing Rules and requirements of the Corporations Act. The value of any such Shares, options, rights and other share-based payments will not be included in the aggregate maximum amount.

6.5.3 DEEDS OF ACCESS, INSURANCE AND INDEMNITY FOR DIRECTORS

The Company has entered into deeds of indemnity, access and insurance with each Director containing rights of access to the books, Board papers and other documents of the Company, both while the Director is a director of the Company and for a seven year period after the Director ceases to be an officer of a body corporate in the Group. After a Director has ceased to hold office that Director may only access the records of the Company for the purposes of a legal proceeding or investigation to which the Director is subject or is a party, or proposes in good faith to bring, or for any other purpose in respect of which the Company gives its written consent.

Under the Constitution and to the extent permitted by law, the Company has agreed to indemnify all Directors and officers, past and present, against certain liabilities. The indemnity provided for under each deed of indemnity, access and insurance operates indefinitely from the date of appointment as a Director and ends seven years after the date on which a Director has ceased to be an officer of a body corporate in the Group. The Company indemnifies each Director against any and all liabilities (other than for legal costs) incurred by that Director as an officer of a body corporate in the Group and any and all reasonable legal costs incurred by a Director in defending an action for a liability incurred or allegedly incurred by a Director as an officer of a body corporate in the Group, in each case to the maximum extent permitted by law.

The indemnities given by the Company under each deed of indemnity, access and insurance do not apply to any liabilities or legal costs incurred by a Director as an officer of a body corporate in the Group that have arisen from conduct by the Director that was deliberately dishonest or deliberately fraudulent or not in good faith.

If a Director is entitled to be indemnified under the deed of indemnity, access and insurance, the Company will pay the relevant amount to discharge the liability or legal cost. It is not necessary for a Director to make any payment before enforcing their rights under the deed of indemnity, access and insurance.

In certain cases, the deed of indemnity, access and insurance allows for the Company to make advance payments to an indemnified Director for an amount owing in respect of legal costs covered by the deed before the outcome of the action is known.

Under the Constitution, the Company may arrange and maintain directors' and officers' insurance for its Directors and officers to the extent permitted by law. Under the deed of indemnity, access and insurance, the Company must, for each Director, maintain and pay the premium on insurance during the Director's period of office and for a period of seven years after the Director ceases to hold office. The directors' and officers' insurance policy must be for an amount and on terms and conditions as are appropriate and available in the market for a reasonably prudent company in the Company's circumstances acting fairly.

6.5.4 OTHER INFORMATION ABOUT DIRECTORS' REMUNERATION

In recognition of the efforts of David Evans and Alan Dixon in facilitating the merger between the business conducted by Evans & Partners with the business conducted by the rest of the Group since February 2017, each received a one-off integration bonus of $5,132,075 on execution of their new executive service agreements.

6.5.5 DIRECTORS' INTERESTS IN SHARES AND OTHER SECURITIES

Directors are not required under the Constitution to hold any Shares. The Directors (and their associates) are entitled to apply for Shares under the Offer. Figure 6.1 sets out the Directors' (and their associated entities') direct and indirect interests in Shares on Completion of the Offer.

Figure 6.1: Directors' (and their associated entities') shareholdings

DIRECTOR	Shares held on Completion of the Offer ('000s)	Shares held on Completion of the Offer (%)
David Evans	13,942 - 15,491	6.5% - 7.2%
Alan Dixon	39,148 - 43,498	18.3% - 20.3%
Sally Herman	160	0.1%
Josephine Linden	0	0.0%

The table above does not include any Shares the Directors may acquire under the Offer.

Directors' security holdings will be notified to the ASX on Listing.

6.5.6 DIRECTORS' INTERESTS

Each of the Executive Chairman and the Chief Executive Officer have provided extended covenants for the protection of the business of the Group. See Section 6.8 for details.

OTHER INTERESTS

Alan Dixon is the sole shareholder of SaleCo. SaleCo has only recently been incorporated to offer the Sale Shares under this Prospectus and has no other functions or business. SaleCo has only nominal assets and as a result has been given an indemnity by the Company as summarised in Section 9.4.

6.6 MANAGEMENT INTERESTS AND REMUNERATION

6.6.1 EXECUTIVE CHAIRMAN EMPLOYMENT CONTRACT

The Company has entered into an executive services agreement with David Evans to govern his employment with the Company as Executive Chairman. Key provisions of the executive services agreement are as follows:

- total compensation of $560,000 per annum (including superannuation entitlements) together with a bonus of $660,000 in respect of each six month period of the Executive Chairman's employment payable in June and December of each year from 2018 to 2021 (inclusive), beginning with the first bonus in respect of the six months to 30 June 2018;
- the ability to participate in any of the Group's bonus schemes applicable to the Executive Chairman and to receive payment of a commission in an amount determined by the CEO in his discretion if the Executive Chairman is responsible for generating business from a client of the Company or a Group Member which has a significant value to the Company or a Group Member;
- an initial fixed term of five years from 22 February 2018. Following the expiration of the initial term, the Executive Chairman's employment will continue on the terms of his executive services agreement on an ongoing basis unless terminated by either party in accordance with the agreement;

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- at any time after the fixed initial term of five years, a right for either the Company or the Executive Chairman to terminate the Executive Chairman's employment by giving three months' written notice;
- a right for the Company to terminate the Executive Chairman's employment without notice consistent with market practice for a contract of this nature; and
- 6 weeks annual leave per year as well as other customary leave entitlements.

6.6.2 CHIEF EXECUTIVE OFFICER EMPLOYMENT CONTRACT

A Group Member has entered into an executive services agreement with Alan Dixon to govern his employment as Chief Executive Officer (CEO) of the Company and of Dixon Advisory USA Inc, (DAU). Key provisions of the executive services agreement are as follows:

- total compensation of $560,000 per annum (including superannuation entitlements) together with a bonus of $660,000 in respect of each six month period of the CEO's employment payable in June and December of each year from 2018 to 2021 (inclusive), beginning with the first bonus in respect of the period from six months to 30 June 2018;
- the ability to participate in any of the Group's bonus schemes applicable to the CEO;
- an initial fixed term of five years from 22 February 2018. Following the expiration of the initial term, the CEO's employment will continue on the terms of his executive services agreement on an ongoing basis unless terminated by either party in accordance with the agreement;
- at any time after the fixed initial term of five years, a right for either DAU or the CEO to terminate the CEO's employment by giving three months' written notice;
- a right for DAU to terminate the CEO's employment without notice consistent with market practice for a contract of this nature; and
- 6 weeks annual leave per year as well as other customary leave entitlements.

6.6.3 CHIEF FINANCIAL OFFICER EMPLOYMENT CONTRACT

Dixon Advisory Group Pty Limited (a Group Member) (DAG) has entered into a contract of employment with Tristan O'Connell to govern his employment with the Group as Chief Financial Officer (CFO). Key provisions of the contract of employment are as follows:

- total compensation of $295,000 per annum (plus superannuation entitlements);
- the ability to participate in DAG's bonus schemes applicable to the CFO and to receive any bonus payment of which will be payable at the sole discretion of DAG;
- at any time, a right for either DAG or the CFO to terminate the CFO's employment by giving six months' written notice;

- a right for DAG to terminate the CFO's employment immediately without notice in customary circumstances;
- non-compete and non-solicitation restraints are consistent with market practice for a contract of this nature; and
- 4 weeks annual leave per annum as well as other customary leave entitlements.

6.6.4 CHIEF OPERATING OFFICER EMPLOYMENT CONTRACT

DAG has entered into a contract of employment with Parrish Davis to govern her employment with the Group as Chief Operating Officer (COO). Key provisions of the contract of employment are as follows:

- total compensation of $250,000 per annum (plus superannuation entitlements);
- the ability to participate in DAG's bonus schemes applicable to the COO and to receive any bonus payment of which will be payable at the sole discretion of DAG;
- at any time, a right for either DAG or the COO to terminate the COO's employment by giving six months' written notice;
- a right for DAG to terminate the COO's employment immediately without notice in customary circumstances;
- non-compete and non-solicitation restraints are consistent with market practice for a contract of this nature; and
- 4 weeks annual leave per annum as well as other customary leave entitlements.

6.7 EMPLOYEE INCENTIVE ARRANGEMENTS

The Board believes that the adoption of an employee incentive arrangement as part of the Company's overall remuneration framework is critical to the development of a high performance culture within the Company. Accordingly, to assist in the attraction, motivation and retention of management and employees, the Board plans to establish various incentive arrangements that will apply on Listing as set out in this Section 6.7. As at the date of this Prospectus, no employee incentive arrangements have been granted.

6.7.1 INCENTIVE PLAN FOR AUSTRALIAN BASED EMPLOYEES

The Company has adopted the Loan Funded Share Plan (LFSP) for Australian based employees to:

- provide an incentive for them to remain in their employment;
- recognise their ongoing ability and expected efforts;
- acknowledge their contribution to the performance and future success of the Group; and
- provide a means through which they may acquire Shares under the LFSP rules and benefit from the potential growth in the Company's share price.

(A) ELIGIBILITY

Eligibility to participate in the LFSP will be determined by the Board. Eligible participants include Australian based persons who satisfy one or more of the following eligibility requirements and whom the Board determines to be an eligible participant:

- a full-time or part-time employee of an entity in the Group (including any employee on parental leave, long service leave or other special leave as approved by the Board);
- a director of a Group Member; or
- an individual otherwise employed by a Group Member whom the Board determined is covered by this definition.

(B) OFFER

Under the rules of the LFSP, a participant may only acquire Shares where a loan amount has been advanced to the participant which has been used to fund the payment of the acquisition price for those Shares under the loan terms. The acquisition price will be based on the market value of the Shares. The Board must approve any invitation to an employee to participate in the Loan Funded Share Plan to acquire Shares.

(C) TERMS AND CONDITIONS

The Board may set the terms and conditions (including conditions in relation to vesting) on which it will offer Shares under the LFSP. The Board will determine the procedure for offering Shares (including the form, terms and content of any offer or acceptance procedure) in accordance with the rules of the LFSP.

(D) RANKING OF SHARES

Unless otherwise determined by the Board at the time of an offer, all Shares issued under the LFSP will rank equally in all respects with the other issued Shares.

(E) PLAN LIMIT

Subject to the rules of the LFSP, an offer of Shares must not be made if making the offer would breach the 5% capital limit on the issue of shares as set out in ASIC Class Order 14/1000 in relation to employee share schemes or contravene the Corporations Act, ASX Listing Rules or instruments of relief issued by ASIC from time-to-time.

To the extent permitted by law, the Board may offer such Shares which is greater than 5% of the issued Shares from time-to-time, provided that the Company will only issue up to the 5% capital limit as set out in ASIC Class Order 14/1000, with the balance to be issued pursuant to other available exemptions, including, for example, section 708 of the Corporations Act.

(F) LOAN TERMS

Unless otherwise specified in the offer, the loan term is 7 years and no interest will be charged on the loan amount.

(G) SECURITY

Subject to the rules of the LFSP, the Company may take security over the Shares.

(H) DISTRIBUTIONS

Unless otherwise determined by the Board, where distributions (including dividends or capital distributions) are payable on Shares while any part of the loan amount is outstanding, the Company will have the discretion to either pay the distributions on those Shares directly to the participant or apply the distributions (or the after-tax value of any distributions) on those Shares to repay the loan.

(I) REPAYMENT ON CESSATION OF EMPLOYMENT AND LIMITED RECOURSE

The loan plan includes provisions which require repayment of the loan amount, such as at the end of the loan period or on cessation of employment with the Group prior to the end of the loan period. In certain circumstances, the employee may be required to repay the lesser of:

- the outstanding balance of the loan amount; and
- the market value of the Shares acquired with the loan facility.

(J) REPAYMENTS AND PREPAYMENTS

Subject to the rules of the LFSP, the loan amount may be repaid in whole or in part at any time.

(K) CHANGE OF CONTROL

If a Change of Control occurs (as defined in the LFSP), the Board shall at its absolute direction, make a determination that some or all of the unvested Shares will vest.

(L) OTHER TERMS OF THE LFSP

The LFSP also contains customary and usual terms having regard to Australian law for dealing with administration, variation and termination of the LFSP.

6.7.2 INCENTIVE PLAN FOR USA BASED EMPLOYEES

The Company has adopted an Option/Rights Plan (ORP) to encourage all employees to have a greater involvement in the achievement of the Group's objectives and to attract and retain employees essential for the continued growth and development of the Group. Under the ORP, eligible participants (including officers, Employees and Directors) selected by the Board may be offered Options and/or Rights over Shares in the Company.

At Listing, employees based in the USA will be granted Options under the ORP. The Company may offer additional incentives under the ORP to management and employees over time, regardless of location of employment.

(A) ELIGIBILITY

Eligibility to participate in the ORP and the number of Shares or Options offered to each individual participant, will be determined by the Board. Eligible participants include a full-time or part-time employee or executive of an entity in the Group determined by the Board to be eligible to participate in the ORP.

(B) OFFER

Under the rules of the ORP, Options and/or Rights may be offered to eligible employees from time-to-time, subject to the conditions (if any) determined by the Board and specified in the offer.

(C) TERMS AND CONDITIONS

The Board may set the terms and conditions (including conditions in relation to vesting and any applicable exercise conditions) on which it will grant Options or Rights under the ORP. The Board will determine the procedure for granting Options or Rights (including the form, terms and content of any offer, invitation or acceptance procedure) in accordance with the rules of the ORP.

(D) RANKING OF SHARES

Unless otherwise determined by the Board at the time of an offer, all Shares issued upon exercise of Options or Rights granted under the ORP will rank equally in all respects with the other issued Shares.

(E) VOTING AND DIVIDEND RIGHTS OF OPTIONS AND RIGHTS

Options and Rights do not carry any voting or dividend rights. Shares issued or transferred to participants on exercise of Options or Rights carry the same rights and entitlements as other issued Shares, including voting and dividend rights.

(F) EXERCISE OF OPTIONS OR RIGHTS

A participant may exercise Options or Rights in respect of which the relevant vesting conditions have been satisfied and in respect of Options or Rights which have not expired or been forfeited. To exercise an Option or Right, the participant must lodge with the Company a signed notice of exercise and comply with any requirements under the rules of the ORP and as specified by the Board on the grant of the Options or Rights to the participant.

(G) LAPSE OF OPTIONS OR RIGHTS

Options and Rights which have not been exercised will lapse if the applicable vesting conditions and any other conditions to exercise are not met during the prescribed performance period or if they are not exercised before the applicable expiry date. In addition, Options and Rights will lapse if, in the Board's opinion, the participant deals with the Options and Rights in breach of the rules of the ORP or the participant has acted fraudulently or with gross misconduct.

(H) VESTED OPTIONS OR RIGHTS

If the vesting conditions relating to the Options or Rights are satisfied, or on the Board making a determination otherwise, the Options or Rights will either be automatically exercised by the Company and Shares issued to the participant or subject to the participant complying with its obligations as discussed above in Section 6.7.2(F).

(I) QUOTATION

Options and Rights will not be quoted on the ASX. The Company will apply for official quotation of any Shares issued under the ORP upon the issue of Shares on exercise of Options or Rights, in accordance with the ASX Listing Rules.

(J) OPTIONS OR RIGHTS EXERCISE PRICE

The Board may determine that a participant is required to pay an exercise price to exercise the Options or Rights offered to that participant, such determination to be made and specified by the Board on invitation to the participant to partipate in the ORP.

(K) NO HEDGING AND NO TRANSFER

Without the prior approval of the Board, Options or Rights which have not been exercised, may not be sold, transferred, encumbered or otherwise dealt with. Further, participants cannot enter into any transaction, scheme or arrangement which hedges or otherwise affects the participant's economic exposure to the Options or Rights before they vest.

(L) PLAN LIMIT

Subject to the rules of the ORP, an offer of Options or Rights must not be made if making the offer would breach the 5% capital limit on the issue of shares as set out in ASIC Class Order 14/1000 in relation to employee share schemes or contravene the Corporations Act, ASX Listing Rules or instruments of relief issued by ASIC from time-to-time.

To the extent permitted by law, the Board may offer such number Options or Rights which is greater than 5% of the issued Shares from time-to-time, provided that the Company will only issue up to the 5% capital limit as set out in ASIC Class Order 14/1000, with the balance to be issued pursuant to other available exemptions, including, for example, section 708 of the Corporations Act.

(M) CESSATION OF EMPLOYMENT

The ORP contains provisions concerning the treatment of unvested Options or Rights in the event a participant ceases employment.

(N) CHANGE OF CONTROL

If a Change of Control occurs (as defined in the ORP), the Board shall at its absolute direction, make a determination that some or all of the unvested Options or Rights will vest.

(O) CAPITAL RECONSTRUCTION

If there are certain variations of the share capital of the Company including a capitalisation or rights issue, subdivision, consolidation or reduction in share capital, the Board may make such adjustments as it considers appropriate under the ORP, in accordance with the provisions of the ASX Listing Rules.

(P) OTHER TERMS OF THE ORP

The ORP also contains customary and usual terms having regard to Australian law for dealing with administration, variation and termination of the ORP.

6.8 OTHER CONTRACTUAL ARRANGEMENTS WITH DIRECTORS

6.8.1 RESTRAINT DEEDS

The Company entered into restraint deeds with each of the Executive Chairman and the CEO on 22 February 2018, under which each of them has given a number of covenants for the protection of the Group's business. The restraint deeds include:

- a post-employment non-compete restraint throughout Australia and, in the case of the CEO only, the United States of America from the date of the restraint deed (being 22 February 2018) until the expiry of the period ending two years after the date of termination of the relevant executive's employment which prevents the executive from working for, or from carrying on (whether alone, in partnership or in joint venture with anyone else) or from being otherwise concerned or interested in (in any capacity), any entity or person which is in competition with or which carries on a business that is similar to the business conducted by the Group; and

- a further restraint throughout Australia and, in the case of the CEO only, the United States of America for a period of five years following the end of the non-compete restraint described above under which the executive undertakes that he will not directly or indirectly carry on or otherwise be concerned with or interested in (in any capacity) any entity which is in competition with the Group or the business conducted by the Group and which uses any trade marks, logos, symbols, business names, or other intellectual property substantially identical to or similar to the intellectual property rights of the business of the Group incorporating the words 'Evans' or 'Dixon' or both whether used alone, together or in combination with other words; and
- undertakings regarding inducement of officers and staff to leave their employment or engagement with the Group and a non-disparagement undertaking for a period of one year from the date of termination of the executive's employment consistent with market practice for a transaction of this nature.

In consideration for the provision of these covenants, the Company has paid the sum of $5,000,000 to each of the Executive Chairman and the CEO.

6.9 CORPORATE GOVERNANCE

This Section explains how the Board will oversee the management of the Group's business.

The Board is responsible for the overall corporate governance of the Group. The Board monitors the operational and financial position and performance of the Group and oversees its business strategy, including approving the strategic goals of the Group and considering and approving its annual business plan and the associated budget.

The Board is committed to maximising performance, generating appropriate level of Shareholder value and financial return and sustaining the growth and success of the Group. In conducting the Group's business with these objectives, the Board seeks to ensure that the Group is properly managed to protect and enhance Shareholder interests and that the Group, its Directors, officers and personnel operate in an appropriate environment of corporate governance. Accordingly, the Board have developed and adopted a framework of corporate governance policies and practices, risk management practices and internal controls that it believes appropriate for the Group's businesses.

The main policies and practices adopted by the Company, which will take effect from Listing, are summarised below. In addition, many governance elements are contained in the Constitution. Details of the Company's key policies and the charters for the Board and each of its committees will be available from Listing at the Company's website.

6.9.1 ASX CORPORATE GOVERNANCE COUNCIL'S CORPORATE GOVERNANCE PRINCIPLES AND RECOMMENDATIONS

In order to promote investor confidence and to assist companies to meet stakeholder expectations, the ASX Corporate Governance Council has developed and released Corporate Governance Principles and Recommendations, now in its third edition, (ASX Recommendations) for Australian listed entities. The ASX Recommendations are not mandatory or prescriptive and the Board is entitled not to adopt a particular recommendation if it considers it inappropriate in the context of the business. However, under the ASX Listing Rules, the Company will be required to provide a corporate governance statement in its annual report (or by reference in its annual report to the URL of the page on its website where the statement can be viewed), disclosing the extent to which it has followed the ASX Recommendations within the reporting period. Where the Company does not follow a recommendation for any part of a reporting period, it must identify the recommendation and provide its reasons for not doing so and what (if any) alternative governance practices it adopted in lieu of the recommendation.

Except as set out below, the Board does not anticipate that it will depart from the ASX Recommendations. However it may do so in the future if it considers such a departure would be reasonable.

6.10 BOARD APPOINTMENT AND COMPOSITION

The Board comprises David Evans (Executive Chairman), Alan Dixon (Managing Director and Chief Executive Officer), Sally Herman (Non-Executive Director) and Josephine Linden (Non-Executive Director).

Detailed biographies of the Board members are provided in Section 6.1.

The ASX Recommendations state that there should ideally be a majority of independent Non-Executive Directors and that the Chairperson position be held by an independent Non-Executive Director. The Directors have reserved absolute discretion to determine the appropriate composition of the Board from time to time and have determined not to follow the ASX Recommendations that the Chairperson position be held by an independent Non-Executive Director at this time. The Company believes it is appropriate for David Evans to be the Executive Chairman given he is the founder of Evans & Partners and has deep experience and knowledge in the industry sectors in which the Group operates.

Additionally, presently there is an equal number of Executive Directors and Independent Non-Executive Directors which the Board considers will not impair the functioning of the Board. However it is the intention of the Company to appoint another Independent Non-Executive Director after the Listing which will make the Board's composition consistent with the above ASX Recommendation.

The Board Charter sets out guidelines for the purpose of determining independence of Directors and has adopted a definition of independence that is based on that set out in the ASX Recommendations. The Board considers an independent Non-Executive Director to be one who is independent of the Company's management and who is free of any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the independent exercise of their unfettered and independent judgment. The Board reviews the independence of each Director in light of interests disclosed to the Board from time-to-time.

The Board considers that Sally Herman and Josephine Linden are independent Directors for the purpose of the ASX Recommendations as each is free from any interest, position, association or relationship that could materially interfere with, or reasonably be perceived to materially interfere with, the independent exercise of their judgement.

Messrs David Evans and Alan Dixon are currently not considered by the Board to be independent as they are Executive Directors of the Company.

Accordingly, the Board will consist of two independent Directors. The Board considers that each of the Non-Executive Directors brings an objective and independent judgment to the Board's deliberations and that each of the Non-Executive Directors makes a valuable contribution to the Company through the skills they bring to the Board and their understanding of the Company's business.

6.11 BOARD CHARTER

The Board has adopted a written charter to clarify the roles and responsibilities of the Board members which will take effect from Listing. The charter sets out:

a. the Board composition;

b. the Board's role and responsibilities;

c. the relationship and interaction between the Board and management; and

d. the authority delegated by the Board to management and Board committees.

The Board must have a minimum of three and a maximum of ten Directors. At the end of every annual general meeting, at least one of the Directors must retire and a Director must retire at the end of the third annual general meeting after the Director's appointment, even if it means that more than one-third of Directors retire at an annual general meeting. Any Directors appointed to fill a casual vacancy or as an addition to the Board must also retire at the next annual general meeting after their appointment, but is eligible for election.

The composition of the Board is to be determined in accordance with the following principles:

a. a majority of independent Non-Executive Directors:

b. the Board should comprise directors with an appropriate range of skills, experience and expertise and who can understand and competently deal with current and emerging business issues; and

c. the Board should comprise directors who can effectively review and challenge the performance of management and exercise independent judgment.

The role of the Board is to act in the best interests of the Company as a whole and is accountable to Shareholders for the overall direction, management and corporate governance of the Company and the Group.

The Board seeks to discharge its responsibilities in a variety of ways, including by:

a. overseeing the Group, including providing leadership and setting its strategic objectives, control and accountability systems;

b. appointing the Chairperson of the Board;

c. appointing and removing the Chief Executive Officer;

d. monitoring the performance of the Chief Executive Officer;

e. where appropriate, ratifying the appointment and removal of senior executives;

f. ratifying other senior executive appointments, organisational changes and senior management remuneration policies and practices;

g. approving succession plans for management;

h. monitoring senior executives' performance and implementation of strategy, and ensuring appropriate resources are available;

i. reporting to shareholders;

j. providing strategic advice to management;

k. approving management's corporate strategy and performance objectives;

l. determining and financing of dividend payments;

m. approving and monitoring the progress of major capital expenditure, capital management, acquisitions and divestitures;

n. approving and monitoring corporate, financial and other reporting systems, including external audit, and overseeing their integrity;

o. reviewing and ratifying systems of risk management, accountability, internal compliance and control, and legal compliance to provide appropriate compliance frameworks and controls are in place;

p. reviewing and overseeing the implementation of the code of conduct for directors, senior executives and all other employees;

q. approving the charters of the various Board committees;

r. monitoring and ensuring compliance with all legal and regulatory requirements and ethical standards and policies; and

s. monitoring and ensuring compliance with best practice corporate governance requirements.

In carrying out its responsibilities and functions, the Board may delegate any of its powers to a Board committee, a director or other person, subject to ultimate responsibility residing with the Directors. The Board has established Nomination and Remuneration, Risk and Compliance and Audit committees, each of which has a separate charter outlining its terms of reference. The Board has also adopted a number of policies including in relation to fraud and corruption, market disclosure and Shareholder communication.

The Board has procedures to allow Directors, in the furtherance of their duties, to seek independent professional advice at the Company's expense.

Responsibility for the day-to-day management and administration of the Group is delegated by the Board to the Chief Executive Officer and the executive team. The Board seeks to ensure that the Chief Executive Officer and executive team are appropriately qualified and experienced to discharge their responsibilities. The Board has in place procedures to assess the performance of the Chief Executive Officer and executive team against measurable and qualitative indicators as decided by the Board. The performance of the Board will also be annually reviewed by the Nomination and Remuneration Committee.

6.12 BOARD COMMITTEES

The Board may from time-to-time establish committees to assist in the discharge of its responsibilities. The Board has established an Audit Committee, Nomination and Remuneration Committee and Risk and Compliance Committee.

6.12.1 AUDIT COMMITTEE

Under its charter the Audit Committee should comprise at least three Directors, all being Non-Executive Directors who are financially literate (and at least one of whom is a financial expert) and a majority of independent Directors. All members of this committee must be able to read and understand financial statements and at least one member must be a qualified accountant or other financial professional with experience of financial and accounting matters.

At present Sally Herman, David Evans and Josephine Linden are members of the Audit Committee. Sally Herman will act as chair of the committee. Given the size of the Board, David Evans (Executive Chairman) is a member of the Audit Committee until the intended appointment of a further independent Non-Executive Director after the Listing who will then replace David Evans on this committee. The terms of their appointment are at the discretion of the Board and vacancies may be filled as they arise.

The Audit Committee may invite other persons it regards as appropriate to attend meetings of the Audit Committee.

The Audit Committee was established by the Board to:

a. help the Board achieve its objective in relation to:

   (i) financial reporting;

   (ii) the application of accounting policies;

   (iii) overseeing external and internal audit;

   (iv) legal and regulatory compliance; and

   (v) internal control and risk management systems;

b. maintain and improve the quality, credibility and objectivity of the financial accountability process (including financial reporting on a consolidated basis);
c. promote a culture of compliance;
d. provide effective communication between the Board and senior financial and compliance management;
e. provide effective internal and external audit functions and communication between the Board and the external and internal auditors; and
f. provide compliance strategies and the compliance function are effective.

The Audit Committee is directly responsible for a number of functions, including:

a. assessing the appropriateness and application of the Group's accounting policies and principles and any changes to them, so that they accord with the applicable financial reporting framework;
b. obtaining an independent judgment from the external auditor about:
    (i) the acceptability and appropriateness of accounting policies and principles put forward by management; and
    (ii) the clarity of current or proposed financial disclosure practices as put forward by management;
c. assessing any significant estimates or judgments in the financial reports (including those in any consolidated financial statements) by;
    (i) querying management as to how they were made; and
    (ii) querying external auditors as to how they concluded that those estimates were reasonable;
d. reviewing compliance with all related party disclosures required (where applicable) by accounting standards and the Corporations Act;
e. assessing information from internal and external auditors that may affect the quality of financial reports (for example, actual and potential material audit adjustments, financial report disclosures, non-compliance with laws and regulations, and internal control issues);
f. reviewing any half-yearly and annual financial reports (including those prepared on a consolidated basis) with management, advisors and the internal and external auditors (as appropriate) to assess (among other things):
    (i) the compliance of accounts with accounting standards and the Corporations Act; and
    (ii) the nature and impact of any changes in accounting policies during the applicable period;
g. discussing any draft audit opinion letter with the external auditors before it is finalised;
h. receiving any management letter from the external auditors;
i. recommending for adoption by the Board interim and final financial reports and the annual report;
j. reviewing documents and reports to regulators and recommending to the Board their approval or amendment;

k. following up on any matter raised by the Board regarding financial reports, audit opinions and management letters;

l. approving and recommending to the Board for acceptance, the terms of engagement with the external auditor at the beginning of each year;

m. regularly reviewing with the external auditor:

(i) the scope of the external audit;

(ii) identified risk areas; and

(iii) any other agreed procedures;

The charter for the Audit Committee also sets out the Company's commitment to assessing and prioritising areas of greatest potential financial risks and reporting to the Board on the adequacy of financial risk management. The Company will review its financial risk management procedures to seek to ensure that it complies with its legal obligations, including assisting the Chief Executive Officer and the Chief Financial Officer to provide the required declaration under section 295A of the Corporations Act and ASX Corporate Governance Principles.

Under its charter the Audit Committee is responsible for approving and recommending to the Board for adoption, policies and procedures for appointing or removing an external auditor and regularly reviewing with the external auditor the scope of the external audit, identified risk areas and other agreed procedures. The Audit Committee is responsible for recommending to the Board for approval the types of non-audit services that the external auditor may provide without impairing or appearing to impair the external auditor's independence.

The Board authorises the Audit Committee to seek any information it considers necessary to fulfil its responsibilities. The Audit Committee has access to:

- management to seek explanations and information from management; and
- internal and external auditors to seek explanations and information from them, without management being present.

The Audit Committee may seek professional advice from employees of the Group and from appropriate external advisors, at the Company's cost.

6.12.2 NOMINATION AND REMUNERATION COMMITTEE

Under its charter, the Nomination and Remuneration Committee should comprise of at least three Directors, a majority of whom must be independent Directors. However, the Group recognises that this may not always be practicable given the size of the Board and the circumstances of the Group and the nature of the Group's business. Accordingly, the Board has absolute discretion to determine the appropriate size and composition of the Nomination and Remuneration Committee from time to time.

The chairperson of this committee must be an independent Director.

Currently, Sally Herman, David Evans and Josephine Linden are members of the Nomination and Remuneration Committee. Sally Herman will act as chair of this committee.

The objective of the committee is to help the Board fulfil its statutory, fiduciary and regulatory responsibilities and achieve its objectives to seek to ensure that the Company:

a. has a Board of an effective composition, size and commitment to adequately discharge its responsibilities and duties;

b. has coherent remuneration policies and practices to attract and retain executives and directors who can reasonably be expected to create value for Shareholders;

c. observes those remuneration policies and practices; and

d. fairly and responsibly rewards executives having regard to the performance of the Group, the performance of the executives and the general external pay environment.

The Nomination and Remuneration Committee is also responsible for:

a. identifying and recommending to the Board, nominees for membership of the Board including the Chief Executive Officer;

b. annually evaluating the performance of the Board, both collectively and individually;

c. reviewing, approving and recommending to the Board for adoption executive remuneration and incentive policies and practices;

d. reviewing the remuneration of Non-Executive Directors for serving on the Board and any committee (both individually and in total); and

e. reviewing any insurance premiums or indemnities for the benefit of directors and officers.

The Nomination and Remuneration Committee will regularly report to the Board about committee activities, issues and related recommendations that require Board attention or approval.

The Nomination and Remuneration Committee may seek professional advice from employees of the Group and from appropriate external advisors, at the Company's cost.

6.12.3 RISK AND COMPLIANCE COMMITTEE

Under its charter, the Risk and Compliance Committee should comprise of at least three Directors, all being Non-Executive Directors and a majority of whom must be independent Directors. However, the Group recognises that this may not always be practicable given the size of the Board and the circumstances of the Group and the nature of the Group's business. Accordingly, the Board has absolute discretion to determine the appropriate size and composition of the Risk and Compliance Committee from time to time.

The chairperson of this committee must be an independent Director. The chairperson will be elected by, and hold office for the period determined by, the members of the Board.

Currently, Sally Herman, David Evans and Josephine Linden are members of the Risk and Compliance Committee. Given the size of the Board, David Evans (Executive Chairman) is a member of the Risk and Compliance Committee until the intended appointment of a further Independent Non-Executive Director after the Listing who will then replace David Evans on this Committee. Josephine Linden will act as chair of this committee.

The objectives and purpose of the committee are to:

a. provide legal and regulatory compliance;

b. review business policies and practices;

c. oversee the internal controls and risk management systems;

d. monitor the Company's adherence to the Code of Conduct (Code) adopted by the Board as amended from time-to-time;

e. assist the Company in fulfilling its responsibilities relating to compliance; and

f. promote a culture of compliance.

Compliance means adhering to the spirit and letter of the Code as applicable to the Group's business activities.

The Risk and Compliance Committee is responsible for:

a. monitoring, reviewing and assessing the Company's compliance, including the effectiveness of its compliance program;

b. assisting in ensuring appropriate compliance information is provided to the Board; and

c. maintaining open communication channels among the Risk and Compliance Committee, management and internal and external advisors in order to review and discuss specific issues, exchange views and information and confirm respective duties and responsibilities as appropriate.

The Chief Executive Officer and Chief Financial Officer of the Company will be standing invitees of each meeting of the Risk and Compliance Committee. The chairperson of the Risk and Compliance Committee (or a person nominated by the chairperson of the Risk and Compliance Committee for that purpose) must report to the Board following each meeting of the Risk and Compliance Committee on all matters relevant to the Risk and Compliance Committee's duties and responsibilities.

6.13 COMPANY POLICIES

6.13.1 DIVERSITY POLICY

The Company values a diverse workforce and is committed to developing measurable objectives of diversity and inclusion in its workplace. The Company has implemented a diversity policy, with meritocracy the guiding principle, which is overseen by the Board and which aligns the Company's management systems with the commitment to develop a culture that values and achieves diversity in its workforce and on the Board.

In its annual report, the Company will disclose its objectives for achieving diversity and progress towards the policy's goals and will also disclose the proportion of women in the whole organisation, women in senior positions and women on the Board.

6.13.2 MARKET DISCLOSURE POLICY

Once listed on the ASX, the Company will be required to comply with the continuous disclosure obligations of the ASX Listing Rules and the Corporations Act. Subject to the exceptions in the ASX Listing Rules, the Company will be required to disclose any information to the ASX that is not generally available and which a reasonable person would expect to have a material effect on the price or value of the Shares.

The Company is committed to observing its continuous disclosure obligations under the ASX Listing Rules and the Corporations Act. The Company has adopted a Market disclosure policy to take effect from Listing which establishes procedures that are aimed at ensuring that Directors and management are aware of and fulfil their obligations in relation to the timely disclosure of material price sensitive information. The Chief Executive Officer, in consultation with the Board, will review the market disclosure policy as often as it considers necessary.

Under the policy, the Board will be responsible for monitoring compliance with the Market disclosure policy. The Chief Executive Officer, Chief Financial Officer, company secretary and any other persons nominated by the Board from time to time have the responsibility for managing the Company's compliance with its continuous disclosure obligations. The disclosure officer will be responsible for the disclosure of material information to the ASX and must maintain a procedural methodology for disclosure and record keeping. Any items of materiality that require disclosure require the approval of the Chairperson of the Board prior to release.

In addition to being provided to the ASX, continuous disclosure announcements will also be available on the Company's website at https://www.evansdixon.com.au.

6.13.3 SHAREHOLDER COMMUNICATIONS POLICY

The Board's aim is to provide Shareholders with sufficient information to assess the performance of the Company and to inform them of major developments affecting the affairs of the Company relevant to Shareholders in accordance with all applicable laws. The Company has adopted a Shareholders communications policy to take effect from Listing which aims to promote effective communication with its Shareholders and encourage effective participation at general meetings of the Company.

Information will be communicated to Shareholders through the lodgement of all relevant financial and other information with ASX and publishing information on the Company's website.

In particular, the Company's website will contain information about it, including media releases, key policies and the terms of reference of its Board committees. All relevant announcements made to the market and any other relevant information will be posted on the Company's website as soon as they have been released to ASX.

6.13.4 SECURITIES TRADING POLICY

The Company has adopted a securities trading policy which will apply to the Company and its Directors, officers, employees, including those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly (i.e. key management personnel) and associates of the Company's Directors, officers and employees (**Associates**).

The policy is intended to explain the types of conduct in relation to dealings in Shares that are prohibited under the Corporations Act and establish procedures in relation to Directors, officers, employees, key management personnel or Associates dealing in Shares.

The securities trading policy defines certain 'trading windows' during which trading in Shares by Directors, officers and certain key management personnel is permitted. Those trading windows are currently defined as during the one month period beginning at the close of trading on the day after the dates on which:

a. the Company announces its half-yearly results to the ASX;

b. the Company announces its full year results to the ASX;

c. the Company holds its annual general meeting (assuming an update of the full year's results is given at the meeting); and

d. any additional periods determined by the Board from time to time.

In all instances, buying or selling of Shares is not permitted at any time by any person who possesses price-sensitive information. A copy of this securities trading policy will be available on the Company's website.

6.13.5 CODE OF CONDUCT FOR DIRECTORS AND SENIOR EXECUTIVES

The Company has been committed to maintaining the highest ethical standards in the conduct of its business activities. The Board recognises the need to observe the highest standards of corporate practice and business conduct. Accordingly, the Board has adopted a formal code of conduct, to take effect from Listing, to be followed by Directors, management and senior executives.

The key aspects of this Code are to:

a. articulate the high standards of honesty, integrity and ethical and law-abiding behaviour expected of Directors and senior executives;

b. encourage the observance of those standards to protect and promote the interests of Shareholders and other stakeholders (including employees, clients, service providers and creditors);

c. guide Directors and senior executives as to the practices thought necessary to maintain confidence in the Company's integrity; and

d. set out the responsibility and accountability of Directors and senior executives to report and investigate any reported violations of this code or unethical or unlawful behaviour.

6.13.6 FRAUD AND CORRUPTION POLICY

Any fraud or corruption committed against the Company is a major concern to the Company. The Company requires all officers and employees at all times to act honestly and with integrity and to safeguard the Company resources for which they are responsible. The Company is also committed to protecting all revenue, expenditure and assets from any attempt to gain illegal financial or other benefits. Accordingly, the Board has adopted a fraud and corruption policy.

The fraud and corruption policy applies to all officers and employees (including Directors, executives and managers) of the Company and its subsidiary companies.

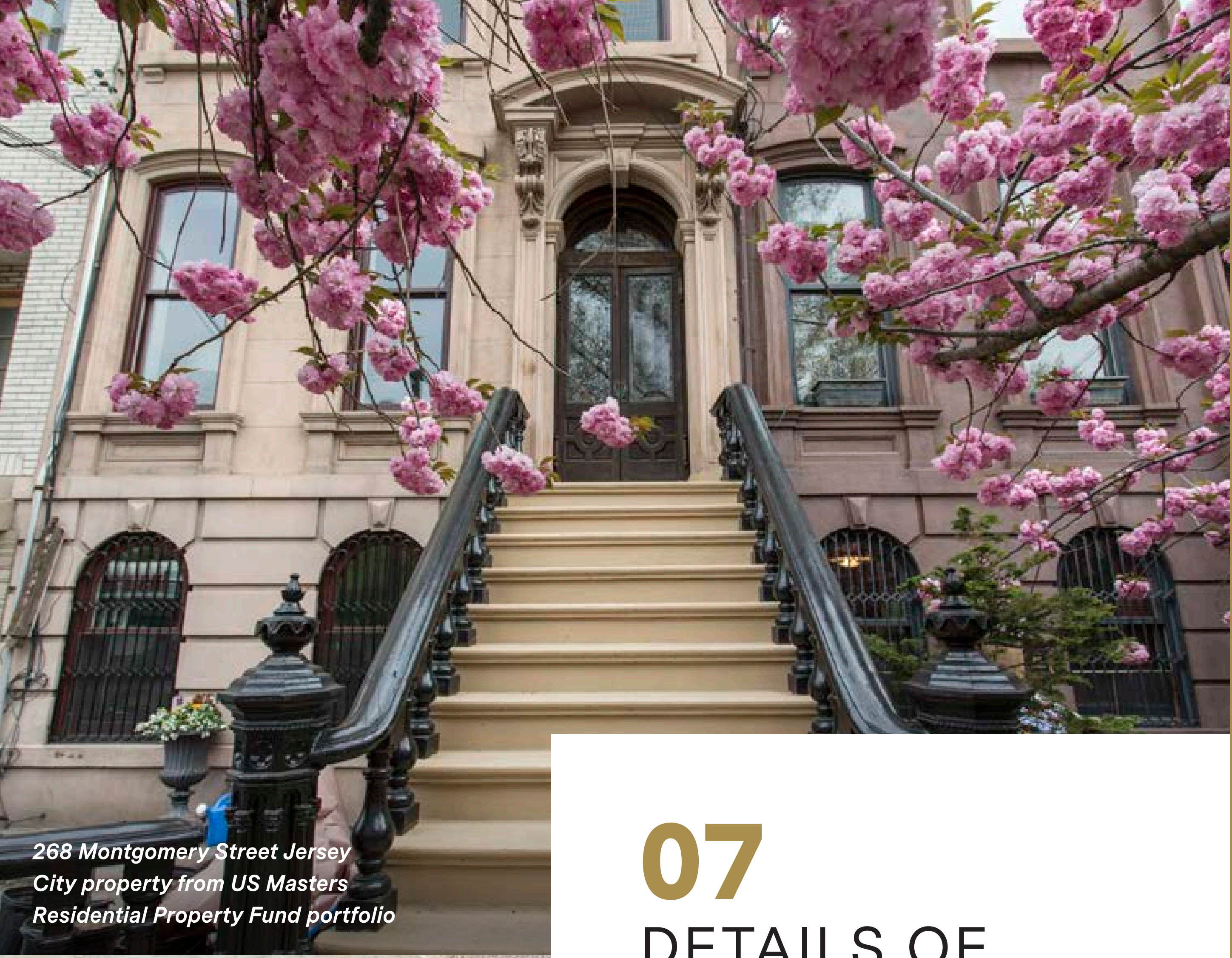
The purpose of the policy is to protect the assets and reputation the Company by:

a. reinforcing the commitment and responsibility of the Board and the senior management to identify fraudulent and corrupt activities and for establishing policies, controls and procedures for prevention and detection of these activities;

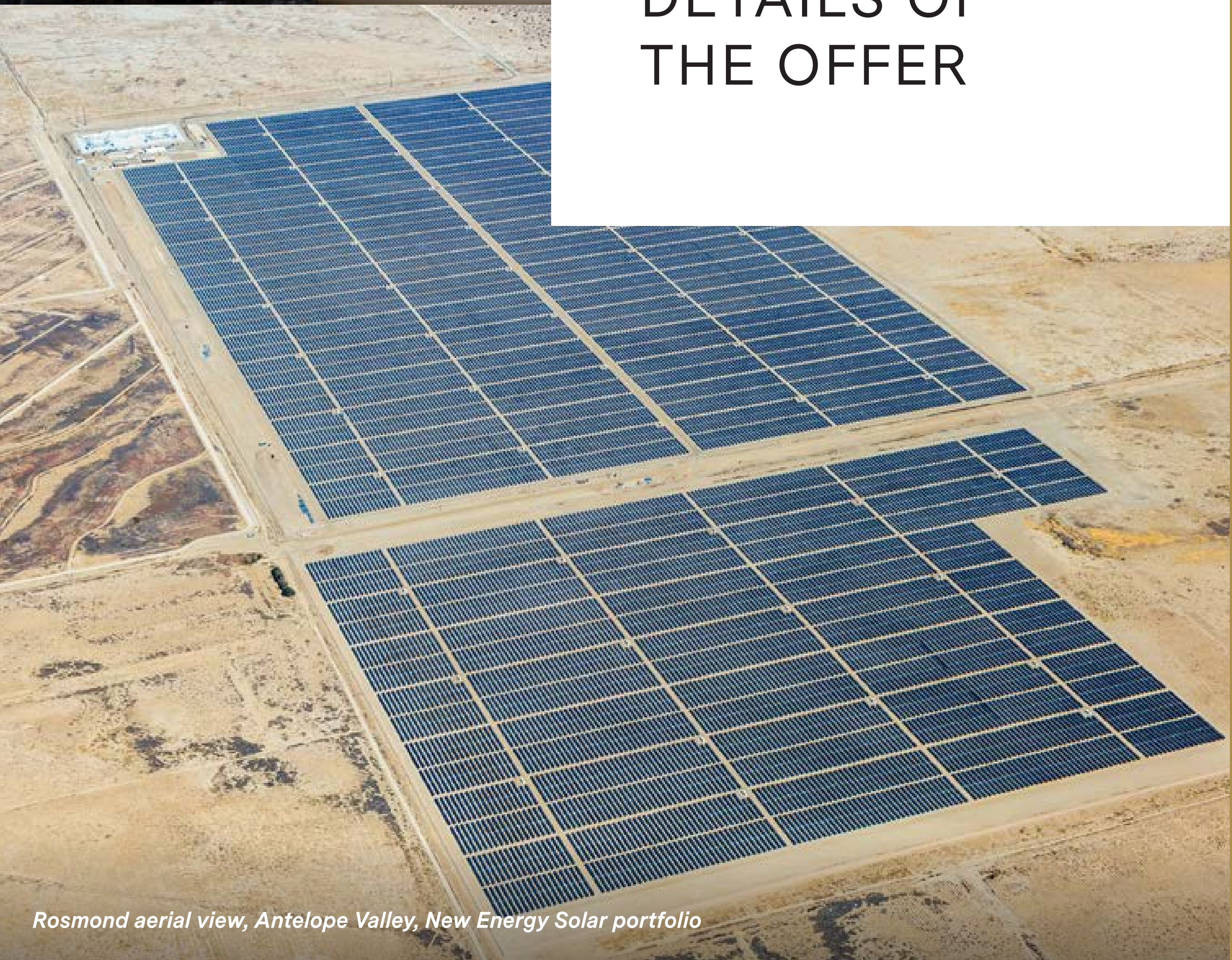
b. reinforcing the requirement for all employees and others to refrain from corrupt and fraudulent conduct and encourage the reporting of any instance of fraud or corrupt conduct;

c. providing a framework for conduct of investigations to seek to ensure that all suspected fraudulent and corrupt activity is dealt with appropriately; and

d. assigning responsibility for the development of controls to prevent and detect fraud.


268 Montgomery Street Jersey City property from US Masters Residential Property Fund portfolio

07
DETAILS OF THE OFFER


Rosmond aerial view, Antelope Valley, New Energy Solar portfolio

7. Details of the Offer

7.1 THE OFFER

This Prospectus relates to an initial public offering of Shares at an offer price of $2.50 per Share (Offer Price). The Offer contained in this Prospectus is an invitation to apply for:

a. Up to 52.0 million New Shares offered by the Company;

b. Committed Sale Shares (up to 10.9 million Sale Shares) offered by SaleCo; and

c. Oversubscription Sale Shares (up to 10.0 million Sale Shares) are available for sale by SaleCo.

(collectively, Offer).

The total number of Shares on issue at Completion of the Offer will be 214.1 million and all Shares will rank equally in all respects with the Shares currently on issue. A summary of the rights attaching to the Shares is set out in Section 9.12.

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

7.2 SALECO STRUCTURE

Certain Existing Owners have irrevocably offered to sell a portion of their Shares to SaleCo free from encumbrances and third party rights and undertaken to deliver those Sale Shares to or as directed by SaleCo on Completion of the Offer subject only to:

a. payment of the consideration due to them; and

b. the receipt by SaleCo of proper instruments of transfer of and any documents of title to, the Sale Shares.

Committed Sale Shares (up to 10.9 million Sale Shares) and Oversubscription Sale Shares (up to 10.0 million Sale Shares) are available under the Offer. The gross proceeds from the sale of Sale Shares by SaleCo is expected to be $27.2 million to $52.2 million.

7.3 STRUCTURE OF THE OFFER

The Offer is comprised of:

- the Client Priority Offer, which is being made to existing clients of Evans Dixon nominated by the Company who have received an Evans Dixon Client Priority Offer invitation to apply for Shares;
- the Employee Offer, which is open to Eligible Employees of Evans Dixon; and
- the Chairman's List Offer, which is open to selected investors in Australia who have received an invitation under the Chairman's List Offer.

No general public offer of Shares will be made under the Offer. The allocation of Shares between the Client Priority Offer, Employee Offer, and Chairman's List Offer, will be solely determined by the Company.

7.4 IMPORTANT DATES

Prospectus Date	5 April 2018
Opening Date of Offer	10 April 2018
Closing Date of Offer	27 April 2018
Settlement and allotment and transfer of Shares (Completion of the Offer)	8 May 2018
Expected dispatch of holding statements	9 May 2018
Shares expected to begin trading on ASX (on a normal settlement basis)	14 May 2018

The above dates, other than the Prospectus Date, are subject to change and are indicative only. The Company reserves the right to vary the dates and times of the Offer, including to close the Offer early, extend the Offer or accept late Applications, without notifying any recipient of this Prospectus or any Applicants. Applicants are encouraged to submit their Applications as early as possible.

7.5 PURPOSE OF THE OFFER AND USE OF FUNDS

The purpose of the Offer is to:

a. enable clients of the firm to invest in the Company;

b. provide a mechanism for staff incentivisation and retention through the provision of non-cash compensation and equity schemes;

c. provide Evans Dixon with additional capital to pursue growth opportunities and potential strategic transactions;

d. enable Evans Dixon to repay existing borrowings;

e. provide certain Existing Owners the ability to realise part of their investment; and

f. broaden the Company's shareholder base and provide a liquid market for Shares.

The Offer is not underwritten and there is no minimum Offer size. There is a possibility that the Offer may raise less than the total amounts offered. In the event that the Offer raises less that the total amount offered, upon Completion, the Company will allot New Shares in priority to the sale of Sale Shares. Table 18 sets out the sources and uses of funds from the Offer under five scenarios:

a. only 50% of the proposed New Shares are issued and none of the Committed Sale Shares are sold and transferred;

b. only 75% of the proposed New Shares are issued and none of the Committed Sale Shares are sold and transferred;

c. 100% of the proposed New Shares are issued and 50% of the Committed Sale Shares are sold and transferred;

d. 100% of the proposed New Shares are issued and 100% of the Committed Sale Shares are sold and transferred; and

e. 100% of proposed New Shares, Committed Sale Shares and Oversubscription Sale Shares are issued, sold and transferred.

The impact of each of these scenarios on the sources and uses of funds is set out in Table 18.

Table 18 – Source and uses of funds

	50% of proposed New Shares issued		75% of proposed New Shares issued		100% of proposed New Shares plus 50% of Committed Sale Shares sold		100% of proposed New Shares plus 100% of Committed Sale Shares sold		Offer over-subscribed	
SOURCES OF FUNDS	$m	%	$m	%	$m	%	$m	%	$m	%
Gross cash proceeds received from issue of New Shares	65.0	100.0	97.5	100.0	130.0	90.5	130.0	82.7	130.0	71.7
Gross cash proceeds received from the sale of Committed Sale Shares	0.0	0.0	0.0	0.0	13.6	9.5	27.2	17.3	27.2	14.9
Gross cash proceeds received from the sale of Oversubscription Sale Shares	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	24.9	13.7
Total sources of funds	65.0	100.0	97.5	100.0	143.6	100.0	157.2	100.0	182.2	100.0

	50% of proposed New Shares issued		75% of proposed New Shares issued		100% of proposed New Shares plus 50% of Committed Sale Shares sold		100% of proposed New Shares plus 100% of Committed Sale Shares sold		Offer over-subscribed	
USES OF FUNDS	$m	%	$m	%	$m	%	$m	%	$m	%
Additional capital to pursue growth opportunities and potential strategic transactions	0.0	0.0	29.4	30.2	61.9	43.1	61.9	39.4	61.9	34.0
Repay existing finance facilities	63.9	98.3	67.0	68.7	67.0	46.7	67.0	42.6	67.0	36.8
Payments to Existing Owners for Sale Shares	0.0	0.0	0.0	0.0	13.6	9.5	27.2	17.3	52.2	28.6
Payment of costs of the Offer	1.1	1.7	1.1	1.1	1.1	0.8	1.1	0.7	1.1	0.6
Total uses of funds	65.0	100.0	97.5	100.0	143.6	100.0	157.2	100.0	182.2	100.0

7.6 SHAREHOLDING STRUCTURE

Details of the ownership of Shares on Completion of the Offer are set out in Figure 7.3.

Figure 7.3: Details of ownership of Shares on Completion of the Offer

	On Completion of the Offer	
SECURITY HOLDER	Number of Shares ('000s)	Percentage of Shares (%)
Existing Owners	141,239 – 151,213	66.0% – 70.6%
New Shareholders	62,887 – 72,860	29.4% - 34.0%
Total Securities on issue	214,100	100.0%

Details of the Shares that will be subject to escrow arrangements are set out in Section 7.7.

7.7 ESCROW ARRANGEMENTS

Certain Existing Owners (Escrowed Shareholders) have agreed to continue to hold their remaining Shares after Listing under escrow agreements (Escrow Arrangements). Under the Escrow Arrangements, the Escrowed Shareholders have undertaken not to dispose of any interest in or to grant any security over 80% of the Shares held by them during the Escrow Period.

The purpose of the Escrow Arrangements is to align the interests of the Escrowed Shareholders with those of new Shareholders and to promote an orderly market for the Shares by preventing any further sell-down of Escrowed Shares by the Escrowed Shareholders during the Escrow Period.

Escrowed Shareholders will have their Escrowed Shares subject to escrow under certain arrangements. In total, 102.4 million Shares held by Escrowed Shareholders will be subject to the following escrow periods:

a. 12 months from Listing in respect of 50% of the Shares subject to the Escrow Arrangements; and

b. 24 months from Listing in respect of 50% of the Shares subject to the Escrow Arrangements.

During the Escrow Period, the Escrowed Shareholders may 'deal' with their existing Escrowed Shares if the dealing arises in connection with, among other things:

a. acceptance of a bona fide takeover bid for all of the Shares on issue made under Chapter 6 of the Corporations Act, provided the holders of at least 50% of the non-escrowed Shares have accepted the takeover offer and the restricted Shares continue to be restricted if the relevant bid does not become unconditional or does not otherwise proceed;

b. the transfer or cancellation of Shares as part of a scheme of arrangement relating to the Company under section 411 of the Corporations Act, provided that the restricted Shares continue to be restricted if the relevant scheme does not take effect;

c. a transfer of Shares to an immediate family member, a company wholly owned by the Existing Owner or an immediate family member or a trust of which the Existing Owner or an immediate family member is the beneficiary subject to the continuation of the escrow arrangements for the Escrow Period;

d. an equal access buy back or capital return or reduction made in accordance with the Corporations Act;

e. the death or incapacity of the relevant Existing Shareholder; or

f. a dealing required by applicable law (including an order of a Court of competent jurisdiction).

For the purposes of the escrow arrangements, 'dealing' is broadly defined and means to directly or indirectly:

a. dispose of, or agree or offer to dispose of, a restricted security or any legal, beneficial or economic interest in that restricted security;

b. create, or agree to create, any security interest in a restricted security or any legal, beneficial or economic interest in that restricted security; or

c. do, or omit to do, any act if the act or omission would have the effect of transferring effective ownership or control of that restricted security or any legal, beneficial or economic interest in that restricted security,

but does not include or restrict the exercise of any voting rights for the restricted securities.

7.8 DAVID EVANS AND ALAN DIXON'S PRESENT INTENTION NOT TO SELL FOR AT LEAST FOUR YEARS

Alan Dixon and David Evans have each informed the Company that they do not presently intend to cause or permit the transfer or disposal of any of the Shares they hold or control as at the date of this Prospectus for at least four years after the Listing, except:

a. in connection with acceptance of a takeover bid, provided the holders of at least 50% of the bid class securities that are not subject to escrow restrictions, and to which the offers under the bid relate, have accepted;

b. in connection with the transfer or cancellation of Shares as part of a scheme of arrangement relating to the Company under section 411 of the Corporations Act;

c. a disposal of some or all of their Shares to an immediate family member, a company controlled by them or by an immediate family member or a trust or superannuation fund in which they or an immediate family member is a beneficiary;

d. a transfer of Shares following their death or incapacity;

e. a transfer that is required by applicable law (including an order of a court of competent jurisdiction); or

f. in connection with an equal access share buyback or capital return or capital reduction made in accordance with the Corporations Act.

7.9 CONTROL IMPLICATIONS OF THE OFFER

The Directors do not expect any Shareholder to control (as that term is defined in section 50AA of the Corporations Act) the Company on Completion of the Offer.

Refer to the table in Section 1.6 for expected shareholdings on Completion of the Offer.

7.10 POTENTIAL EFFECT OF THE OFFER ON THE FUTURE OF THE COMPANY

The Directors believe that, on Completion of the Offer, the Company will have sufficient funds available from the cash proceeds of the Offer to fulfil the purposes of the Offer and meet the Company's stated business objectives.

7.11 KEY TERMS AND CONDITIONS OF THE OFFER

The key terms and conditions of the Offer are summarised below.

What is the type of security being offered?	Shares, being fully paid ordinary shares in the capital of the Company.
What are the rights and liabilities attached to the security being offered?	A description of the Shares, including the rights and liabilities attaching to them, is set out in Section 9.12.
What is the consideration payable for each security being offered?	The Offer Price is $2.50 per Share.
What are some key conditions of the Offer?	The Offer is conditional on Listing.
What is the Offer Period?	The key dates, including details of the Offer Period, are set out in Section 7.4 and in the Key Offer Information Section.
What are the cash proceeds to be raised?	Up to $157.2 million will be raised under the Offer with the ability to raise a further $24.9 million from Oversubscriptions.
Is the Offer underwritten?	No, the Offer is not underwritten.
What is the minimum and maximum Application size under the Offers?	The minimum Application under the Offers is 800 Shares and in multiples of 400 Shares thereafter, as directed by the Applicant's Broker. The Company reserves the right to reject any Application or to allocate a lesser number of Shares than applied. There is no maximum number or value of Shares that may be applied for under the Offers.
What is the allocation policy?	The allocation of Shares under the Offers will be determined solely by the Company. For further information on the Offers see Sections 7.3, 7.12.5, 7.13.5 and 7.14.5.

Will the Shares be listed?	The Company has applied to the ASX for admission to the Official List and quotation of its Shares on the ASX under the code 'ED1'. Completion of the Offer is conditional on, among other things, the ASX approving the application. If approval is not given within three months after the date of the Original Prospectus (or any longer period permitted by law), the Offer will be withdrawn and all Application Monies received will be refunded without interest as soon as practicable in accordance with the requirements of the Corporations Act.
When are the Shares expected to commence trading?	Details are provided in Section 7.4.
When will I receive confirmation that my Application has been successful?	It is expected that initial holding statements will be dispatched by standard post on 9 May 2018.
Are there any escrow arrangements?	Yes. Details are provided in Section 7.7. Also note David Evans and Alan Dixon's intentions regarding the transfer or disposal of their Shares in Section 7.8.
Is there brokerage, commission or stamp duty considerations?	No brokerage, commission or stamp duty is payable by Applicants on acquisition of Shares under the Offer.
Are there any tax considerations?	Yes. Please refer to Section 9.9 and note that it is recommended that all potential investors consult their own independent tax advisors regarding the income tax, capital gains tax, stamp duty and GST consequences of acquiring, owning and disposing of Shares, having regard to their specific circumstances.
What should you do with any enquiries?	All enquiries in relation to this Prospectus should be directed to the Evans Dixon Information Line on 1300 069 436 between 8.30am and 6.00pm (Sydney time) Monday to Friday. 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 is a suitable investment for you, you should seek professional advice from your stockbroker, solicitor, accountant, tax advisor financial advisor or other independent professional advisor before deciding whether to invest.

7.12 CLIENT PRIORITY OFFER

7.12.1 WHO CAN APPLY?

The Client Priority Offer is open to all clients of Evans & Partners or Dixon Advisory who have received an invitation to apply for Shares under the Client Priority Offer. Under the Client Priority Offer, clients of Evans & Partners and Dixon Advisory will receive a priority offer for $20,000 worth of Shares. Applicants under the Client Priority Offer may apply for amounts greater or less than their priority allocation.

7.12.2 HOW TO APPLY?

Applicants applying under the Client Priority Offer will have received an invitation detailing the terms of the Client Priority Offer and a unique client identification number, together with this Prospectus. To apply to participate in the Client Priority Offer, Applicants must complete the Application Form in accordance with the instructions provided on the Application Form and supply their unique client identification number where indicated on the Application Form.

Applications must be received on or before 5.00pm (Sydney time) on the Closing Date of the Offer.

7.12.3 HOW TO PAY?

Applicants under the Client Priority Offer must pay their Application Monies in accordance with the instructions received from Evans Dixon and on the Application Form.

7.12.4 ACCEPTANCE OF APPLICATIONS

An Application in the Client Priority Offer is an offer by an Applicant to Evans Dixon to apply for Shares in the amount specified on the Application Form at the Offer Price on the terms and conditions set out in this Prospectus (including any supplementary or replacement prospectus). To the extent permitted by law, an Application by an Applicant under the Offer is irrevocable. Acceptance of an Application will give rise to a binding contract on allocation of Shares to successful Applicants conditional on the quotation of Shares on ASX and commencement of unconditional trading.

7.12.5 CLIENT PRIORITY OFFER ALLOCATION POLICY

Evans Dixon and SaleCo have sole discretion to determine the allocation of Shares to Applicants under the Client Priority Offer and may reject an Application or allocate fewer Shares than applied for. Applicants are not entitled to a minimum number of Shares under the Client Priority Offer.

7.13 EMPLOYEE OFFER

7.13.1 WHO CAN APPLY?

All Eligible Employees are entitled to participate in the Employee Offer. Eligible Employees are all permanent full-time and part-time employees of the Group, residing in Australia who are still employed by the Group as at 5.00pm (Sydney time) on the Closing Date and who have not, at that time, given or received notice that their employment will cease.

A separate offer letter and Application Form, together with access to this Prospectus will be provided to Eligible Employees, detailing the terms of the Employee Offer.

7.13.2 HOW TO APPLY?

Eligible Employees will receive a letter of offer detailing the terms of the Employee Offer and the Application Form together with this Prospectus. To apply to participate in the Employee Offer, Eligible Employees must complete the Application Form in accordance with the instructions provided on the Application Form.

Applications must be received on or before 5.00pm (Sydney time) on the Closing Date of the Offer.

7.13.3 HOW TO PAY?

Applicants under the Employee Offer must pay their Application Monies in accordance with the instructions received from Evans Dixon in their letter of offer and on the Application Form.

7.13.4 ACCEPTANCE OF APPLICATIONS

An Application in the Employee Offer is an offer by an Applicant to Evans Dixon to apply for Shares in the amount specified on the Application Form at the Offer Price on the terms and conditions set out in this Prospectus (including any supplementary or replacement prospectus). To the extent permitted by law, an Application by an Applicant under the Offer is irrevocable. Acceptance of an Application will give rise to a binding contract on allocation of Shares to successful Applicants conditional on the quotation of Shares on ASX and commencement of unconditional trading.

7.13.5 EMPLOYEE OFFER ALLOCATION POLICY

Evans Dixon and SaleCo have sole discretion to determine the allocation of Shares to Applicants under the Employee Offer and may reject an Application or allocate fewer Shares than applied for. Applicants are not entitled to a minimum number of Shares under the Employee Offer.

7.14 CHAIRMAN'S LIST OFFER

7.14.1 WHO CAN APPLY?

The Chairman's List Offer is open to investors who have received an invitation to participate in the Chairman's List Offer from Evans Dixon.

7.14.2 HOW TO APPLY?

If you have received an invitation to participate in the Chairman's List Offer from Evans Dixon and Application Form, you will be separately advised of the application procedures under the Chairman's List Offer.

To apply to participate in the Chairman's List Offer, Applicants must complete the Application Form in accordance with the instructions provided on the Application Form.

The Chairman's List Offer is expected to close at 5.00pm (Sydney time) on the Closing Date of the Offer.

7.14.3 HOW TO PAY?

Applicants under the Chairman's List Offer must pay their Application Monies in accordance with the instructions received from Evans Dixon.

7.14.4 ACCEPTANCE OF APPLICATIONS

An Application in the Chairman's List Offer is an offer by an Applicant to Evans Dixon to apply for Shares in the amount specified on the Application Form at the Offer Price on the terms and conditions set out in this Prospectus (including any supplementary or replacement prospectus). To the extent permitted by law, an Application by an Applicant under the Offer is irrevocable. Acceptance of an Application will give rise to a binding contract on allocation of Shares to successful Applicants conditional on the quotation of Shares on ASX and commencement of unconditional trading.

7.14.5 CHAIRMAN'S LIST ALLOCATION POLICY

Evans Dixon and SaleCo have sole discretion to determine the allocation of Shares to Applicants under the Chairman's List Offer and may reject an Application or allocate fewer Shares than applied for. Applicants are not entitled to a minimum number of Shares under the Chairman's List Offer.

7.15 DISCRETION REGARDING THE OFFER

The Company and SaleCo may withdraw the Offer at any time before settlement and the issue or transfer of Shares to successful Applicants. If the Offer, or any part of it, does not proceed, all relevant Application Monies will be refunded (without interest).

The Company and SaleCo also reserve the right to close the Offer or any part of it early, extend the Offer or any part of it, accept late Applications either generally or in particular cases, reject any Application, or allocate to any Applicant fewer Shares than they have applied for.

7.16 RESTRICTIONS ON DISTRIBUTION

No action has been taken to register or qualify this Prospectus, the Shares or the Offer or otherwise to permit a public offering of the Shares in any jurisdiction outside Australia.

This Prospectus does not constitute an offer or invitation for issue or sale of Shares in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or invitation or issue under this Prospectus.

This Prospectus may not be released or distributed in the United States or elsewhere outside Australia, unless it has attached to it the selling restrictions applicable in the jurisdictions outside Australia and may only be distributed to persons to whom the Chairman's List Offer may lawfully be made in accordance with the laws of any applicable jurisdiction.

The Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, in the United States.

Each Applicant under the Offer will be taken to have represented, warranted and agreed as follows:

a. it understands that the Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state of the United States and may not be offered, sold or resold in the United States;

b. it is not in the United States;

c. it has not and will not send this Prospectus or any other material relating to the Offer to any person in the United States; and

d. it will not offer or sell the Shares in the United States or in any other jurisdiction outside Australia.

7.17 ASX LISTING, REGISTERS AND HOLDING STATEMENTS

7.17.1 APPLICATION TO THE ASX FOR LISTING AND QUOTATION OF SHARES

The Company will apply within seven days after the Prospectus Date for admission to the Official List of the ASX and quotation of the Shares on the ASX. The Group's ASX code will be 'ED1'.

The ASX takes no responsibility for this Prospectus or the investment to which it relates. The fact that the ASX may admit the Company to the Official List is not to be taken as an indication of the merits of the Company or the Shares offered.

If the Company does not make such an application within seven days after the date of this Prospectus, or if permission is not granted for the Official Quotation of Shares on the ASX within three months after the Prospectus Date (or any later date permitted by law), all Application Monies received by the Company will be refunded (without interest) as soon as practicable in accordance with the requirements of the Corporations Act.

The Company will be required to comply with the ASX Listing Rules, subject to certain conditions (including any waivers obtained by the Company from time-to-time).

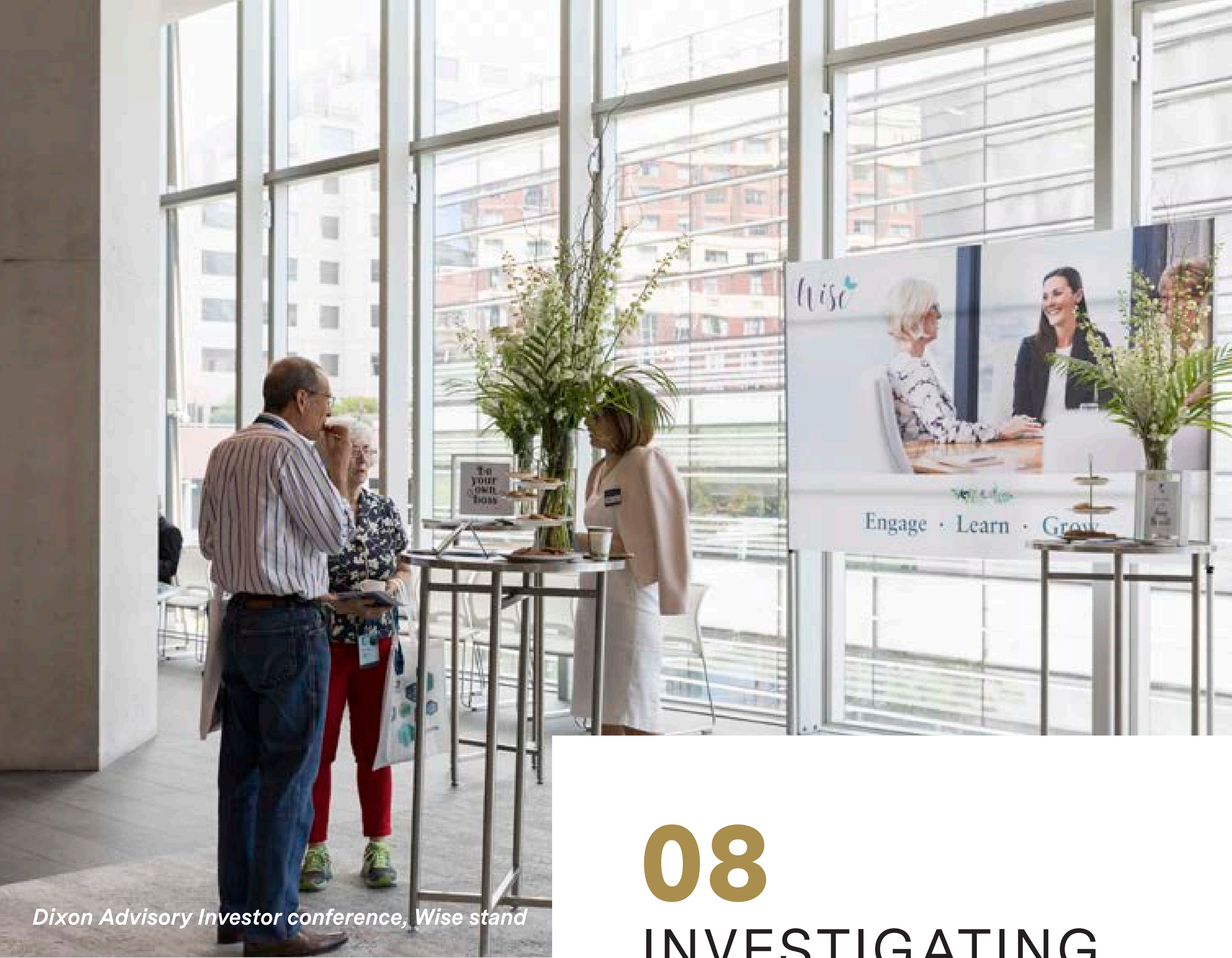
7.17.2 CHESS AND ISSUER-SPONSORED HOLDINGS

The Company will apply to participate in the ASX's Clearing House Electronic Sub-register System (CHESS) and will comply with ASX Listing Rules and ASX Settlement Operating Rules. CHESS is an electronic transfer and settlement system for transactions in securities quoted on the ASX under which transfers are effected in an electronic form.

When the Shares become approved financial products (defined in the ASX Settlement Operating Rules), holdings will be registered in one of two sub-registers, an electronic CHESS sub-register or an issuer-sponsored sub-register. For all successful Applicants, the Shares of a Shareholder who is a participant in CHESS or a Shareholder sponsored by a participant in CHESS will be registered on the CHESS sub-register. All other Shares will be registered on the issuer-sponsored sub-register.

Following Completion, Shareholders will be sent a holding statement that sets out the number of Shares that have been allocated to them. This statement will also provide details of a Shareholder's Holder Identification Number (HIN) for CHESS holders or, where applicable, the Security Holder Reference Number (SRN) of issuer-sponsored holders. Shareholders will subsequently receive statements showing any changes to their Shareholding. Certificates will not be issued.

Shareholders will receive subsequent statements at the end of each month or if there has been a change to their holding on the register and as otherwise required under ASX Listing Rules and the Corporations Act. Additional statements may be requested at any other time either directly through the Shareholder's sponsoring Broker in the case of a holding on the CHESS sub-register or through the Share Registry in the case of a holding on the issuer-sponsored sub-register. The Share Registry may charge a fee for these additional statements.



Dixon Advisory Investor conference, Wise stand

08
INVESTIGATING ACCOUNTANT'S REPORT


Dixon Advisory advisor meeting

8. Investigating Accountant's report

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

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

The Directors
Evans Dixon Limited
100 Pacific Highway
North Sydney NSW 2060

The Directors
Evans Dixon SaleCo Limited
100 Pacific Highway
North Sydney NSW 2060

5 April 2018

Dear Directors

INVESTIGATING ACCOUNTANT'S REPORT AND FINANCIAL SERVICES GUIDE

Introduction

This report has been prepared at the request of the directors of Evans Dixon Limited (the Company) and Evans Dixon SaleCo Limited (SaleCo) (the Directors) for inclusion in the prospectus (the Prospectus) to be issued by the Company and SaleCo 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(Cth) for the issue of this report. References to the Company and other terminology used in this report have the same meaning as defined in the Glossary of the Prospectus.

Scope

Historical Financial Information

Deloitte Corporate Finance Pty Limited has been engaged by the Directors of the Company and SaleCo to review:

Statutory Historical Financial Information

- the Statutory Historical Consolidated Income Statement for the Company for the years ended 30 June 2016 and 30 June 2017 and for the half year ended 31 December 2017, which are included in Table 4 in Section 4.3.4 of the Prospectus;
- the Statutory Historical Consolidated Balance Sheet of the Company as at 31 December 2017, which is included in Table 9 in Section 4.5.1 of the Prospectus;
- the Statutory Historical Consolidated Cash Flow Statements of the Company for the years ended 30 June 2016 and 30 June 2017 and the half year ended 31 December 2017, which are included in Table 8 in Section 4.4.1 of the Prospectus;

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Pro forma Historical Financial Information

- the Pro forma Historical Consolidated Income Statements of the Company for the years ended 30 June 2016, 30 June 2017 and for the half year ended 31 December 2017, which are included in Table 2 of Section 4.3.1 of the Prospectus, and the adjusted Pro Forma Historical Consolidated Income Statements of the Company for the years ended 30 June 2016, 30 June 2017 and for the half year ended 31 December 2017 which are included in Table 6 of Section 4.3.6 of the Prospectus;
- the Pro forma Historical Consolidated Balance Sheet of the Company as at 31 December 2017 which is included in Table 9 in Section 4.5.1 of the Prospectus; and
- the Pro forma Historical Consolidated Cash Flow Statements of the Company for the years ended 30 June 2016, 30 June 2017 and the half year ended 31 December 2017 which are included in Table 7 in Section 4.4.1 of the Prospectus;

(together the Historical Financial Information).

The Historical Financial Information has been derived from:

- the audited consolidated financial statements of the Company for the year ended 30 June 2017 (including comparative information for the year ended 30 June 2016);
- The audited financial statements of Evans & Partners Pty Limited for the years ended 30 June 2017 (including comparative information for the year ended 30 June 2016);
- the reviewed financial statements of the Company for the half year ended 31 December 2017; and
- the pro forma adjustments applied to the Historical Financial Information to illustrate the effects of events and transactions related to the Offer on the Company as described in Sections 4.3.5, 4.4.2 and 4.5.1 of the Prospectus.

The Historical Financial Information of the Company has been extracted from the financial reports of the Company for the year ended 30 June 2017 (including comparative information) and for the half year ended 31 December 2017. The financial reports were audited and reviewed respectively by Deloitte Touche Tohmatsu in accordance with Australian Auditing Standards. Deloitte Touche Tohmatsu issued an unqualified audit opinion on the financial report for the year ended 30 June 2017 and an unmodified review conclusion on the financial report for the half year ended 31 December 2017.

The Historical Financial Information of Evans & Partners Pty Limited has been extracted from the financial report of Evans & Partners Pty Limited for the year ended 30 June 2017 (including comparative information), which was audited in accordance with Australian Auditing Standards. The auditor issued an unqualified audit opinion on the financial report.

The Pro forma 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 (Cth).

The stated basis of preparation is the recognition and measurement principles contained in Australian Accounting Standards applied to the Historical Financial Information and the events or transactions to which the pro forma adjustments relate, as described in Sections 4.3.5, 4.4.2 and 4.5.1 of the Prospectus, as if those events or transactions had occurred as at the date of the 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 of the Company and SaleCo to review:

- The Statutory Forecast Consolidated Income Statement and the Statutory Forecast Consolidated Cash Flow Statements of the Company for the year ending 30 June 2018 as set out in Table 2 in Section 4.3.1 and Table 7 in Section 4.4.1 of the Prospectus (the Statutory Forecasts). The director's assumptions underlying the Statutory Forecasts are described in Section 4.7 of the Prospectus. The stated basis of preparation used in the preparation of the Statutory Forecasts is the recognition and measurement principles contained in Australian Accounting Standards and the Company's adopted accounting policies;

- the Pro forma Forecast Income Statement and the Pro forma Forecast Cash Flow Statements of the Company for the year ending 30 June 2018 as set out in Table 2 in Section 4.3.1 and Table 7 in Section 4.4.1 of the Prospectus (the Pro forma Forecasts). The Pro forma Forecasts have been derived from the Statutory Forecasts, after adjusting for the effects of the pro forma transactions and/or adjustments described in Section [ ] of the Prospectus (the Pro forma Adjustments). 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 Forecasts is the recognition and measurement principles contained in Australian Accounting Standards applied to the Statutory Forecasts and the event(s) or transaction(s) to which the Pro forma Adjustments relate, as if those event(s) or transaction(s) had occurred as at 1 July 2017. Due to its nature the Pro forma Forecasts do not represent the Company's actual prospective financial performance and cash flows for the 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 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 variation may be material.

The Directors' 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 unverifiable in nature. We are therefore not in a position to express a reasonable assurance conclusion on those assumptions, and accordingly, provide a lesser level of assurance on the reasonableness of the Directors' 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 the Prospectus, and the inherent uncertainty relating to the prospective financial information. Accordingly, prospective investors should have regard to the sensitivities and investment risks set out in Section 4.9 and Section 5 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 Historical Financial Information, including the selection and determination of pro forma adjustments made to the Historical Financial Information and included in the Pro forma Historical Financial Information;
- the preparation of the Forecast Financial Information, including the assumptions underlying the Forecast Financial Information and the selection and determination of the pro forma adjustments made to the Statutory Forecasts and included in the Pro forma Forecasts; 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 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 Pro forma Historical Financial Information, the Statutory Forecasts and the Pro forma Forecasts based on the procedures performed and the evidence we have obtained. We have conducted our engagement in accordance with Australian Standard on Assurance Engagement (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:

Historical Financial Information

- consideration and review of work papers, accounting records and other documents, including those dealing with the extraction of Historical Financial Information of the Company and Evans & Partner Pty Limited from its audited financial statements for the years ended 30 June 2016 and 30 June 2017 and the reviewed financial statements of the Company for the half year ended 31 December 2017;
- consideration of the appropriateness of Pro forma Adjustments described in the Prospectus;
- enquiry of Directors, management, personnel and advisors;
- 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 adopted and used by the Company over the period 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 Forecasts;
- review of the accounting policies adopted and used in the preparation of the Forecasts; and
- consideration of the Pro forma Adjustments applied to the Statutory Forecasts in preparing the Pro forma Forecasts.

Conclusions

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, on the basis of the pro forma adjustments described in Sections 4.3.5, 4.4.2 and 4.5.1 of the Prospectus.

Statutory Forecasts

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

(i) the Directors' assumptions used in the preparation of the Statutory Forecasts do not provide reasonable grounds for the Statutory Forecasts;

(ii) in all material respects, the Statutory Forecasts:

   a. is not prepared on the basis of the Directors' 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 Forecasts itself is unreasonable.

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Pro forma Forecasts

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

(i) the Directors' assumptions used in the preparation of the Pro forma Forecasts do not provide reasonable grounds for the Pro forma Forecasts;

(ii) in all material respects, the Pro forma Forecasts:

a. is not prepared on the basis of the Directors' 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 Forecasts and the Pro forma Adjustments as if those adjustments had occurred as at 1 July 2017; and

(iii) the Pro forma Forecasts itself is unreasonable.

Restrictions on Use

Without modifying our conclusions, we draw attention to Sections 4.1 and 4.2 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.

Yours faithfully

Deloitte Corporate Finance Pty Limited

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

Deloitte.

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

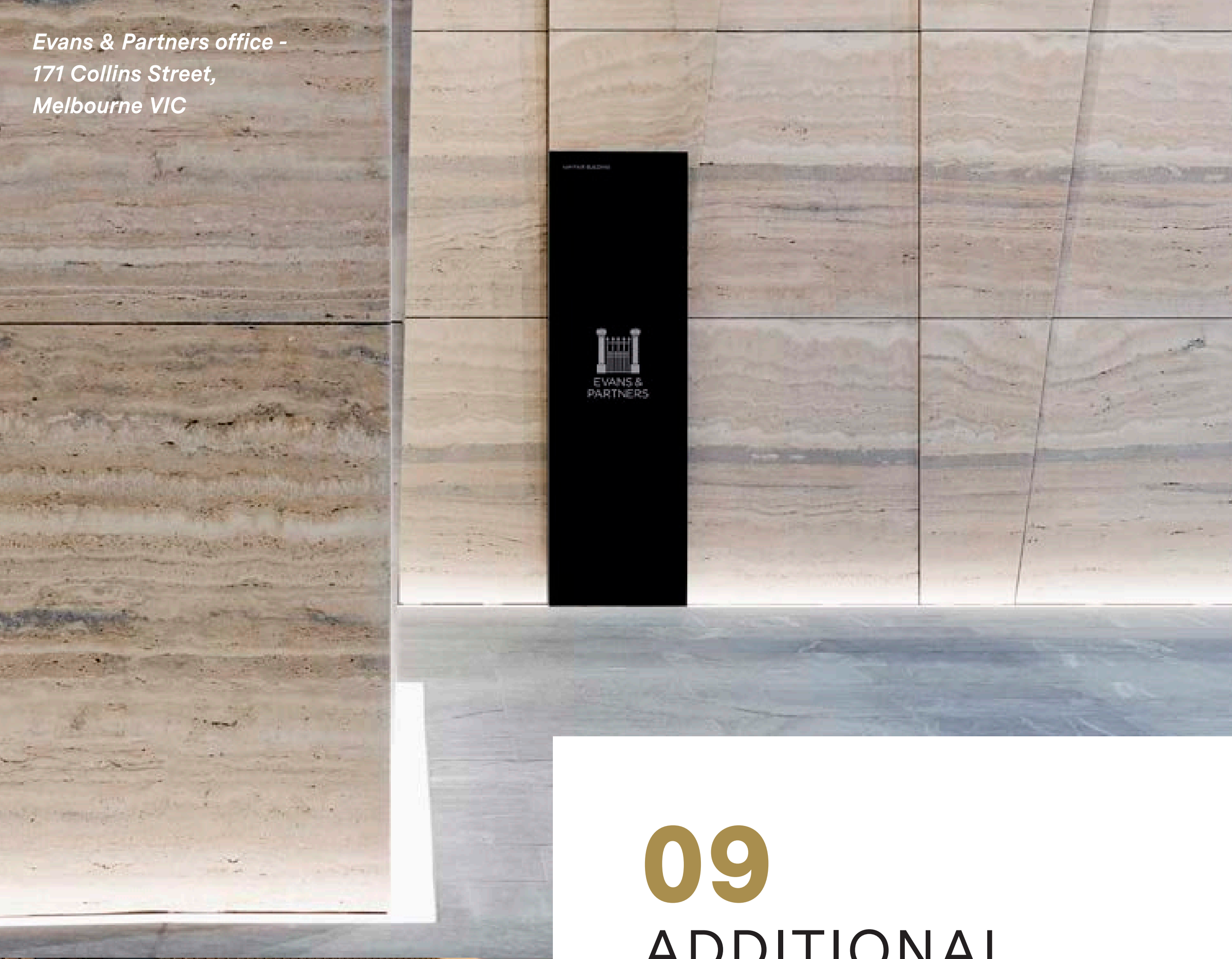
If an issue is not resolved to your satisfaction, you can lodge a dispute with the Financial Ombudsman Service (FOS).
FOS provides fair and independent financial services dispute resolution free to consumers.

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).



Evans & Partners office -
171 Collins Street,
Melbourne VIC

09
ADDITIONAL INFORMATION

Walsh & Company office -
100 Pacific Highway, North Sydney NSW

Dixon Advisory office -
100 Pacific Highway, North Sydney NSW

Evans & Partners office -
5 Martin Place, Sydney NSW

9. Additional information

9.1 REGISTRATION

The Company was incorporated in Victoria, Australia on 18 December 2015 as a proprietary company limited by shares and converted to a public company limited by shares on 23 February 2018.

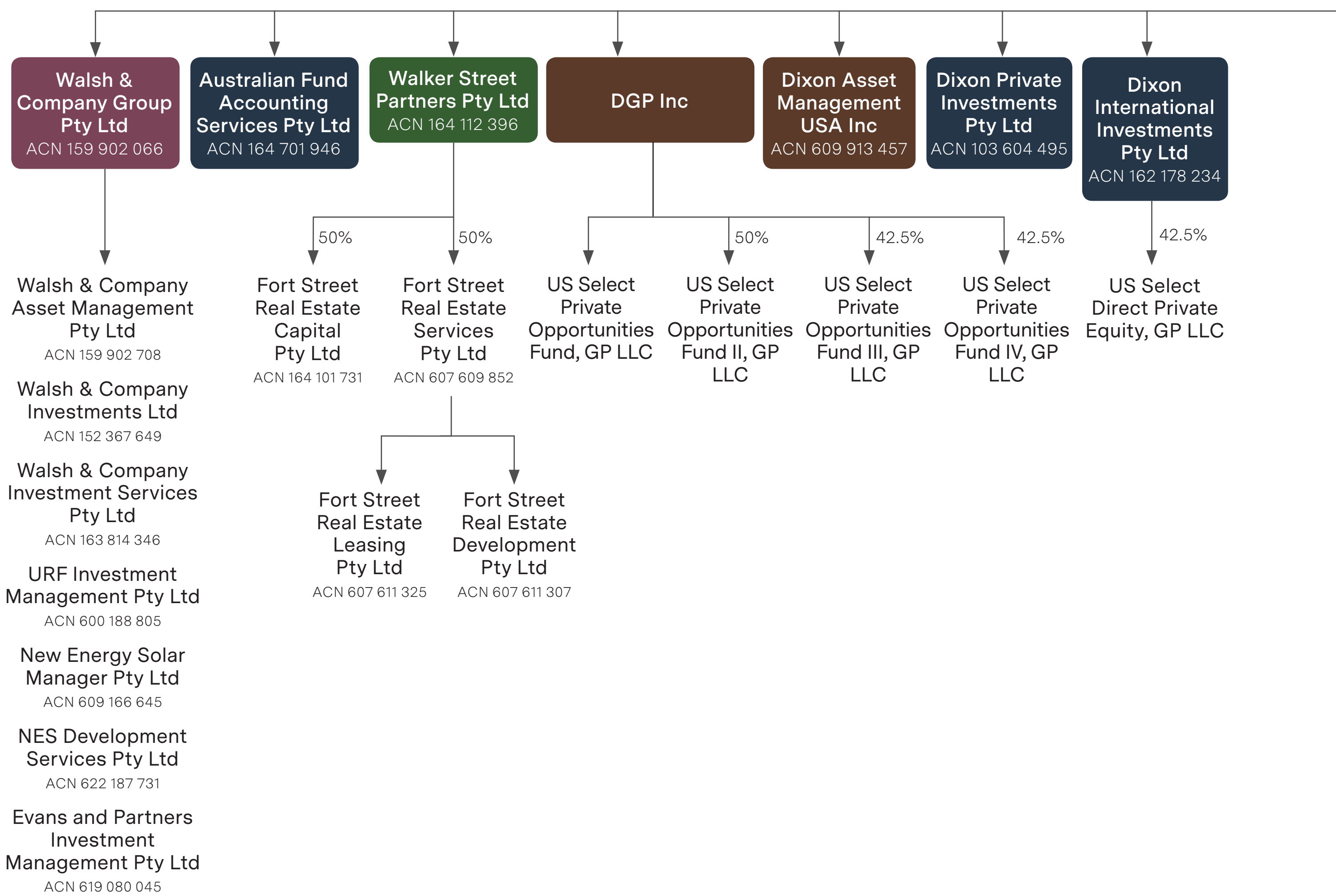
9.2 TAX STATUS AND FINANCIAL YEAR

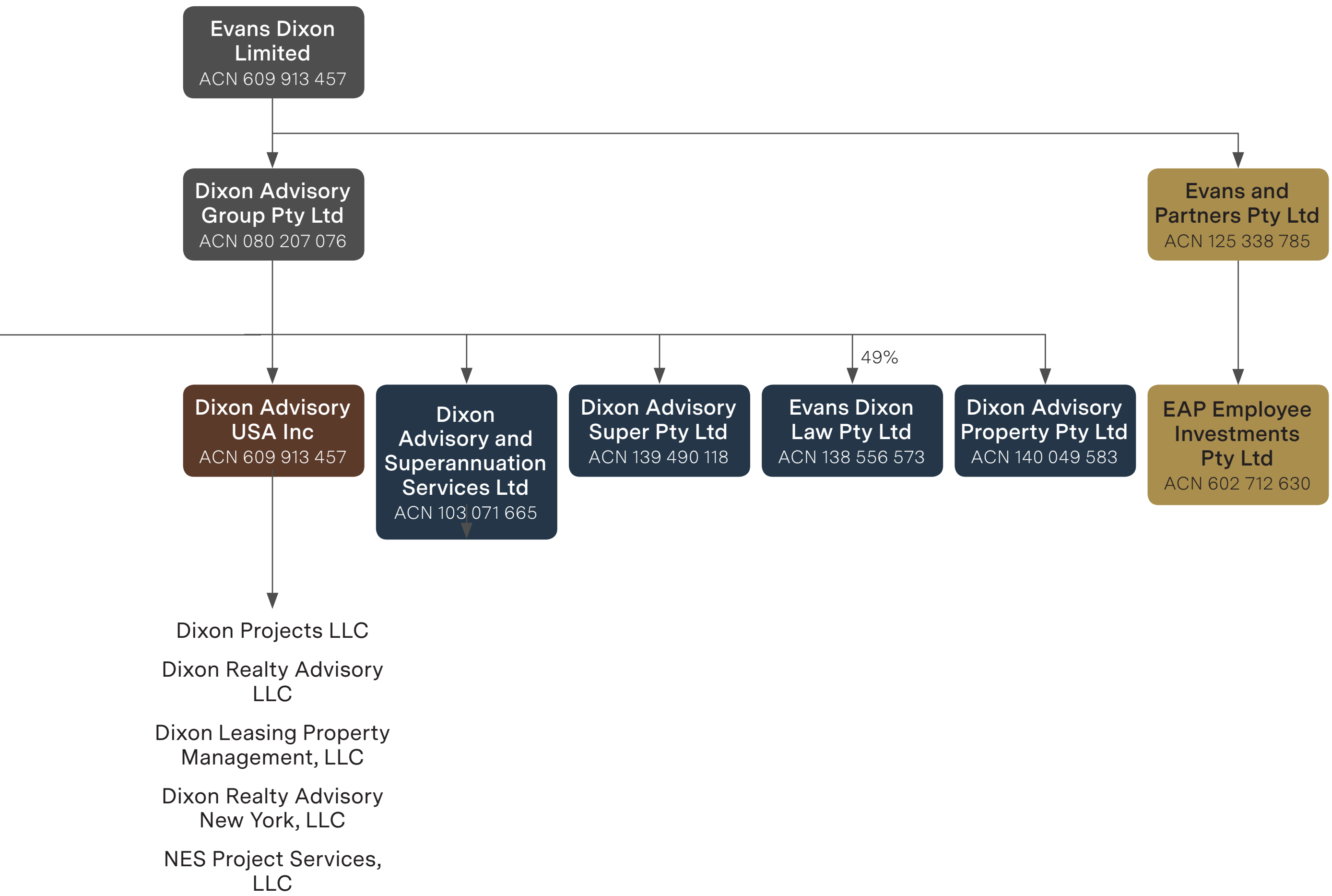
The Company expects to be taxed in Australia as a public company. The financial year of the Company will end on 30 June annually.

9.3 CORPORATE STRUCTURE

The following diagram shows the corporate structure of the principal entities in Group on Completion of the Offer.

Figure 9.1: Group structure




Evans Dixon Limited
ACN 609 913 457
Dixon Advisory Group Pty Ltd
ACN 080 207 076
Evans and Partners Pty Ltd
ACN 125 338 785
49%
Dixon Advisory USA Inc
ACN 609 913 457
Dixon Advisory and Superannuation Services Ltd
ACN 103 071 665
Dixon Advisory Super Pty Ltd
ACN 139 490 118
Evans Dixon Law Pty Ltd
ACN 138 556 573
Dixon Advisory Property Pty Ltd
ACN 140 049 583
EAP Employee Investments Pty Ltd
ACN 602 712 630
Dixon Projects LLC
Dixon Realty Advisory LLC
Dixon Leasing Property Management, LLC
Dixon Realty Advisory New York, LLC
NES Project Services, LLC

9.4 SALECO AND SALE SHARES

SaleCo has been established so that certain Existing Owners can sell their Sale Shares and realise that part of their investment in the Company. Each of these Existing Owners has entered into an irrevocable offer deed (Irrevocable Offer Deed) in favour of SaleCo under which they irrevocably offer until 31 May 2018 to sell their respective Sale Shares to SaleCo (or as it directs) free from encumbrances and third party rights and to deliver the Sale Shares to (or as directed by) SaleCo. The total number of Sale Shares is 20.9 million.

The Sale Shares which SaleCo agrees to acquire from the relevant Existing Owners on its acceptance of each Irrevocable Offer Deed will be transferred to successful Applicants allocated Sale Shares under the Offer. The price payable for the Sale Shares will be the Offer Price.

SaleCo has no material assets, liabilities or operations other than its interest under the Irrevocable Offer Deeds and the SaleCo Indemnity Deed (under which the Company indemnifies SaleCo and its directors against any loss or liability that they may suffer or incur as a result of the Offer). The directors of SaleCo are David Evans, Alan Dixon and Sally Herman. The sole shareholder of SaleCo is Alan Dixon. 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 and under the SaleCo Indemnity Deed the Company has agreed to pay SaleCo's costs in respect of the Offer.

9.5 MATERIAL CONTRACTS

The Directors do not consider that there are any contracts which are significant or material to the Company other than those disclosed in this Prospectus.

Summaries of material contracts set out in this Prospectus, do not purport to be complete and are qualified by the text of the contracts themselves.

9.6 ASIC RELIEF

ASIC has granted certain relief from, and modifications to:

a. avoid any breach of the short selling restrictions in section 1020B(2) of the Corporations Act as a result of an Offer of Sale Shares under this Prospectus; and

b. the takeover provisions of the Corporations Act such that they will not apply to certain relevant interests that the Company would otherwise acquire in Escrowed Shares by reason of voluntary escrow arrangements in relation to those Shares described in Section 7.7.

9.7 LITIGATION AND CLAIMS

As at the Prospectus Date, so far as the Directors are aware, there are no claims or legal proceedings to which the Company or its subsidiaries are a party that are likely to have a material adverse impact on the business or its future financial position and the Company is not aware of any such legal proceedings that are pending or threatened.

9.8 CONSENTS TO BE NAMED AND THE INCLUSION OF STATEMENTS AND DISCLAIMERS OF RESPONSIBILITY

Each of the parties referred to below (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.

Written consents to the issue of this Prospectus have been given and, at the time of lodgement of this Prospectus with ASIC, have not been withdrawn by the following parties:

a. MinterEllison has given its written consent to be named in this Prospectus as Australian legal advisor to the Company in relation to the Offer in the form and context in which it is named;

b. Deloitte Corporate Finance Pty Limited has given its written consent to be named in this Prospectus as Investigating Accountant to the Company in relation to the Financial Information in the form and context in which it is named and has given and not withdrawn its consent to the inclusion in this Prospectus of its Investigating Accountant's Report and financial services guide in the form and context in which they are included.

c. Deloitte Touche Tohmatsu has given its written consent to be named in this Prospectus as the Company's auditor and to the inclusion of and reference to the audit and/or review of the relevant financial statements and related statements contained in this Prospectus;

d. Pitcher Partners has given its written consent to be named in this Prospectus as the Evans & Partners auditor and to the inclusion of and reference to the audit and/or review of the relevant financial statements and related statements contained in this Prospectus; and

e. Boardroom Pty Limited has given its written consent to be named in this Prospectus as the Share Registry in the form and context in which it is named.

No entity or person referred to in this Section 9.8 has made any statement that is included in this Prospectus or any statement on which a statement made in this Prospectus is based, except as stated above. Each of the persons and entities referred to in this Section 9.8 has not authorised or caused the issue of this Prospectus and does not make any offer of Shares.

9.9 TAXATION CONSIDERATIONS

Outlined below is a general summary of the key Australian income tax consequences for Australian resident individuals, trusts, companies and complying superannuation entities who hold their Shares on capital account for Australian income tax purposes.

Shareholders should be aware that the actual Australian tax and stamp duty implications may differ from those summarised, depending on the individual circumstances of each Shareholder.

For example, complying superannuation funds with pension liabilities may be exempt from income tax on some or all of the income derived and thus some of the income tax commentary below may not be relevant to these Shareholders. Similarly, investors subject to the Taxation of Financial Arrangements regime may be taxable on different bases, depending upon which elections they have made.

The taxation comments in this Prospectus do not constitute tax advice. Shareholders should seek advice from their own professional taxation advisor regarding the Australian tax consequences of selling or holding the Shares, having regard to their particular circumstances.

Shareholders should also be aware that the tax laws can change with either prospective or retrospective effect.

9.9.1 DIVIDENDS

Shareholders who receive dividends paid by the Company should be required to include the dividend and any attached franking credits in their assessable income. Generally, a tax offset should be available for franking credits. However, Shareholders will not be entitled to obtain a tax offset for franking credits (and will not be required to include this amount in assessable income) unless the Shareholder satisfies the 'holding period' rule in respect of their Shares.

Generally, the holding period rule requires Shareholders to hold Shares in the Company 'at risk' for at least 45 days (excluding the dates of acquisition and disposal). However, a Shareholder should be taken to satisfy the 'holding period' rule if they are an individual, have total franking tax offsets for the relevant income year of $5,000 or less, and satisfy certain other requirements.

Shareholders may wish to seek professional tax advice regarding the application of the 'qualified person' provisions to their particular circumstances.

Provided that Shareholders satisfy the holding period rule and to the extent that the Shareholder's entitlement to franking credits exceeds their income tax liability for the income year:

- Shareholders who are Australian resident individuals and complying superannuation funds should be entitled to receive a cash refund of the excess franking credits; and
- Shareholders that are Australian resident companies may be able to convert excess franking credits into tax losses.

9.9.2 DISPOSAL OF SHARES

A sale of the shares will constitute a disposal for capital gains tax (CGT) purposes, and may result in a capital gain or capital loss for a Shareholder.

A capital gain will arise to the Shareholder where the capital proceeds received from the sale are greater than the cost base for CGT purposes. A capital loss will arise if the capital proceeds on sale or redemption are less than the reduced cost base of the shares for CGT purposes.

Discount CGT treatment may be available to reduce the capital gain realised by the Shareholder on the sale if the shares had been held for at least 12 months. In this case, the Shareholders may, after offsetting capital losses of the Shareholder, be able to discount the resulting capital gain by one half in the case of an individual or trust, or by one third in the case of a complying superannuation entity. Companies are not entitled to discount CGT treatment.

Shareholders who dispose of their Shares under an agreement entered into within 12 months of acquiring the Shares will not be eligible for discount CGT treatment.

Integrity rules exist which can prevent the CGT discount being applied to capital gains arising from the disposal of Shares where a majority of the underlying CGT assets of the company, by value, have not been held for at least 12 months. These integrity rules should not apply if:

- a Shareholder (together with its associates) beneficially owns less than 10% of the Shares just prior to the disposal; or
- the Company has at least 300 investors and the ownership of the Company is not concentrated (ownership will be concentrated if 20 or fewer individuals own, directly or indirectly, at least 75% of the Shares).

Any capital gain or capital loss realised by a Shareholder in respect of the Shares should be aggregated with any other capital gains or capital losses that the Shareholder may have in that year, less any available net capital losses from prior income years, discounts or reductions, to determine the Shareholder's net capital gain or net capital loss for that year.

A net capital gain is included in the Shareholder's assessable income. A net capital loss can only be offset against capital gains. Net capital losses may be carried forward and offset against future taxable capital gains.

9.9.3 STAMP DUTY

Shareholders should not be liable to stamp duty in Australia in respect of the acquisition of Shares under the Offer.

9.9.4 GOODS AND SERVICES TAX (GST)

Shareholders should not be liable to GST in Australia in respect of the acquisition of Shares under the Offer.

9.10 GOVERNING LAW

This Prospectus and the contracts that arise from the acceptance of the Applications and bids under this Prospectus are governed by the law applicable in Victoria and each Applicant under this Prospectus submits to the exclusive jurisdiction of the Courts of Victoria.

9.11 FOREIGN SELLING RESTRICTIONS

This document does not constitute an offer of New Shares and/or Sale Shares of the Company in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares and/or Sale Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

9.12 SUMMARY OF RIGHTS AND LIABILITIES ATTACHING TO THE SHARES AND OTHER MATERIAL PROVISIONS OF THE CONSTITUTION

9.12.1 INTRODUCTION

The rights and liabilities attaching to ownership of Shares arise from a combination of the Constitution, statute, the ASX Listing Rules and general law.

A summary of the significant rights, liabilities and obligations attaching to the Shares and a description of other material provisions of the Constitution are set out below. This summary is not exhaustive nor does it constitute a definitive statement of the rights and liabilities of Shareholders. The summary assumes that the Company is admitted to the official list of ASX.

9.12.2 VOTING AT A GENERAL MEETING

At a general meeting of the Company, subject to any rights or restrictions attaching to any class of Shares, every Shareholder present in person or by proxy, representative or attorney has one vote on a show of hands and, on a poll, one vote for each fully paid Share held.

9.12.3 MEETINGS OF MEMBERS

Each Shareholder is entitled to receive notice of, attend and vote at, general meetings of the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the Constitution, the Corporations Act and the ASX Listing Rules.

9.12.4 DIVIDENDS

The Board may resolve to pay dividends to Shareholders and fix the amount of the dividend, the time for determining entitlements to the dividend and the timing and method of payment. For further information in respect of the Company's proposed dividend policy, see Section 4.10.

9.12.5 TRANSFER OF SHARES

Subject to the Constitution, Shares may be transferred by a proper transfer effected in accordance with the ASX Settlement Operating Rules, by a written instrument of transfer which complies with the Constitution or by any other method permitted by the Corporations Act, the ASX Listing Rules or the ASX Settlement Operating Rules.

The Board may refuse to register a transfer of Shares where permitted to do so under the Corporations Act, the ASX Listing Rules or the ASX Settlement Operating Rules. The Board must refuse to register a transfer of Shares when required to by the Corporations Act, the ASX Listing Rules or the ASX Settlement Operating Rules.

9.12.6 ISSUE OF FURTHER SHARES

Subject to the Corporations Act, the ASX Listing Rules and the ASX Settlement Operating Rules and any rights and restrictions attached to a class of shares, the Company may issue, or grant options in respect of, or otherwise dispose of further shares on such terms and conditions as the Directors resolve.

9.12.7 WINDING UP

Without prejudice to the rights of the holders of Shares issued on special terms and conditions, if the Company is wound up, the liquidator may, with the sanction of a special resolution of the Company, divide among the Shareholders in kind all or any of the Company's assets and for that purpose, determine how it will carry out the division between the different classes of Shareholders, but may not require a Shareholder to accept any Shares or other securities in respect of which there is any liability.

9.12.8 NON-MARKETABLE PARCELS

Subject to the Corporations Act, the ASX Listing Rules and the ASX Settlement Operating Rules, the Company may sell the Shares of a Shareholder who holds less than a marketable parcel of Shares (unless the Shareholder has notified the Company in writing before a specified date that they wish to retain their Shares).

9.12.9 SHARE BUY-BACKS

Subject to the Corporations Act, the ASX Listing Rules and the ASX Settlement Operating Rules, the Company may buy back Shares on terms and at times determined by the Board.

9.12.10 VARIATION OF CLASS RIGHTS

Subject to the Corporations Act and the terms of issue of a class of shares, the rights attaching to any class of shares in the Company may be varied or cancelled:

a. with the consent in writing of the holders of three-quarters of the issued shares included in that class; or

b. by a special resolution passed at a separate meeting of the holders of those shares.

In either case, in accordance with the Corporations Act, the holders of not less than 25% 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 variation or cancellation.

9.12.11 DIVIDEND REINVESTMENT PLAN

The Directors may, on any terms and at their discretion, establish a dividend reinvestment plan (under which any member may elect that the dividends payable by the Company be reinvested by acquiring by way of issue or transfer Shares or other securities).

9.12.12 DIRECTORS – APPOINTMENT AND ROTATION

Under the Constitution, the minimum number of Directors that may comprise the Board is three and the maximum is 10. Directors are elected at annual general meetings of the Company. Retirement will occur on a rotational basis so that no Director (excluding the Managing Director) holds office without re-election beyond the third annual general meeting following the meeting at which the Director was last elected. The Directors may also appoint a Director to fill a casual vacancy on the Board or in addition to the existing Directors, who will then hold office until the next annual general meeting of the Company.

9.12.13 DIRECTORS – VOTING

Questions arising at a meeting of the Board will be decided by a majority of votes of the Directors present at the meeting and entitled to vote on the matter.

9.12.14 DIRECTORS – REMUNERATION

The Directors, other than an Executive Director, will be paid by way of fees for services up to the maximum aggregate sum of $1,200,000 per annum or such other amount as may be approved by the Company in general meeting. The initial remuneration of the Directors is set out in Sections 6.5.1 and 6.5.2. Shares, options, rights and other share-based payments may be provided to Non-Executive Directors and the value of any such Shares, options, rights and other share-based payments will not be included in the aggregate maximum. The Constitution also makes provision for the Company to pay all reasonable expenses of Directors in attending meetings and carrying on their duties.

9.12.15 INDEMNITIES

The Company, to the extent permitted by law, indemnifies each Director against any liability incurred by that person as a director or officer of the Company or its subsidiaries, and reasonable legal costs incurred by that person in defending an action for a liability of that person. The Company, to the extent permitted by law, may make a payment (whether by way of an advance, loan or otherwise) to a Director in respect of legal costs incurred by that person in defending an action for a liability of that person.

The Company, to the extent permitted by law, may pay, or agree to pay, a premium for a contract insuring any Director or officer against any liability incurred by that person as an officer of the Company or its subsidiaries and legal costs incurred by that person in defending an action for a liability of that person.

9.12.16 INSPECTION OF RECORDS

Except as otherwise required by the Corporations Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Company or any of them will be open for inspection by Shareholders other than Directors.

A Shareholder other than a Director does not have the right to inspect any financial records or other documents of the Company unless the Shareholder is authorised to do so by a Court order or a resolution of the Directors.

9.12.17 AMENDMENT

The Constitution may be amended only by special resolution passed by at least three-quarters of the votes cast by Shareholders present (in person or by proxy) and entitled to vote on the resolution at a general meeting of the Company. The Company must give at least 28 days written notice of a general meeting of the Company.

9.13 EXPENSES OF THE OFFER

The table below sets out the estimated total expenses of the Offer (excluding GST).

ITEM OF EXPENDITURE	Amount ($)
ASX fees	$0.34 million
Professional advisors' fees	$0.59 million
Miscellaneous	$0.16 million
TOTAL	**$1.09 million**

9.14 CONTINUOUS DISCLOSURE OBLIGATIONS

Following admission of the Company to the Official List, the Company will be a ‘disclosing entity’ (as defined in section 111AC of the Corporations Act) and, as such, will be subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company will be required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company’s securities, unless an exception applies.

Price sensitive information will be publicly released on the ASX before it is disclosed to shareholders and market participants. Distribution of other information to shareholders and market participants will also be managed through disclosure to the ASX. In addition, the Company will post this information on its website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.

9.15 ELECTRONIC PROSPECTUS

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please contact the Company and the Company will send you, for free, either a hard copy or a further electronic copy of this Prospectus or both. Alternatively, you may obtain a copy of this Prospectus from the Offer website at www.evansdixon.com.au/offer.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

9.16 PRIVACY STATEMENT

If you complete an Application Form, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder and to facilitate distribution payments and corporate communications to you as a Shareholder.

The information may also be used from and disclosed to persons inspecting the register, including bidders for your securities in the context of takeovers, regulatory bodies including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the share registry.

You can access, correct and update the personal information that we hold about you. If you wish to do so, please contact the Share Registry at the relevant contact number set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the application for Shares, the Company may not be able to accept or process your application.

Brisbane

Evans & Partners Morning Mail

10 DIRECTORS' AUTHORISATION

Dixon Projects

10. Directors' authorisation

a. This Prospectus is issued by the Company and its issue has been authorised by each Director and each director of SaleCo.

b. Each Director and each director of SaleCo has consented to the lodgement of this Prospectus with the ASIC and has not withdrawn that consent.

171 Collins Street Melbourne, VIC

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CORPORATE DIRECTORY

Evans & Partners Private Wealth Management

11. Corporate directory

Company and SaleCo

Evans Dixon Limited/Evans Dixon SaleCo Limited

Level 15, 100 Pacific Highway
North Sydney NSW 2060

Investigating Accountant

Deloitte Corporate Finance Pty Limited

550 Bourke Street
Melbourne VIC 3000

Auditor

Deloitte Touche Tohmatsu

Grosvenor Place,
225 George Street
Sydney NSW 2000

Australian Legal Advisor

MinterEllison

Rialto Towers, Level 23
525 Collins Street
Melbourne VIC 3000

Share Registry

Boardroom Pty Limited

Grosvenor Place, Level 12
225 George Street
Sydney NSW 2000

Information Line

Telephone: 1300 069 436

Hours of operation:
8.30am to 6.00pm
(Sydney time),
Monday to Friday

Company Website

https://www.evansdixon.com.au/

Evans & Partners office foyer

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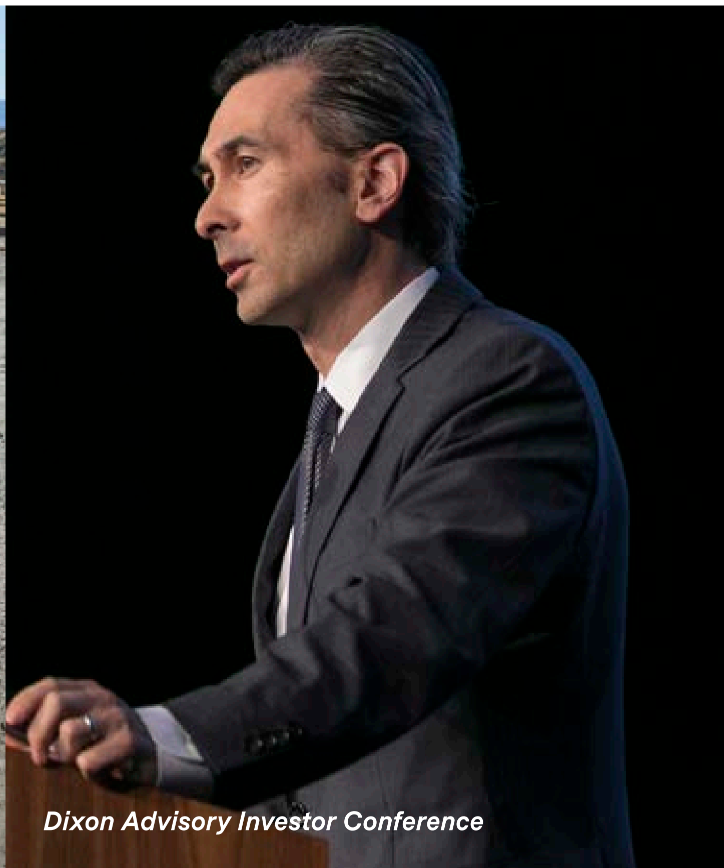
GLOSSARY

New Energy Solar board members visit solar farm in North Carolina



Dixon Advisory Investor Conference

12. Glossary

Where the following terms are used in this Prospectus they have the following meanings:

1H or 2H	means the first half or the second half respectively of a financial year ending 30 June. For example, 1H18 means the 6 months ended 31 December 2017.
$ or A$ or AUD	means Australian dollars.
AAS	means Australian Accounting Standards.
AASB	means Australian Accounting Standards Board.
ABN	means Australian Business Number.
ABS	means the Australian Bureau of Statistics.
AFSL	means Australian Financial Services Licences.
Alternative Assets	means an asset that is not one of the conventional investment types such as equities, bonds and cash. Examples of alternative assets includes private equity, hedge funds, real estate and infrastructure.
Applicant(s)	means a person who submits an Application.
Application(s)	means an application made to acquire Shares offered under this Prospectus.
Application Form	means the application form included in or accompanying this Prospectus (including the electronic form) relating to the Offer.
ASIC	means Australian Securities and Investments Commission.
ASX	means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires.
ASX Listing Rules	means the listing rules of ASX.
ASX Recommendations	means the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.
ASX Settlement Operating Rules	means the rules of ASX Settlement Pty Ltd ACN 008 504 532.
Australian Accounting Standards	means Australian Accounting Standards and other authoritative pronouncements issued by the AASB.
Banking Royal Commission	means the Royal Commission into Misconduct in the Banking, Superannuation and Financial Services Industry which was established on 14 December 2017 by the Governor-General of the Commonwealth of Australia, His Excellency General the Honourable Sir Peter Cosgrove AK MC (Retd).
Board or Board of Directors	means the board of Directors of the Company.

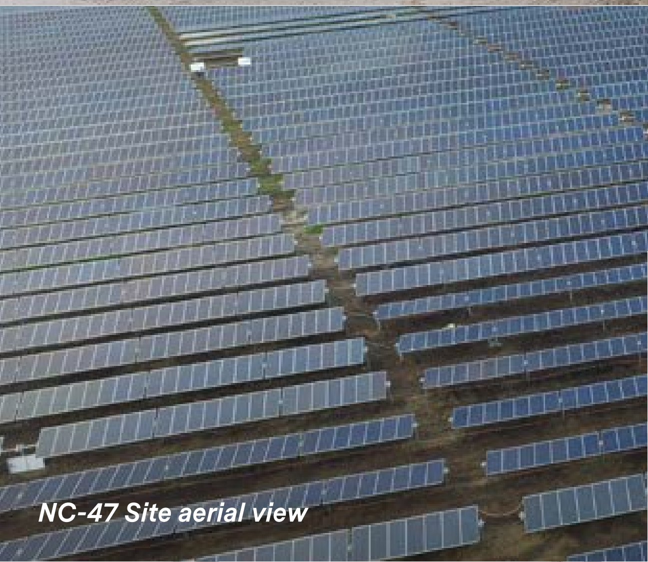
Capital Markets	means an operating segment of Evans Dixon that is described in Section 3.3.3.
Chairman	means the Chairman of the Board of Directors.
Chairman's List Offer	has the meaning given in Section 7.14.
CHESS	means Clearing House Electronic Sub-register System, operated in accordance with the Corporations Act.
Client Priority Offer	has the meaning given in Section 7.12.
Closing Date	means the date by which Applications must be lodged for the Offer, being 27 April 2018. This date may be varied by the Company and SaleCo without prior notice.
Committed Sale Shares	means 10.9 million Sale Shares which are available for sale by SaleCo under this Prospectus.
Company or Evans Dixon	means Evans Dixon Limited ACN 609 913 457 and, as the context requires, its subsidiaries.
Completion of the Offer or Completion	means the completion of the Offer, being the date on which Shares are issued or transferred to successful Applicants in accordance with the terms of the Offer.
Constitution	means the constitution of the Company.
Control	has the meaning given in section 50AA of the Corporations Act.
Corporations Act	means the *Corporations Act 2001* (Cth).
Corporate Directory	means the Corporate Directory at the back of this Prospectus.
CPV	means Cordish Private Ventures.
Director	means a director of Company.
Dixon Advisory Investment Committee	has the meaning given in Section 3.3.2 c (iii).
EBIT	means earnings before interest and tax.
EBITDA	means earnings before interest, tax, depreciation and amortisation.
Eligible Employee	has the meaning given in Section 7.13.1.
Employee Offer	has the meaning given in Section 7.13.1.
Escrow Period	means the applicable period for which Escrowed Shares are subject to the escrow restrictions as summarised in Section 7.7.
Escrowed Shares	means the Shares subject to escrow restrictions which are summarised in Section 7.7.
Escrowed Shareholder(s)	means a Shareholder whose Shares are subject to the escrow restrictions which are summarised in Section 7.7.

Evans & Partners	means Evans and Partners Pty. Ltd. ACN 125 338 785.
Executive Director	means an executive Director.
Existing Owners	means the holders or beneficial owners of Shares prior to the Prospectus Date.
Existing Shares	means the 162.1 million Shares on issue as at the date of this Prospectus.
Expiry Date	means 25 April 2019.
Exposure Period	means the period of 7 days after the date of lodgement of this Prospectus, which period may be extended by ASIC by not more than 7 days pursuant to section 727(3) of the Corporations Act.
Financial Information	means has the meaning set out in Section 4.1.1.
Forecast Financial Information	means the Statutory Forecast Financial Information and the Pro forma Forecast Financial Information.
FSREC	means Fort Street Real Estate Capital.
FUA	means funds under advice.
Funds Management	means an operating segment of Evans Dixon that is described in Section 3.3.4.
FY	means financial year or year ended or ending 30 June. For example, FY17 is the financial year ended 30 June 2017 and FY18 is the financial year ending 30 June 2018.
Group	means the Company and its subsidiaries.
Group Member	means an entity within the Group.
GST	means goods and services or similar tax imposed in Australia.
Historical Balance Sheet	means the historical consolidated statement of financial position as at 31 December 2017.
Historical Cash Flows	means the historical consolidated statements of cash flows for FY16, FY17 and 1H18.
Historical Financial Information	means the Historical Income Statements, the Historical Cash Flows and the Historical Balance Sheet.
Historical Income Statements	means the historical consolidated statements of profit or loss and other comprehensive income for FY16, FY17 and 1H18.
HNW	means high net wealth.
IFRS	means International Financial Reporting Standards.
Investigating Accountant	means Deloitte Corporate Finance Pty Limited ABN 19 003 833 127.
Investigating Accountant's Report	means the report prepared by the Investigating Accountant set out in Section 8.

IPO	means initial public offering.
Irrevocable Offer Deed	means an irrevocable offer deed between an Existing Owner and SaleCo as described in Section 9.4.
Listing	means admission of the Company to the official list of ASX and quotation of the Shares on the ASX.
Listing Date	means the date on which the Company is admitted to the Official List of ASX and quotation of the Shares commences.
LFSP	means the Company's Loan Funded Share Plan, a summary of which is contained in Section 6.7.1.
Management	means the senior management team of the Company including David Evans, Alan Dixon, Tristan O'Connell and Parrish Davis
MiFiD	means The Markets in Financial Instruments Directive
m	means million.
New Shares	means the new Shares to be issued by the Company under the Offer.
Non-Executive Director	means a non-executive Director.
Offer	means an offer of Shares under this Prospectus and includes the Client Priority Offer, Employee Offer and the Chairman's List Offer.
Offer Period	means the period from 10 April 2018 until the Closing Date. The first day of the Offer Period may be varied by the Company and SaleCo without prior notice.
Offer Price	means $2.50 per Share.
Official List	means the official list of ASX.
Official Quotation	means official quotation by ASX in accordance with the ASX Listing Rules.
Option	means an option issued to a participant under the ORP to acquire by way of issue or transfer or both (as determined by the Board) one Share on payment of an exercise price.
Original Prospectus	has the meaning given in 'Important Information' section on page 4.
ORP	means the Company's Options/Rights Plan, a summary of which is contained in Section 6.7.2.
Oversubscription Sale Shares	means 10.0 million Sale Shares which are available for oversubscriptions.
Pro forma Forecast Financial Information	means the Pro forma Forecast Income Statement and the Pro forma Forecast Statement of Cash Flows.
Pro forma Forecast Income Statement	means the pro forma forecast statement of profit or loss and other comprehensive income for FY18.

Pro forma Forecast Statement of Cash Flows	means the pro forma forecast statement of cash flows for FY18.
Pro forma Historical Balance Sheet	means the pro forma historical consolidated statement of financial position as at 31 December 2017
Pro forma Historical Cash Flows	means the pro forma historical consolidated statements of cash flows for FY16, FY17 and 1H18.
Pro forma Historical Financial Information	means the Pro forma Historical Income Statements, the Pro forma Historical Balance Sheet and the Pro forma Historical Financial Information.
Pro forma Historical Income Statements	means the pro forma historical consolidated statements of profit or loss and other comprehensive income for FY16, FY17 and 1H18.
Prospectus	means this document (including the electronic form of this Prospectus) and any supplementary or replacement Prospectus in relation to this document.
Prospectus Date	means the date of this Prospectus, being 5 April 2018.
Rights	means a right issued to a participant under the ORP to acquire by way of issue or transfer or both (as determined by the Board) one Share at a nil exercise price.
Sale Shares	means the Existing Shares offered for sale by SaleCo under this Prospectus.
SaleCo	means Evans Dixon SaleCo Limited ACN 624 096 108.
SaleCo Indemnity Deed	means the SaleCo indemnity deed dated on or about the date of this Prospectus between the Company and SaleCo as described in Section 9.4.
Section	means a section of this Prospectus.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of at least one Share.
Share Registry	means Boardroom Pty Ltd ACN 003 209 836.
SMSF	means self-managed superannuation fund
Statutory Forecast Financial Information	means the statutory Forecast Income Statement and the Statutory Forecast Statement of Cash Flows.
Statutory Forecast Income Statement	means the statutory forecast consolidated statement of profit or loss and other comprehensive income for FY18.
Statutory Forecast Statement of Cash Flows	means the statutory forecast consolidated statement of cash flows for FY18.
Trading Participant	means a licensed trading participant on the ASX.
Wealth Advice	means an operating segment of Evans Dixon that is described in Section 3.3.2.
USA or United States	means the United States of America.

NC-47 Site Dedication from New Energy Solar portfolio


NC-47 Site aerial view

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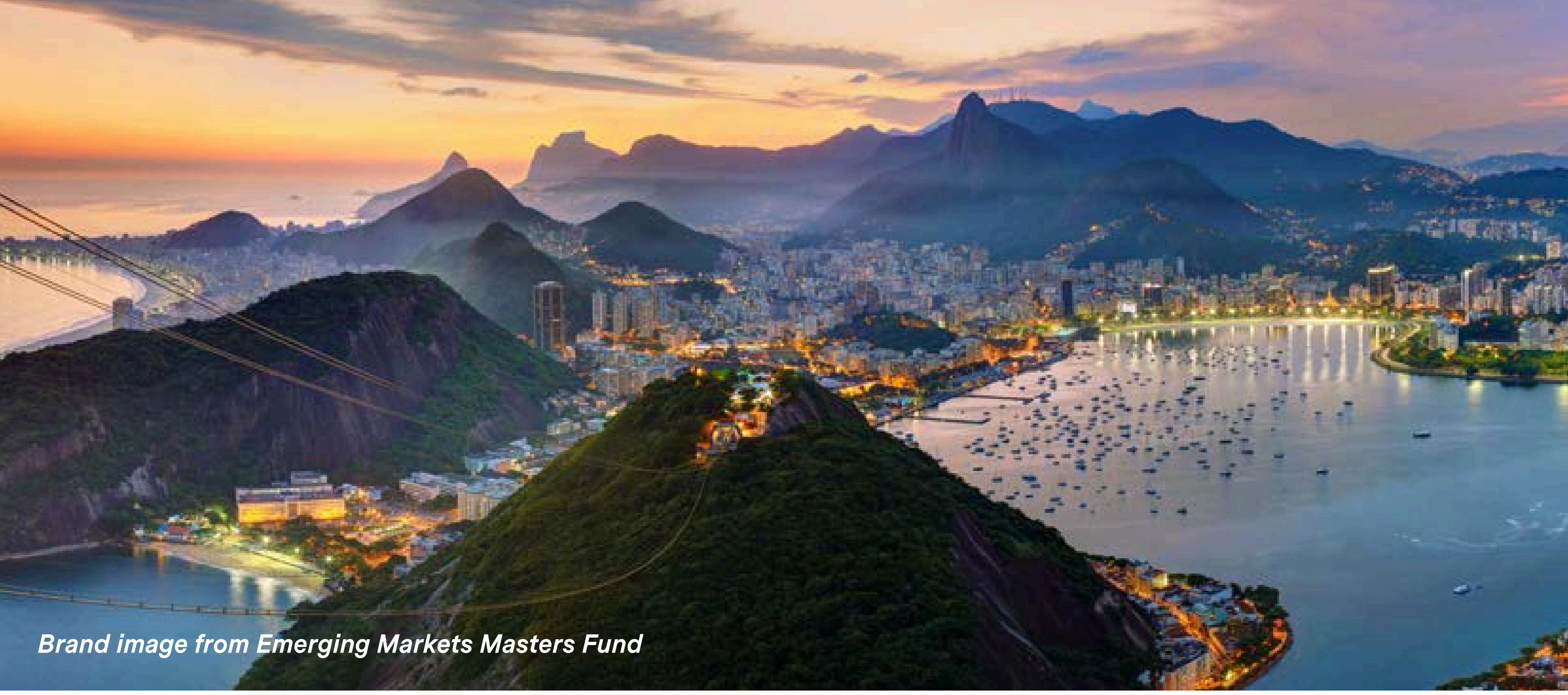
APPENDIX A – SIGNIFICANT ACCOUNTING POLICIES

Partner Musica Viva performance at client event


Brand image from Emerging Markets Masters Fund

Significant accounting policies

BASIS OF CONSOLIDATION

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

Income and expenses of subsidiaries acquired or disposed of during the period are included in the consolidated statement of profit or loss and other comprehensive income from the effective date of acquisition and up to the effective date of disposal, as appropriate. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests having a deficit balance.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Group.

BUSINESS COMBINATIONS

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value which is calculated as the sum of the acquisition-date fair values of assets transferred, liabilities incurred and the equity instruments issued by the Company in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with AASB 112 'Income Taxes' and AASB 119 'Employee Benefits' respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Company entered into to replace share-based payment arrangements of the acquiree are measured in accordance with AASB 2 'Share-based Payments' at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with AASB 5 'Non-current Assets Held for Sale and Discontinued Operations' are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the excess is recognised immediately in profit or loss as a bargain purchase gain.

Where the consideration transferred by the Company in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or liability is remeasured at subsequent reporting dates in accordance with AASB 139 'Financial Instruments: Recognition and Measurement', or AASB 137 'Provisions, Contingent Liabilities and Contingent Assets', as appropriate, with the corresponding gain or loss being recognised in profit or loss.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Company reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

GOODWILL

Goodwill arising on an acquisition of a business is carried at cost as established at the date of the acquisition of the business (see "Business combinations" above) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Company's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

FOREIGN CURRENCY

I. TRANSLATION OF FOREIGN CURRENCY TRANSLATIONS

The functional and presentation currency of the Group is Australian dollars. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

Transactions in foreign currencies are initially recorded in the functional currency by applying the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies that are outstanding at the reporting date are translated at the rate of exchange ruling at the Statement of Financial Position date. Exchange differences on monetary items are recognised in the profit or loss in the period in which they arise. Differences arising on a monetary item forming part of the net investment in a foreign operation are taken to the foreign currency translation reserve on consolidation.

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measures in terms of historical cost in a foreign currency are not retranslated.

II. TRANSLATION OF FINANCIAL REPORTS OF FOREIGN OPERATIONS

The functional currency of some of the Company's subsidiaries is US dollars. As at the reporting date, the assets and liabilities of those entities are translated into Australian dollars at the rate of exchange ruling at the Statement of Financial Position date, and the Statement of Profit or Loss and Other Comprehensive Income is translated at the average exchange rates for the period.

Foreign currency differences are recognised in other comprehensive income, and presented in the foreign currency translation reserve in equity.

INVESTMENTS IN ASSOCIATES AND JOINT VENTURES

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of associates or joint ventures are incorporated in these financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with AASB 5. Under the equity method, an investment in an associate or a joint venture is initially recognised in the statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The requirements of AASB 139 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate or a joint venture. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with AASB 136 'Impairment of Assets' as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with AASB 136 to the extent that the recoverable amount of the investment subsequently increases.

When the Group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

PROPERTY, PLANT AND EQUIPMENT

Each class of property, plant and equipment is carried at cost or fair value as indicated less, where applicable, any accumulated depreciation and impairment losses.

I. PLANT AND EQUIPMENT

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

II. DEPRECIATION

The depreciable amount of all fixed assets including buildings and capitalised leased assets, but excluding freehold land, is depreciated on either a straight line basis or diminishing value over the asset's useful life to the Group commencing from the time the asset is held 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 depreciation rates used for each class of depreciable assets are generally:

Furniture & equipment	Straight line	2% - 25%
Motor vehicles	Diminishing value	19% - 25%
Computer equipment	Diminishing value	25% - 50%
Leasehold improvements	Straight line	14% - 20%

The assets' residual values and useful lives are reviewed and adjusted if required at each balance date, with the effect of any changes in estimate accounted for on a prospective basis.

INTANGIBLE ASSETS

I. INTANGIBLE ASSETS ACQUIRED SEPARATELY

Intangible assets with finite lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

II. CUSTOMER RELATIONSHIPS

Customer relationships are the assessed value of the supply of services that exist at the date of acquisition. In valuing customer relationships, consideration is given to historic customer retention, projected future cash flows and appropriate capital charges. Customer relationships are amortised over a period of 12 years. The estimated useful lives, residual values and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

III. INTERNALLY-GENERATED INTANGIBLE ASSETS

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

The amortisation rate used for intangible assets is:

Computer software	25%

IMPAIRMENT OF ASSETS

The directors of the Group assess at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, an estimate is made of the asset's recoverable amount. When the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount through profit or loss.

Goodwill and other assets that have an indefinite useful life are not amortised but are tested annually for impairment in accordance with AASB 136 'Impairment of Assets'. Assets subject to annual depreciation or amortisation are reviewed for impairment whenever events or circumstances indicate that the carrying amount of the asset may be impaired.

For the purposes of impairment, assets are grouped at the lowest levels for which these are separately identifiable cash flows (cash generating units).

INVESTMENT PROPERTY

Investment properties are initially measured at cost. Subsequent to initial recognition, investment properties are measured at fair value. Gains and losses, arising from changes in the fair value of investment properties are included in profit or loss in the period in which they arise.

FINANCIAL INSTRUMENTS

I. NON-DERIVATIVE FINANCIAL ASSETS

All financial assets are recognised initially on the trade date at which the Group becomes a party to the contractual provisions of the instrument.

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in transferred financial assets that is created or retained by the Group is recognised as a separate asset or liability.

Financial assets are offset and the net amount presented in the Statement of Financial Position when, and only when, the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

The Group has the following non-derivative financial assets: receivables, cash and cash equivalents and financial assets at fair value through profit or loss.

Receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition receivables are measured at amortised cost using the effective interest method, less any impairment losses.

Cash and cash equivalents comprise cash at bank and on hand and short-term deposits with an original maturity 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.

II. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (FVTPL)

Financial assets at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the Other income line item.

Listed shares held by the Group that are traded in an active market are classified as FVTPL and are stated at fair value. The Group also has investments in unlisted shares that are not traded in an active market where carrying cost is considered to materially represent fair value when no evidence is available to support a material change in the value of the investment.

III. IMPAIRMENT OF FINANCIAL ASSETS

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected. Impairment charges are recognised through profit or loss.

IV. NON-DERIVATIVE FINANCIAL LIABILITIES

Financial liabilities (including liabilities designated at fair value through profit or loss) are recognised initially on the trade date, which is the date that the Group becomes a party to the contractual provisions of the instrument.

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled or expired.

Financial liabilities are offset and the net amount presented in the Statement of Financial Position when, and only when, the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

The Group has the following non-derivative financial liabilities: trade and other payables, and borrowings.

Trade and other payables are initially measured at fair value, net of transaction costs. Subsequent to initial recognition, trade and other payables are measured at amortised cost using the effective interest method.

Borrowings and loans are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method. Where there is an unconditional right to defer settlement of the liability for at least 12 months after the reporting date, the loans or borrowings are classified as non-current.

V. DERIVATIVE FINANCIAL INSTRUMENTS

The Group enters into derivative financial instruments in the form of interest rate swap agreements, which are used to convert the variable interest rate of its borrowings to fixed interest rates. For the purposes of hedge accounting, these hedges are cash flow hedges. The swaps are entered into with the objective of reducing the risk associated with interest rate fluctuations. Derivative financial instruments are stated at fair value.

The portion of the gain or loss on the hedging instrument that is determined to be an effective hedge is recognised in other comprehensive income and any inefficient portion is considered a finance cost and is recognised in profit or loss in the statement of profit or loss and other comprehensive income. The cumulative gain or loss previously recognised in other comprehensive income and presented in the cash flow hedge reserve in equity remains there until the forecast transaction affects profit or loss, at which point it is transferred to profit or loss.

If the hedging instrument no longer meets the criteria for hedge accounting, expires or sold, terminated or exercised, then hedge accounting is discontinued prospectively. The Group manages its financial derivatives (interest rate swaps) to ensure they meet the requirements of a cash flow hedge.

EMPLOYEE BENEFITS

SHORT-TERM AND LONG-TERM EMPLOYEE BENEFITS

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

INVENTORIES

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a first-in-first-out basis. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

TAXATION

On 1 February 2017, Evans and Partners Pty Limited (and its controlled entities) joined the Evans Dixon Limited tax-consolidated group.

The tax sharing agreement entered into between members of the tax-consolidated group provides for the determination of the allocation of income tax liabilities between the entities should the head entity default on its tax payment obligations or if an entity should leave the tax-consolidated group. The effect of the tax sharing agreement is that the Company's liability for tax payable by the tax consolidated group is limited to the amount payable to the head entity under the tax funding arrangement.

I. CURRENT TAX

The tax currently payable is based on taxable profit for the period. Taxable profit differs from profit before tax as reported in the statement of profit or loss and other comprehensive income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period. Adjustments are made for transactions and events occurring within the tax-consolidated group that do not give rise to a tax consequence for the Group or that have a different tax consequence at the level of the Group.

II. DEFERRED TAX

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Adjustments are made for transactions and events occurring within the tax-consolidated group that do not give rise to a tax consequence for the Group or that have a different tax consequence at the level of the Group.

Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in jointly controlled entities, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

For the purposes of measuring deferred tax liabilities and deferred tax assets for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted.

III. CURRENT AND DEFERRED TAX FOR THE YEAR

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

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 of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

REVENUE

Revenue from the rendering of services is recognised upon delivery of the services to the customers. Prepaid amounts received in advance of the provision of services are recorded as a liability in the financial statements and are then recognised in profit and loss over the service period.

The Group recognises its right to carried interest entitlements or other corporate advisory fees only where a non-extinguishable right to receive the fee or benefit has been established and the amount can be reliably measured.

Interest revenue from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividend revenue is recognised when the right to receive a dividend has been established. Dividends received from associates and joint venture entities are accounted for in accordance with the equity method of accounting.

All revenue is stated net of the amount of goods and services tax (GST).

GOODS AND SERVICES TAX (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the statement of financial position are shown inclusive of GST.

Cash flows are presented in the statement of cash flows on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

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