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## **Teaminvest Private Group Limited**

**ACN 629 045 736**

## **Notice of 2020 Extraordinary General Meeting**

**Explanatory notes**

**Proxy form**

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**Time:** 10:00am

**Date:** Wednesday, 16 September 2020

**Place:** Via the online platform Zoom:  
<https://zoom.us/j/95612994861?pwd=S0hjNDVUa3h4SG9jNFRFLzAzMlhuQT09> (Meeting ID 956 1299 4861, passcode: 450389).  
Voting will be conducted via <https://web.lumiagm.com/>

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## Details of the Meeting

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An Extraordinary General Meeting (**Meeting**) will be held at 10:00am (Sydney time) on Wednesday, 16 September 2020 via the online platform Zoom. Voting will be conducted via <https://web.lumiagm.com/>.

Join Zoom meeting:

<https://zoom.us/j/95612994861?pwd=S0hjNDVUa3h4SG9jNFRFLzAzMlhuQT09>

(Meeting ID: 956 1299 4861, passcode: 450389)

Dial by your location:

+61 8 7150 1149 Australia

+61 2 8015 6011 Australia

+61 3 7018 2005 Australia

(Meeting ID: 956 1299 4861; Passcode: 450389)

Shareholders and proxyholders will be able to vote at the meeting online by:

- (a) visiting <https://web.lumiagm.com/> on a smartphone, tablet or computer (using the latest version of Chrome, Safari, Internet Explorer 11, Edge or Firefox); and
- (b) using unique meeting ID: 319-627-607.

Online voting registration will commence 30 minutes prior to the start of the meeting. For full details on how to log on and vote online, please refer to the user guide [www.investorvote.com.au/tip](http://www.investorvote.com.au/tip).

Members will be able to participate in, and vote at, the meeting online, in proxy or by person.

## Important voting information

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The business of the Meeting affects your shareholding and your vote is important. To vote in person, attend the Meeting by Zoom at the time and date set out above. To vote by proxy, please complete and sign the enclosed proxy form and either:

1. deliver the proxy form:
  - (a) by post to:

Teaminvest Private Group Ltd  
C/- Computershare Investors Services Pty Ltd  
GPO Box 242  
Melbourne VIC 3001; or
  - (b) by facsimile to:

1800 783 447 (within Australia) or +61 9473 2555 (outside Australia); or
2. lodge online at [www.investorvote.com.au](http://www.investorvote.com.au) (instructions as follows):

select Investor & Employee Login and in the Single Holding section enter Teaminvest Private Group Ltd or the ASX code TIP in the Issuer name field, your Security Reference Number (**SRN**) or Holder Identification Number (**HIN**) (which is shown on the front of your proxy form), postcode and security code which is shown on the screen and click Login. Select the Voting tab

and then follow the prompts. You will be taken to have signed your proxy form if you lodge it in accordance with the instructions given on the website.

If you wish to appoint a proxy to vote for you at the Meeting, your proxy form must be received not later than 48 hours before the commencement of the Meeting. Proxy forms received later than this time will be invalid.

There may be restrictions on how your proxy can vote on certain resolutions to be considered at the Meeting. Further details of when these restrictions apply, and what you can do to ensure that your proxy can vote as you intend, are set out in the section of this document headed Voting Exclusions.

The Chair intends to vote all proxies given to the Chair in favour of the resolutions in Items 1 to 4.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered shareholders at 10:00am (Sydney time) on Monday, 14 September 2020.

## Notice of Extraordinary General Meeting

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Notice is hereby given that an Extraordinary General Meeting of shareholders of Teaminvest Private Group Ltd ACN 629 045 736 will be held at 10:00am (Sydney time) on Wednesday, 16 September 2020 via the online platform Zoom. Voting will be conducted via <https://web.lumiagm.com/>.

Join Zoom meeting:

<https://zoom.us/j/95612994861?pwd=S0hjNDVUa3h4SG9jNFRFLzAzMlhuQT09>

(Meeting ID: 956 1299 4861, passcode: 450389)

Dial by your location:

+61 8 7150 1149 Australia

+61 2 8015 6011 Australia

+61 3 7018 2005 Australia

(Meeting ID: 956 1299 4861; Passcode: 450389)

Shareholders and proxyholders will be able to vote at the meeting online by:

- (a) visiting <https://web.lumiagm.com/> on a smartphone, tablet or computer (using the latest version of Chrome, Safari, Internet Explorer 11, Edge or Firefox); and
- (b) using unique meeting ID: 319-627-607.

Online voting registration will commence 30 minutes prior to the start of the meeting. For full details on how to log on and vote online, please refer to the user guide [www.investorvote.com.au/tip](http://www.investorvote.com.au/tip).

The explanatory notes to this notice of meeting provide additional information on matters to be considered at the Meeting. The explanatory notes form part of this notice. Some terms and abbreviations used in this notice of meeting and the explanatory notes are defined at the end of the explanatory notes in the section headed Glossary.

### Items of business

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#### 1. Approval of issue of Initial Consideration Shares to TIP AG Trust and Nisbet Group Holdings Pty Ltd for ASX Listing Rule 7.1

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to, in connection with the Share Purchase Agreement, issue to Valuestream Investment Management Ltd as trustee for the TIP AG Trust and Nisbet Group Holdings Pty Ltd such number of Initial Consideration Shares on the terms and conditions as set out in the explanatory notes which accompany and form part of this notice of meeting.”*

**Note:** a voting exclusion applies to this resolution – see Voting Exclusions below.

#### 2. Approval of issue of Initial Consideration Shares to Natmich Pty Ltd and Electronic Marketing Pty Ltd

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*“That, for the purposes of ASX Listing Rules 10.11.1 and for all other purposes, approval is given for the Company to, in connection with the Share Purchase Agreement, issue to Natmich Pty Ltd and Electronic Marketing Pty Ltd such number of Initial Consideration Shares on the terms and conditions set as set out in the explanatory notes which accompany and form part of this notice of meeting.”*

**Note:** a voting exclusion applies to this resolution – see Voting Exclusions below.

**Dated: 12 August 2020**

**By order of the Board**

**Anand Sundaraj**  
**Company Secretary**

## Voting exclusions

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### **Item 1 – Approval of issue of Initial Consideration Shares to TIP AG Trust and Nisbet Group Holdings Pty Ltd for ASX Listing Rule 7.1**

As required by the Corporations Act, the Company will disregard any votes cast in favour of Item 1 by or on behalf of:

- a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- an Associate of those persons.

However, the Company will not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form;
- it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the chair decides; or
- it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that:
  - the beneficiary provides written confirmation to the person that the beneficiary is not excluded from voting on this Item 1 and is not an Associate of a person excluded from voting on this Item 1; and
  - it is cast in accordance with a direction given by the beneficiary to the holder.

### **Item 2 – Approval of issue of Initial Consideration Shares to Natmich Pty Ltd and Electronic Marketing Pty Ltd**

As required by the Listing Rules, the Company will disregard any votes cast in favour of Item 2 by or on behalf of:

- Howard Coleman (or his nominee) and any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- an Associate of those persons.

However, the Company will not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form;
- it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the chair decides; or
- it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that:
  - the beneficiary provides written confirmation to the person that the beneficiary is not excluded from voting on this Item 1 and is not an Associate of a person excluded from voting on this Item 1; and
  - it is cast in accordance with a direction given by the beneficiary to the holder.

## Explanatory notes

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These explanatory notes have been prepared for shareholders in connection with the business to be conducted at the Extraordinary General Meeting (**Meeting**) to be held at 10:00am (Sydney time) on Wednesday, 16 September 2020 at via the online platform Zoom. Voting will be conducted via <https://web.lumiagm.com/>.

These notes provide information which the Directors believe to be material to Shareholders in deciding how to vote on the resolutions to be put to the Meeting.

If you are in any doubt about what to do in relation to this document or about how to vote on the resolutions to be put to the Meeting, you should seek advice from an accountant, solicitor or other professional advisor.

### 1 Background to the proposed acquisition of Automation Group

As announced to the market on 14 July 2020, the Company has entered into a share purchase agreement with Valuestream as trustee for the Trust and Nisbet Group Holdings (together, the **Vendors**) dated on or about 14 July 2020 (**Share Purchase Agreement**) to purchase 100% of the shares in Automation Group (**AG Shares**) (the **Proposed Share Transaction**). The Initial Purchase Price of approximately \$2.66 million (less certain debts described further below) will be paid to the Vendors in the form of Shares (**Initial Consideration Shares**). A deferred payment, based on a percentage of revenue generated under a key contract for FY20 and FY21, will be payable after completion of the FY21 audit (**Deferred Consideration Payment**).

Automation Group is a niche distribution and support business that works to empower a smarter future with state-of-the-art remote industrial monitoring and control technology used in defence, power, gas, mining, rail, transportation and water industries.

Integrating Automation Group under the Proposed Share Transaction is expected to increase the Company's technical capabilities in the fast-growing industries of automation, artificial intelligence, robotics and remote management.

### 2 Summary of Share Purchase Agreement for Automation Group

#### Conditions

Completion of the Share Purchase Agreement will not occur until a number of conditions precedent have been satisfied or, where permitted, waived including:

- (a) (**Shareholder approval**) the Company obtaining the approval of its shareholders under Listing Rule 10.11.1 and, if required, obtaining the approval of its shareholders under Chapter 2E of the Corporations Act, in connection with the issue of the Initial Consideration Shares to certain Vendors who are "related parties" (as defined in the Listing Rules and the Corporations Act, respectively) at completion;
- (b) (**Consents**) Automation Group obtaining certain third-party consents and approvals from certain customers and financiers of Automation Group;
- (c) (**Securities**) the release of all encumbrances over the AG Shares; and
- (d) (**Options**) Nisbet Group Holdings exercises its existing options to be issued additional AG Shares.

The conditions precedent have a sunset date of 30 November 2020 (**Sunset Date**). If the conditions precedent are not satisfied by the Sunset Date, the Company or the Vendors may terminate the Share Purchase Agreement.

Payment of the Deferred Consideration Payment to the Vendors in Shares is conditional upon the Company obtaining the approval of its shareholders under Listing Rule 10.11.1 and, if required, obtaining the approval of its shareholders under Chapter 2E of the Corporations Act, for the issue of shares to certain Vendors who are "related parties" (as defined in the Listing Rules and the Corporations Act, respectively). If the Deferred Consideration Payment condition is not satisfied on or before 30

November 2021, the Deferred Consideration Payment will be paid by the Company in cash to the Vendors. The Company expects to seek this shareholder approval for the Deferred Consideration Payment condition in the second half of calendar year 2021, either at its FY21 annual general meeting or a separate extraordinary general meeting.

### **Period prior to Completion Date**

In the period prior to the Completion Date, Automation Group and its business must be conducted in the usual and ordinary course of business. Further, the Vendors and Automation Group have given customary undertakings not to take certain actions without the Company's consent.

### **Consideration**

Under the Share Purchase Agreement, the purchase price consists of:

- (a) the Initial Purchase Price (calculated on the basis described below) and paid in the form of Shares; and
- (b) the Deferred Consideration Payment (calculated on the basis described below) payable after completion of the FY21 audit either, subject to shareholder approval described above, in the form of Shares or, if shareholder approval is not obtained, in cash.

### **Initial Purchase Price**

The Initial Purchase Price is equal to \$2,658,735 less Automation Group's Tax Debt and New and Excess Debt at the Completion Date. As at the expected date of Completion, the Vendors anticipate that Automation Group's Tax Debt and New and Excess Debt will be equal to nil.

The anticipated Initial Purchase Price is therefore expected to equate to an Enterprise Value of approximately \$4.2 million, comprising:

- (a) equity value of \$2,658,735; plus
- (b) debt of \$1.6 million, of which \$0.6 million is owed to the Company.

Based on an average of FY19 (audited) and FY20 (unaudited) accounts for Automation Group, the Initial Purchase Price is therefore equivalent to:

- (a) an EV/EBITDA multiple of 8.4x; and
- (b) a P/E multiple of 6.9x.

The Initial Purchase Price will be paid to the Vendors in the form of Shares (**Initial Consideration Shares**). The number of Initial Consideration Shares to be issued to the Vendors as consideration for the Initial Purchase Price will be calculated as follows:

$$N = P / I$$

where:

**N** is the number of Initial Consideration Shares to be issued to the Vendors at completion of the Share Purchase Agreement rounded to the nearest whole number;

**P** is the amount equal to the Initial Purchase Price less the Tax Debt (if any) and the New or Excess Debt (if any); and

**I** is the issue price of the Initial Consideration Shares, being the volume weighted average price of the Company's ordinary shares on the ASX for the 30 day trading period ending on the Business Day immediately prior to the Completion Date (**Issue Price**).

As at the date of this notice of meeting, the Company anticipates that the Completion Date will be the Business Day following the Meeting.

The number of Initial Consideration Shares issued to the Vendors will be apportioned 40% to Nisbet Group Holdings and 60% to Valuestream as trustee for the Trust. The 60% portion of Initial

Consideration Shares issued to Valuestream as trustee for the Trust will, following completion, be distributed to the Unitholders on a pro-rata basis equal to their proportionate unitholding in the Trust.

***Dilution effect of Initial Consideration Shares***

The table below shows the dilution of existing Shareholders on the issue of the Initial Consideration Shares using different variables for the issue price of the Initial Consideration Shares. As at the date of this notice of meeting, the Company had 111,230,952 Shares on issue.

The table:

- (a) assumes that at completion, there will be no Tax Debt and no New or Excess Debt, meaning there would be no reduction in the Initial Purchase Price and a maximum number of Initial Consideration Shares issued;
- (b) shows the dilution effect of the issue of the Initial Consideration Shares on the Company’s current issued capital (see note below);
- (c) shows examples of where the Issue Price would be equal to the market price of the Shares at market close on 12 August 2020 (**Current Market Value**), where the Current Market Value is halved and where the Current Market Value is doubled.

	<b>Issue Price at half Current Market Value (\$0.29 per Share)</b>	<b>Issue Price at Current Market Value (\$0.58 per Share)</b>	<b>Issue Price at double Current Market Value (\$1.16 per Share)</b>
Current issued capital	111,230,952	111,230,952	111,230,952
Number of Initial Consideration Shares	9,168,052	4,584,026	2,292,013
Issued capital post-issue of Initial Consideration Shares	120,399,004	115,814,978	113,522,965
Dilution	8.24%	4.12%	2.06%

Note: the table above assumes that no Shares are issued by the Company before the date of issue of the Initial Consideration Shares. If Shares are issued by the Company prior that date and Shareholders do not or are unable to participate in that issue, their ownership and voting power in the Company will be further diluted.

***Deferred Consideration Payment***

The Company will pay the Vendors the Deferred Consideration Payment based on a percentage of revenue generated under a key customer contract for FY20 and FY21, payable after completion of the FY21 audit either, subject to shareholder approval, in the form of Shares or, if shareholder approval is not obtained, in cash.

The amount of the Deferred Consideration Payment will be equal to:

- (a) 85% of the net cash generated by Automation Group on sales of products for FY20 under the key customer contract; plus
- (b) 75% of the net cash generated by Automation Group on sales of products for FY21 under the key customer contract.

Subject to the Company obtaining the shareholder approval described above in respect of the Deferred Consideration, the Deferred Consideration Payment will be paid to the Vendors in the form of Shares (**Deferred Consideration Shares**). The number of Deferred Consideration Shares to be issued to the Vendors as consideration for the Deferred Purchase Price will be calculated as follows:

$$N = S / I$$



where:

**N** is the number of Deferred Consideration Shares to be issued to the Vendors at the time payment of the Deferred Consideration Payment rounded to the nearest whole number;

**S** is the amount of equal to the Deferred Consideration Payment less any and all working capital adjustments for Automation Group made prior to the payment of the Deferred Consideration Payment; and

**I** is the issue price of the Deferred Consideration Shares, being the volume weighted average price of the Company's ordinary shares on the ASX for the 30 day trading period ending on 30 June 2021.

If the Company does not obtain the shareholder approval described above in respect of the Deferred Consideration, the Deferred Consideration Payment will be paid to the Vendors in cash.

The Deferred Consideration Payment paid, either in Shares or cash, to the Vendors will be apportioned 40% to Nisbet Group Holdings and 60% to Valuestream as trustee for the Trust. The 60% portion of Deferred Consideration Payment paid to Valuestream as trustee for the Trust will then be distributed to the Unitholders on a pro-rata basis equal to their proportionate unitholding in the Trust.

### **Voluntary escrow of Shares and securities trading policy**

If the Proposed Share Transaction is implemented, the Vendors have agreed to enter into 12-month voluntary escrow arrangements for some or all of the Shares issued to them as consideration to the extent reasonably required by Company. The terms of the voluntary escrow arrangements include standard exceptions, including allowing the Vendors to accept into a successful takeover bid or participate in a Company scheme of arrangements.

Further, Vendors have agreed to observe the applicable sale restrictions applicable to the Company's Selected Shareholders, including the Company's securities trading policy which is available on the Company's website at <https://www.teaminvestprivate.com.au/investor-information/>. Further information regarding the Company's Selected Shareholder program can be found in the Company's 2019 annual report.

### **Warranties**

The Vendors have provided a number of warranties in respect of the Proposed Share Transaction, including warranties relating to the information provided, solvency, title, capacity, the business and assets, intellectual property, authorizations, litigation and compliance with laws. Any claims under those warranties must be made within 18 months for non-tax warranties and 7 years for tax warranties of the Completion Date.

### **Restraint**

The Share Purchase Agreement includes a restraint on the Vendors and Graham and Adrian Nisbet (the CEO and a director, respectively, of Automation Group and are also associated with Nisbet Group Holdings) covering numerous geographical locations in Australia for a period of up to 12 months from the date they or their associates cease to be employed by the Company's corporate group.

## **3 Item 1 – Approval of issue of Initial Consideration Shares to TIP AG Trust and Nisbet Group Holdings Pty Ltd for ASX Listing Rule 7.1**

### **Shareholder approval for Listing Rule 7.1**

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue, during any 12 month period, without the approval of shareholders, securities in the company more than the amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

While the number of Initial Consideration Shares is not expected to exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breach that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder

approval under Listing Rule 7.1. To do this, the Company is asking Shareholders to approve the issue of the Initial Consideration Shares under Listing Rule 7.1 so that it does not use up any of the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

To this end, Resolution 1 seeks Shareholder approval for the issue of the Initial Consideration Shares to Valuestream as trustee for the Trust and Nisbet Group Holdings for the purposes of Listing Rule 7.1.

The effect of passing Resolution 1 will be that the Initial Consideration Shares proposed to be issued to Valuestream as trustee for the Trust and Nisbet Group Holdings as consideration for the Initial Purchase Price under the Share Purchase Agreement will not form part of the 15% issue limit under Listing Rule 7.1 as they will be issued with the approval of Shareholders.

If Resolution 1 is not passed, the issue of the Initial Consideration Shares can still proceed but it will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 months following the issue of the Initial Consideration Shares.

### **Specific information required by Listing Rule 7.3**

In accordance with Listing Rule 7.3, the following information is provided:

- (a) the Initial Consideration Shares will be issued to Nisbet Group Holdings and Valuestream as trustee for the Trust. The Initial Consideration Shares issued to Valuestream as trustee for the Trust will, following completion, be distributed to the Unitholders on a pro-rata basis equal to their proportionate unitholding in the Trust;
- (b) the Initial Consideration Shares will be fully paid ordinary shares in the Company issued on the same terms and conditions as existing Shares. The number of Initial Consideration Shares to be issued will be calculated according to the formula:

$$N = P / I$$

where:

**N** is the number of Initial Consideration Shares to be issued to the Vendors at completion of the Share Purchase Agreement rounded to the nearest whole number;

**P** is the amount equal to the Initial Purchase Price less the Tax Debt (if any) and the New or Excess Debt (if any); and

**I** is the issue price of the Initial Consideration Shares, being the volume weighted average price of the Company's ordinary shares on the ASX for the 30 day trading period ending on the Business Day immediately prior to the Completion Date (**Issue Price**).

As summarised in section 2, the anticipated Initial Purchase Price is approximately \$4.2 million. The number of Initial Consideration Shares that may be issued to the Vendors will be dependent on the Issue Price. As the Issue Price cannot be determined until the Completion Date, there is no maximum cap on the number of Initial Consideration Shares that may be issued.

The Initial Consideration Shares to be issued will be apportioned 40% to Nisbet Group Holdings and 60% to Valuestream as trustee for the Trust. The portion of Initial Consideration Shares issued to Valuestream as trustee for the Trust will, following completion, be distributed to the Unitholders on a pro-rata basis equal to their proportionate unitholding in the Trust.

The Company is not seeking shareholder approval for the issue of the Deferred Consideration Shares at the upcoming Meeting. Shareholder approval for the issue of the Deferred Consideration Shares will be sought at a future general meeting of Shareholders;

- (c) the Initial Consideration Shares will be issued no later than one month after the date of the Meeting and, as at the date of this notice of meeting, are expected to be issued on the Completion Date. As at the date of this notice of meeting, the Company anticipates that the Completion Date will be the day following the Meeting;
- (d) the implied issue price per Initial Consideration Share will be the volume weighted average

price of the Company's ordinary shares on the ASX for the 30-day trading period ending on the Business Day immediately prior to the Completion Date;

- (e) the issue of Initial Consideration Shares will be as consideration for the Initial Purchase Price for the acquisition of the AG Shares under the Share Purchase Agreement. Consequently, no new funds will be raised by the Company on issue of the Initial Consideration Shares; and
- (f) a voting exclusion statement is included in this notice of meeting.

### **Board recommendation**

The Board (other than Howard Coleman) recommends that shareholders vote **in favour** of this Item.

## **4 Item 2 – Approval of issue of Initial Consideration Shares to Natmich Pty Ltd and Electronic Marketing Pty Ltd**

### **Related party unitholders of the Trust**

As at the date of this notice of meeting, Natmich and Electronic Marketing are unitholders of the Trust, with a unitholding of 3.86% each. Howard Coleman, a director of the Company, is also the director of Natmich and Electronic Marketing. Consequently, Natmich and Electronic Marketing are “related parties” of the Company for the purposes of Chapter 2E of the Corporations Act and the Listing Rules. The issuance of Initial Consideration Shares to Natmich and Electronic Marketing indirectly via Valuestream as trustee of the Trust will therefore be subject to shareholder approval, unless an exception applies.

### **Chapter 2E of the Corporations Act**

The issue of the Initial Consideration Shares constitutes giving a financial benefit. Natmich and Electronic Marketing are related parties of the Company by virtue of Howard Coleman being a director of Natmich and Electronic Marketing, and of the Company. Chapter 2E of the Corporations Act provides that, for a public company to give a financial benefit to a related party of the public company, the public company must obtain the approval of members unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act. These exceptions include where the financial benefit is given on terms that would be reasonable in the circumstances if the public company and the related party were dealing at arm's length or the terms are less favourable to the related party than if the parties were dealing at arm's length.

The Company considers that approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Initial Consideration Shares to Natmich and Electronic Marketing because:

- (a) the financial benefit has been negotiated between the Company and Nisbet Group Holdings, an unrelated party, on arm's length terms. Howard Coleman has not been involved in the Company's negotiation of the Share Purchase Agreement;
- (b) the financial benefit is on the same terms under the Share Purchase Agreement as apply to Valuestream as trustee for the Trust and Nisbet Group Holdings on a proportionate basis equal to their respective shareholding in Automation Group; and
- (c) Natmich and Electronic Marketing will benefit from the financial benefit as unitholders of the Trust on an equivalent and pro-rated basis proportionate to their unitholding in the Trust.

### **ASX Listing Rule 10.11 and information required by Listing Rule 10.13**

Listing Rule 10.11.1 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party or their associate, unless an exception in Listing Rule 10.12 applies.

The issue of the Initial Consideration Shares falls within Listing Rule 10.11.1 and the Company considers that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances. As such, shareholder approval pursuant to Listing Rule 10.11 is required.

To this end, Resolution 2 seeks the required Shareholder approval for the issue of the Initial Consideration Shares under and for the purposes of Listing Rule 10.11.1.

If Resolution 2 is passed and subject to remaining conditions precedent being satisfied or waived, the Proposed Share Transaction will proceed and the Company will acquire the Automation Group and, in consideration, issue the Initial Consideration Shares to the Vendors (who, indirectly, include Natmich and Electronic Marketing).

If Resolution 2 is not passed or a similar resolution is not passed on or before the Sunset Date, the Proposed Share Transaction will not proceed and the Company will not acquire Automation Group and will not issue the Initial Consideration Shares.

In accordance with Listing Rule 10.13, the following information is provided:

- (a) the Initial Consideration Shares will be issued to Valuestream as trustee of the Trust. The Shares issued to Valuestream as trustee for the Trust will, following completion, be distributed to the Unitholders (including Natmich and Electronic Marketing) on a pro-rata basis equal to their proportionate unitholding in the Trust;
- (b) Natmich and Electronic Marketing are related parties of the Company by virtue of Howard Coleman acting as director of Natmich and Electronic Marketing, and of the Company;
- (c) the Initial Consideration Shares will be fully paid ordinary shares in the Company issued on the same terms and conditions as existing Shares. The number of Initial Consideration Shares to be issued will be calculated according to the formulas and apportioned as summarised above in section 2. Natmich and Electronic Marketing will ultimately receive 2.316% of the Initial Consideration Shares each (being 3.86%, their respective interests in the Trust, multiplied by 60% being the proportion of Initial Consideration Shares that will be issued to Valuestream as trustee of the Trust);
- (d) the Initial Consideration Shares will be issued no later than one month after the date of the Meeting and, as at the date of this notice of meeting, are expected to be issued on the Completion Date. As at the date of this notice of meeting, the Company anticipates that the Completion Date will be the Business Day following the Meeting;
- (e) the implied issue price for the Initial Consideration Shares will be the volume weighted average price of the Company's ordinary shares on the ASX for the 30 day trading period ending on the Business Day immediately prior to the Completion Date;
- (f) the issue of Initial Consideration Shares will be as consideration for the Initial Purchase Price for the acquisition of the AG Shares under the Share Purchase Agreement. Consequently, no new funds will be raised by the Company on issue of the Initial Consideration Shares;
- (g) the issue of Initial Consideration Shares to Natmich and Electronic Marketing is not intended to remunerate or incentivise Howard Coleman, but will be as consideration for the Initial Purchase Price for the acquisition of the AG Shares under the Share Purchase Agreement; and
- (h) a voting exclusion statement is included in this notice of meeting.

#### **Board recommendation**

The Board (other than Howard Coleman) recommends that shareholders vote **in favour** of this Item.

## Enquiries

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Shareholders are asked to contact Mr Anand Sundaraj, Company Secretary, on (+61 2) 8880 5130 if they have any queries in respect of the matters set out in these documents.

## Glossary

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**ASX** means ASX Limited ABN 98 008 624 691 or the securities market which it operates.

**AG Shares** means 100% of the shares in Automation Group which is the subject of the Share Purchase Agreement.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney NSW 2000.

**Automation Group** means Automation Group Investments Pty Ltd ACN 601 480 862.

**Board** means the current board of Directors of the Company.

**Business Day** means a day that is not a Saturday, Sunday or any other day which is a public holiday or a bank holiday in the place where an act is to be performed or a payment is to be made.

**Chair** means the person chairing the Meeting.

**Company** means Teaminvest Private Group Ltd ACN 629 045 736.

**Completion Date** means three business days after all of the conditions precedent to completion of the Share Purchase Agreement are fulfilled or waived in accordance with the Share Purchase Agreement, or such other date agreed to in writing by the Vendors and the Purchaser. As at the date of this notice of meeting, the Company anticipates that the Completion Date will be the Business Day following the Meeting.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Deferred Consideration Payment** means the deferred consideration payment payable by the Company to the Vendors as described in section 2 of this notice of meeting.

**Deferred Consideration Shares** means, subject to the approval of Shareholders, the Shares issued to the Vendors in connection with payment of the Deferred Consideration Payment.

**Director** means a current director of the Company.

**Electronic Marketing** means Electronic Marketing Pty Ltd ACN 094 107 034.

**Extraordinary General Meeting** or **EGM** or **Meeting** means an extraordinary general meeting of the Company and, unless otherwise indicated, means the extraordinary general meeting convened by this notice of meeting.

**FY20** means the financial year ending 30 June 2020.

**FY21** means the financial year ending 31 June 2021.

**GST** means the applicable goods and services tax, or other similar tax.

**Initial Consideration Shares** means the Shares to be issued to the Vendors on the Completion Date as consideration for the acquisition of the AG Shares under the Share Purchase Agreement.

**Initial Purchase Price** means \$2,658,735.

**Listing Rules** means the official listing rules of ASX.

**Moneytech** means Moneytech Finance Pty Ltd ACN 112 110 906.

**Natmich** means Natmich Pty Ltd ACN 634 379 614.

**New or Excess Debt** means any debt or debt-like-items owed by Automation Group or its subsidiaries other than any specified debts to be excluded as agreed to by the Company and Automation Group.

**Nisbet Group Holdings** means Nisbet Group Holdings Pty Ltd ACN 140 634 920.

**Proposed Share Transaction** means the proposed acquisition by the Company of 100% of the AG Shares from the Vendors under the Share Purchase Agreement.

**Selected Shareholder** means a Shareholder who has been selected by the Company to participate in the Company's investment process or ongoing management.

**Share** means a fully paid ordinary share in the capital of the Company.

**Share Purchase Agreement** means the share purchase agreement between the Company, Valuestream as trustee for the Trust, and Nisbet Group Holdings dated on or about 14 July 2020.

**Shareholder** means a holder of a Share.

**Tax Debt** means any amounts due or owing to state or federal tax offices as at completion of the Share Purchase Agreement for any period prior to completion. This includes amounts invoiced and unpaid, and amounts that are the subject of payment plans. For the purpose of this calculation taxes include payroll tax, stamp duty, GST and income tax. Tax will be adjusted for any carried forward losses or tax credits which offset the ultimate payment.

**Trust** means the TIP AG Trust.

**Unitholders** means the unitholders of the Trust and, as at the date of this notice of meeting, are listed in Annexure A.

**Valuestream** means Valuestream Investment Management Ltd ACN 094 107 034.

**Vendors** means, together, Valuestream as trustee of the Trust and Nisbet Group Holdings.

## Annexure A – Unitholders

Alan Frederick Watter and Glenys Dawn Watter ATF Kitchen Gallery Pty Ltd Superannuation Fund
Theta Asset Management Ltd ATF Teaminvest Diversified Growth Fund
Baxtero Pty Ltd ATF Carmichael Superfund
Buetiful Pty Ltd ATF Ayers Trust
Tribute Pty Ltd ATF CD Levy Superannuation Fund
Moreseena Pty Ltd ATF Eckersley Superannuation Fund
George And Saenko SMSF Pty Ltd ATF George And Saenko Super Fund
LALAPANZI Pty Ltd ATF LALAPANZI SMSF
Electronic Marketing Pty Ltd ATF Colfam Trust
John Richard Garran and Irene Wilma Garran
Lipski Super Pty Ltd ATF Lipski Super Fund
Golden Hen Super Pty Ltd ATF Golden Hen Superannuation Fund
Malcolm Oliver Thompson and Elizabeth Thompson
Moreland Super Pty Ltd (ACN 066 516 452) ATF Moreland Superfund
Matrick Pty Ltd ATF P&B Hoffman Superannuation Fund
Peter Anthony Powell
P & C Fennell Superannuation Pty Ltd ATF Fennell Superannuation Fund
Natmich Pty Ltd
Nellex Investments Pty Ltd ATF The EJ & RR Woolaston Super Fund
Swil Investments Pty Ltd ATF Swil Superannuation Fund
Daley Funds Mgmt Pty Ltd (ABN 57 104 039 698) ATF The Daley HD Trust
Tibor Gyorgy Molnar
Josamba Pty Ltd ATF WR & P Gibson Super Fund
Estate of Bernice Gibson
Cougar Choco Corporation Pty Ltd ATF Irricrop Technologies Superannuation Benefit Fund

## Need assistance?



**Phone:**

1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEST) on Monday, 14 September 2020.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### PARTICIPATING AT THE MEETING

To vote online during the meeting you will need to visit [web.lumiagm.com/319627607](http://web.lumiagm.com/319627607) on your smartphone, tablet or computer.

You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible. For further instructions on how to participate online please view the online meeting user guide at [https://www.computershare.com/news/Lumi\\_Lite\\_Online\\_Voting\\_Guide.pdf](https://www.computershare.com/news/Lumi_Lite_Online_Voting_Guide.pdf)

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.



**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Teaminvest Private Group Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of Teaminvest Private Group Limited to be held at virtually (Refer to Notice of Meeting) on Wednesday, 16 September 2020 at 10:00am (AEST) and at any adjournment or postponement of that meeting.

## Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
1	Approval of issue of Initial Consideration Shares to TIP AG Trust and Nisbet Group Holdings Pty Ltd for ASX Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Approval of issue of Initial Consideration Shares to Natmich Pty Ltd and Electronic Marketing Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SAMPLE

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1	Securityholder 2	Securityholder 3	
<input type="text"/>	<input type="text"/>	<input type="text"/>	/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

### Update your communication details *(Optional)*

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

Mobile Number	Email Address
<input type="text"/>	<input type="text"/>

