

TIP Group

Teaminvest Private Group Ltd
ACN 629 045 736

Notice of 2022 Annual General Meeting
Explanatory notes
Proxy form

Time: 2:00pm (Sydney time)

Date: Friday, 25 November 2022

Place: Macquarie Graduate School of Management, CBD Campus, Level 24, 123 Pitt Street, Sydney NSW 2000

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Details of the Meeting

The 2022 Annual General Meeting (**Meeting**) will be held at 2:00pm (Sydney time) on Friday, 25 November 2022 at Macquarie Graduate School of Management, CBD Campus, Level 24, 123 Pitt Street, Sydney NSW 2000.

Important voting information

The business of the Meeting affects your shareholding and your vote is important. 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 7:00pm (Sydney time) on Wednesday, 23 November 2022. You may either vote by proxy or by attending the meeting in person.

Voting by proxy

To vote by proxy, either:

- complete and sign the enclosed proxy form and deliver the proxy form:
 - by post to:
Teaminvest Private Group Ltd
C/- Computershare Investors Services Pty Ltd
GPO Box 242, Melbourne VIC 3001; or
 - by facsimile to:
1800 783 447 (within Australia) or +61 9473 2555 (outside Australia); or
- visit www.investorvote.com.au:
 - 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 Securityholder 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; and
 - 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 2 to 5.

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Shareholders of Teaminvest Private Group Ltd ACN 629 045 736 will be held at 2:00pm (Sydney time) on Friday, 25 November 2022 at Macquarie Graduate School of Management, CBD Campus, Level 24, 123 Pitt Street, Sydney NSW 2000.

Explanatory Notes

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

1. Financial report, directors' report and auditor's report

To receive and to consider the financial report, the directors' report and the auditor's report for the financial year ended 30 June 2022.

Note: this item of business is for discussion only and is not a resolution. However, Shareholders will be given a reasonable opportunity at the meeting to ask questions or make comments about each of these reports.

2. Adoption of remuneration report

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

"That, for the purposes of section 250R(2) of the Corporations Act, the Company's remuneration report for the year ended 30 June 2022 be adopted."

A voting exclusion applies to this resolution – see Voting Exclusions below.

3. Re-election of Ian Kadish as Non-executive Director

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

"That Ian Kadish, a Non-executive Director who retires by rotation in accordance with rule 4.7(c) of the Company's Constitution and ASX Listing Rule 14.5, and being eligible offers himself for re-election, is re-elected as a Non-executive Director of the Company."

4. Approval of issue of Consideration Shares to Electronic Marketing Pty Ltd ATF Colfam Trust (an entity controlled by Howard Coleman) and Passlow Super Pty Ltd ATF Passlow Superannuation Fund (an entity controlled by Regan Passlow) for the purposes of ASX Listing Rule 7.1

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

"That, subject to the resolution in item 5 being approved, 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 Electronic Marketing Pty Ltd ATF Colfam Trust and Passlow Super Pty Ltd ATF Passlow Superannuation Fund such number of 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.

5. Approval of issue of Consideration Shares to Electronic Marketing Pty Ltd ATF Colfam Trust (an entity controlled by Howard Coleman) and Passlow Super Pty Ltd ATF Passlow Superannuation Fund (an entity controlled by Regan Passlow) for the purposes of ASX Listing Rule 10.11 and Chapter 2E of the Corporations Act

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

“That, for the purposes of ASX Listing Rule 10.11, section 208 of the Corporations Act and for all other purposes, approval is given for the Company to, in connection with the Share Purchase Agreement, issue to Electronic Marketing Pty Ltd ATF Colfam Trust and Passlow Super Pty Ltd ATF Passlow Superannuation Fund such number of Consideration Shares on the terms and conditions as set out in the explanatory notes which accompany and form part of this notice of meeting.”

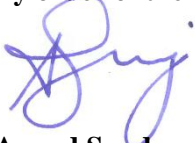
Independent Expert’s Report: Shareholders should carefully consider the report prepared by the Independent Expert for the purposes of the Shareholder approval under section 208 of the Corporations Act. The Independent Expert’s Report comments on the fairness and reasonableness of the Proposed Transaction, the subject of this Resolution, to the non-associated Shareholders of the Company.

The Independent Expert has concluded that the acquisition which is the subject of this Resolution is fair and reasonable to non-associated Shareholders.

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

Dated: 11 October 2022

By order of the Board



Anand Sundaraj
Company Secretary

Voting exclusions

Item 2 – Adoption of remuneration report

In accordance with the Corporations Act, votes on Item 2 may not be cast in any capacity by or on behalf of a member of the Company's key management personnel (**KMP**) whose remuneration details are included in the remuneration report for the year ended 30 June 2022 or any of that person's Closely Related Parties (as defined in the Glossary) unless:

- the vote is cast by such a person as a proxy for a person who is entitled to vote on Item 2 and in accordance with a direction on the proxy form specifying the way the proxy is to vote on the resolution; or
- the vote is cast by the Chair as a proxy for a person who is entitled to vote on Item 2 and the proxy form expressly authorises the Chair to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on Item 2. If you appoint the Chair as your proxy, and you do not direct your proxy how to vote on Item 2, you will be expressly authorising the Chair to exercise the proxy even though the resolution is connected with the remuneration of members of the KMP.

Item 4 – Approval of issue of Consideration Shares to Electronic Marketing Pty Ltd ATF Colfam Trust (an entity controlled by Howard Coleman) and Passlow Super Pty Ltd ATF Passlow Superannuation Fund (an entity controlled by Regan Passlow) for the purposes of ASX Listing Rule 7.1

As required by the Listing Rules, the Company will disregard any votes cast in favour of Item 4 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 4 and is not an Associate of a person excluded from voting on this Item 4; and
 - it is cast in accordance with a direction given by the beneficiary to the holder.

Item 5 – Approval of issue of Consideration Shares to Electronic Marketing Pty Ltd ATF Colfam Trust (an entity controlled by Howard Coleman) and Passlow Super Pty Ltd ATF Passlow Superannuation Fund (an entity controlled by Regan Passlow) for the purposes of ASX Listing Rule 10.11 and Chapter 2E of the Corporations Act

As required by the Listing Rules and the Corporations Act, the Company will disregard any votes cast in favour of Item 5 by or on behalf of:

- Electronic Marketing Pty Ltd ATF Colfam Trust, Howard Coleman or their nominee;
- Passlow Super Pty Ltd ATF Passlow Superannuation Fund, Regan Passlow or their nominee;

- 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 5 and is not an Associate of a person excluded from voting on this Item 5; and
 - it is cast in accordance with a direction given by the beneficiary to the holder.

Explanatory notes

These explanatory notes have been prepared for Shareholders in connection with the business to be conducted at the Annual General Meeting (**Meeting**) to be held at 2:00pm (Sydney time) on Friday, 25 November 2022 at Macquarie Graduate School of Management, CBD Campus, Level 24, 123 Pitt Street, Sydney NSW 2000.

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 Item 1 – Financial report, directors’ report and auditor’s report

As required by the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2022 together with the director’s report, the remuneration report and the auditor’s report. These reports are all included in the Company’s Annual Report, which was lodged with the ASX on 24 August 2022.

The Company is no longer required to send a copy of the Annual Report to Shareholders unless Shareholders specifically elect to receive a copy. A copy of the Company’s Annual Report is available from the Company’s website at <https://www.teaminvestprivate.com.au/investor-information/>.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the reports. In addition, the Company’s auditor, Kevin Leighton of KPMG, will be present at the Meeting and Shareholders will have an opportunity to ask questions of the auditor in relation to the conduct of the audit and the content of the financial report and auditor’s report.

2 Item 2 – Adoption of remuneration report

Section 250R of the Corporations Act requires a listed company to put a resolution to Shareholders to adopt its remuneration report for the relevant financial year. The Company’s remuneration report for the financial year ended 30 June 2022 can be found at pages 8 to 15 of the Company’s Annual Report.

The remuneration report explains the Board’s policies in relation to the nature and level of remuneration paid to the Company’s KMP (including the Company’s chief executive officer (**CEO**) and other senior executives, as well as the Company’s non-executive directors (**Non-executive Directors**)).

The vote on the remuneration report is advisory only and does not bind the Directors or the Company. However, under the Corporations Act:

- if at least 25% of the votes cast at any AGM on a resolution to adopt the remuneration report are cast against the adoption of the remuneration report, the Company’s next remuneration report must explain the Board’s proposed action in response or explain why no action has been taken; and
- if, at the AGM in the following year, at least 25% of the votes cast on a resolution to adopt the remuneration report are cast against the adoption of the remuneration report, a resolution must be put to the Shareholders that another meeting be held within 90 days at which all the Directors who were directors when the resolution to approve the Directors’ report for that year was passed, excluding any managing director, would need to stand for re-election.

Board recommendation

The Board recommends that Shareholders vote **in favour** of this Item.

3 Item 3 – Re-election of Ian Kadish as Non-executive Director

Ian Kadish was last elected as a Non-executive Director of the Company on 22 November 2019. Mr Kadish will retire and stand for re-election at this AGM pursuant to rule 4.7(c) of the Company’s Constitution.

Ian Kadish brings a wealth of experience to the Board having worked as a chief executive officer and/or a managing director for various public national and multi-national companies including, but not limited to:

- (a) ASX listed Integral Diagnostics Limited (CEO and managing director);
- (b) ASX listed Pulse Health Group (CEO and managing director);
- (c) Healthcare Australia Limited (managing director); and
- (d) JSE listed Network Healthcare Holdings Limited (executive director).

In addition to his public company experience, Mr Kadish has served as a senior executive and board member of various large private businesses owned and operated by private equity and listed equity, including as CEO of Lavery Pathology, Chief Operating Officer of Greencross Vets Limited, and co-founder and non-executive director of Digital Healthcare Solutions.

Mr Kadish holds a Master of Business Administration from the Wharton Business School at the University of Pennsylvania, United States of America, and a Bachelor of Medicine and Surgery from the University of Witwatersrand, South Africa. In addition to his executive career in the United States, South Africa and Australia, Mr Kadish has also worked as a consultant for McKinsey & Co and as an adviser to boards on executing and integrating mergers and acquisitions.

Board recommendation

The Board recommends that Shareholders vote **in favour** of this Item.

4 Background to Items 4 and 5 – Proposed acquisition of Conscious Capital Limited

4.1 Background

Share Purchase Agreement

As announced to the market on 25 August 2022, the Company is seeking to acquire 50% of the issued shares of Conscious Capital Limited ACN 092 462 881 (**CC**) (the **Proposed Transaction**). To this end the Company has entered into two share purchase agreements.

The first share purchase agreement was entered into with Electronic Marketing Pty Ltd ATF Colfam Trust (**Electronic Marketing**), an entity controlled by Howard Coleman, to acquire all of the issued capital in CLFMCC Pty Limited ACN 662 200 722 (**CLFMCC**), the holder of 325,000 shares in CC, on 13 September 2022 (**First SPA**). On completion of the First SPA, the Company will acquire a 21.25% indirect stake in CC via its 100% ownership of CLFMCC.

The second share purchase agreement was entered into with the following shareholders of CC:

- (a) MSJ Capital Pty Limited ACN 077 155 434 as trustee for MSJ Family Trust (**MSJ**);
- (b) Price Value Pty Limited ABN 28 483 800 277 as trustee for Price Value Trust (**PVT**);
- (c) Anthony Fleming;
- (d) Passlow Super Pty Ltd ACN 125 906 309 as trustee for Passlow Superannuation Fund (**Passlow Super**); and
- (e) V. Mark Pty Ltd ACN 008 219 350 as trustee for Moreland Property Trust (**V.Mark**),

on 13 September 2022 to acquire 439,705 shares in CC (**Second SPA**). On completion of the Second SPA, the Company will acquire a 28.75% direct stake in CC.

On completion of the First SPA and Second SPA (collectively, the **Share Purchase Agreement**), the Company will directly and indirectly acquire 764,705 shares in CC from the Vendors.

Consideration for the Company's acquisition of the CC Shares will be a purchase price of \$3,749,997.55 (**Purchase Price**). The form of the Purchase Price will be paid to the Vendors differentially such that:

- (f) \$1,781,249.45 of the Purchase Price will collectively be paid in cash to MSJ, PVT, Anthony

Fleming and V.Mark for their respective proportions of the CC shares; and

- (g) \$1,968,748.10 of the Purchase Price will collectively be paid in Shares to Electronic Marketing and Passlow Super for their respective proportions of the CC Shares (**Consideration Shares**).

In addition, the Company will subscribe for one share in CC, at a cost of \$2.45, on completion of the Share Purchase Agreement. On completion, the Company will hold (directly and indirectly) 764,706 shares in CC (representing 50% of the issued capital in CC) for a total consideration payable by the Company of \$3,750,000.

CC's business

By way of background, CC is the trustee and manager of the Conscious Investor Fund (**CIF**), a wholesale equities-based managed investment scheme founded in 2013 to assist investors (originally Teaminvest members) to manage their wealth should they no longer feel comfortable managing their own equity portfolios. Now at sufficient scale, CIF accepts funds from wholesale investors outside of the Teaminvest membership base and currently has accumulated approximately \$125 million of funds under management (as at 31 August 2022). CC is also the holder of an Australian Financial Services Licence (number 427216). For further information regarding CC and the Proposed Transaction, please refer the Company's presentation announced to the ASX on 25 August 2022.

4.2 Summary of Share Purchase Agreement

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) (**material adverse effect**) no material adverse effect occurring between the date of the Share Purchase Agreement and completion of the Proposed Transaction;
- (b) (**consents**) each party obtaining all necessary consents from relevant third parties in connection with the Proposed Transaction;
- (c) (**no material breach**) no material breach of the Share Purchase Agreement occurring prior to completion;
- (d) (**shareholders agreement**) execution of a shareholders' agreement relating to CC to take effect on completion; and
- (e) (**shareholder approval**) approval by way of special resolution of the Shareholders at the Meeting.

The conditions precedent have a sunset date of 90 days after the execution of the Share Purchase Agreement (**Sunset Date**). If the conditions precedent are not satisfied or waived by the Sunset Date, the Company or the Vendors may terminate the Share Purchase Agreement.

Period prior to Completion Date

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

Consideration

Consideration under the Share Purchase Agreement is the Purchase Price which will be paid to the Vendors in manner described in paragraphs (f) and (g) of section 4.1.

Purchase Price

The Purchase Price is \$3,749,997.55 and, as described in section 4.1, will be paid in cash and Consideration Shares.

Consideration Shares

As described in section 4.1, part of the Purchase Price will be paid in Consideration Shares, being, an

issue of new Shares to Electronic Marketing and Passlow Super. The total number of Consideration Shares to be issued to Electronic Marketing and Passlow Super for their CC Shares will be 3,775,888 as calculated by dividing \$1,968,748.10 of the Purchase Price by the volume weighted average price of the Company's ordinary shares on the ASX for the 30-day trading period ended on Friday 9 September 2022, being \$0.5214 per Share (**Issue Price**).

Subscription for one additional share in CC

As described in section 4.1, the Company will subscribe for one share in CC, at a cost of \$2.45, on completion of the Share Purchase Agreement. On completion, the Company will hold (directly and indirectly) 764,706 shares in CC (representing 50% of the issued capital in CC) for a total consideration payable by the Company of \$3,750,000.

Dilution effect of Consideration Shares

The table below shows the dilution of existing Shareholders on the issue of the Consideration Shares. As at the date of this notice of meeting, the Company had 131,730,901 Shares on issue.

	Issue Price (\$0.5214 per Share)
Current issued capital	131,730,901
Number of Consideration Shares	3,775,888
Issued capital post-issue of Consideration Shares	135,506,789
Dilution	2.79%

Note: the table above assumes that no Shares are issued by the Company before the date of issue of the Consideration Shares. If Shares are issued by the Company prior to 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. The Issue Price is the volume weighted average price of the Company's ordinary shares on the ASX for the 30-day trading period ended on Friday 9 September 2022, being \$0.5214 per Share. Investors should note that the Issue Price in the table above has been rounded to 4 decimal places.

Securities trading policy

If the Proposed Transaction is implemented, the Vendors, if not already subject to, 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 2022 Annual Report.

Warranties

The Vendors have provided a number of warranties in respect of the Proposed Transaction, including warranties relating to the information provided, solvency, title, capacity, the business and assets, intellectual property, authorisations, litigation and compliance with laws. Any claims under those warranties must be made within 1 year for non-tax or capacity warranties, 3 years for capacity warranties and 7 years for tax and capacity warranties of the Completion Date.

5 Item 4 – Approval of issue of Consideration Shares to Electronic Marketing and Passlow Super for the purposes of 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 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 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 4 seeks Shareholder approval for the issue of the Consideration Shares to the Vendors for the purposes of Listing Rule 7.1.

The effect of passing Resolution 4 will be that the Consideration Shares proposed to be issued to Electronic Marketing and Passlow Super as payment of the Purchase Price for their CC Shares 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 4 is not passed, the issue of the 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 Consideration Shares.

Specific information required by Listing Rule 7.3

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

- (a) the Consideration Shares will be issued to Electronic Marketing and Passlow Super;
- (b) the Consideration Shares will be fully paid ordinary shares in the Company issued on the same terms and conditions as existing Shares. The number of Consideration Shares to be issued will be 3,775,888 as calculated by dividing \$1,968,748.10 of the Purchase Price by the Issue Price. As summarised in section 4.2 of these explanatory notes (see above), the Purchase Price is \$3,749,997.55 and the Issue Price is \$0.5214 per Share (rounded to 4 decimal places).

The Consideration Shares to be issued will be apportioned:

- (i) 3,056,676 Consideration Shares to Electronic Marketing; and
- (ii) 719,212 Consideration Shares to Passlow Super;
- (c) the 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 fifth business day following the Meeting;
- (d) the issue of Consideration Shares will be as payment of the amount of Purchase Price for the acquisition of all of the shares in CLFMCC from Electronic Marketing under the First SPA and the acquisition of CC Shares from Passlow Super under the Second SPA. Consequently, no new funds will be raised by the Company on issue of the Consideration Shares; and
- (e) a voting exclusion statement is included in this notice of meeting.

Board recommendation

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

6 Item 5 – Approval of issue of Consideration Shares to entities controlled by Howard Coleman and Regan Passlow for ASX Listing Rule 10.11 and Chapter 2E of the Corporations Act

Related party shareholders of CC

As at the date of this notice of meeting:

- (a) Howard Coleman, a director of the Company, is also a director of CC and a director of one of the Vendors, Electronic Marketing; and
- (b) Regan Passlow, a director of the Company, is also a director of one of the Vendors, Passlow Super.

Consequently, Howard Coleman (and Electronic Marketing) and Regan Passlow (and Passlow Super)

are “related parties” of the Company for the purposes of Chapter 2E of the Corporations Act and the Listing Rules. The issuance of the Consideration Shares to Electronic Marketing and Passlow Super will therefore be subject to shareholder approval, unless an exception applies.

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 Consideration Shares falls within Listing Rule 10.11 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 5 seeks the required Shareholder approval for the issue of the Consideration Shares to Electronic Marketing and Passlow Super under and for the purposes of Listing Rule 10.11.

If Resolution 5 is passed and subject to remaining conditions precedent being satisfied or waived, the Proposed Transaction will proceed, the Company will acquire CLFMCC from Electronic Marketing under the First SPA and the CC Shares held by Passlow Super under the Second SPA and, as consideration under the Share Purchase Agreement for this acquisition, the Company will issue the Consideration Shares to Electronic Marketing and Passlow Super.

If Resolutions 5 is not passed or a similar resolution is not passed on or before the Sunset Date, the Proposed Transaction will not proceed and the Company will not acquire the CC Shares and will not issue the Consideration Shares.

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

- (a) the Consideration Shares will be issued to Electronic Marketing (an entity controlled by Howard Coleman) and Passlow Super (an entity controlled by Regan Passlow) equal to their proportionate shareholdings in the CC Shares;
- (b) Electronic Marketing (an entity controlled by Howard Coleman) and Passlow Super (an entity controlled by Regan Passlow) are related parties of the Company by virtue of having common directors with the Company and being shareholders of CC;
- (c) the Consideration Shares will be fully paid ordinary shares in the Company issued on the same terms and conditions as existing Shares. The number of Consideration Shares to be issued will be 3,775,888 as calculated by dividing \$1,968,748.10 of the Purchase Price by the Issue Price. As summarised in section 4.2 of these explanatory notes (see above), the Purchase Price is \$3,749,997.55 and the Issue Price is \$0.5214 per Share (rounded to 4 decimal places).
- (d) Electronic Marketing will ultimately receive 80.95% of the Consideration Shares being 3,056,676 Consideration Shares;
- (e) Passlow Super will ultimately receive 19.05% of the Consideration Shares being 719,212 Consideration Shares;
- (f) the 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 fifth business day following the Meeting;
- (g) the Issue Price for the Consideration Shares is \$0.5214 per Share (rounded to 4 decimal places);
- (h) the issue of Consideration Shares will be as payment of the Purchase Price for the acquisition of all of the shares in CLFMCC from Electronic Marketing under the First SPA and the CC Shares held by Passlow Super under the Second SPA. Consequently, no new funds will be raised by the Company on issue of the Consideration Shares;
- (i) the issue of Consideration Shares to Electronic Marketing is not intended to remunerate or incentivise Howard Coleman, but will be as payment of the Purchase Price for the acquisition of the CC Shares held by Electronic Marketing under the Share Purchase Agreement;

- (j) the issue of Consideration Shares to Passlow Super is not intended to remunerate or incentivise Regan Passlow, but will be as payment of the Purchase Price for the acquisition of the CC Shares held by Passlow Super under the Share Purchase Agreement; and
- (k) a voting exclusion statement is included in this notice of meeting.

Chapter 2E of the Corporations Act

The issue of the Consideration Shares constitutes giving a financial benefit pursuant to section 229 of the Corporations Act. Electronic Marketing and Passlow Super are related parties of the Company as detailed above under the sub-heading 'Related party shareholders of CC'.

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. The Company considers that the exceptions set out in sections 210 to 216 of the Corporations do not apply in the current circumstances.

To this end, Resolution 5 seeks the required Shareholder approval for the issue of the Consideration Shares under and for the purposes of section 208 of the Corporations Act.

In accordance with section 219 of the Corporations Act, the following information is provided:

- (a) the nature of the financial benefit is the Consideration Shares which is an issue of Shares in the Company;
- (b) the Consideration Shares will be issued to Electronic Marketing and Passlow Super;
- (c) Electronic Marketing is a related party of the Company by virtue of Howard Coleman acting as director of Electronic Marketing, and of the Company;
- (d) Passlow Super is a related party of the Company by virtue of Regan Passlow acting as director of Passlow Super, and of the Company;
- (e) Howard Coleman and his related entities, as at the date of this notice of meeting, have a relevant interest in 18,435,244 Shares in the Company. The effect Resolution 5 will have on this relevant interest, if approved, will be an increase of 1,567,417 Shares for a total relevant interest in 20,002,661 Shares. This is because although 3,056,676 Shares will be issued to Electronic Marketing, Mr Coleman will cease to have a relevant interest in the Shares held by CIF;
- (f) Regan Passlow and his related entities, as at the date of this notice of meeting, have a relevant interest in 3,691,635 Shares in the Company. The effect Resolution 5 will have on this relevant interest, if approved, will be an increase of 719,212 Shares for a total relevant interest in 4,410,847 Shares;
- (g) Howard Coleman declines to make a recommendation to Shareholders in relation to Resolution 5 due to his material personal interest in the outcome of the Resolution on the basis that he is a director of Electronic Marketing who will be issued a proportion of the Consideration Shares;
- (h) Regan Passlow declines to make a recommendation to Shareholders in relation to Resolution 5 due to his material personal interest in the outcome of the Resolution on the basis that he is a director of Passlow Super who will be issued a proportion of the Consideration Shares;
- (i) Andrew Coleman does not have a material personal interest in the outcome of Resolution 5 and recommends that Shareholders vote in favour of Resolution 5 for the following reasons:
 - (i) the use of Consideration Shares aligns the interests of the Company (i.e. the purchaser) and two of the key Vendors to the future success of the business after completion of the Proposed Acquisition;
 - (ii) Howard Coleman and Regan Passlow are both major shareholders in the Company. Choosing to be paid in Consideration Shares over cash infers a reinforcement of their conviction and financial commitment to the future success of both the Company and the Proposed Acquisition being accretive;

- (iii) Electronic Marketing and Passlow Super are subject to the Company's securities trading policy; and
- (iv) the Consideration Shares are an effective form of consideration as Electronic Marketing and Passlow Super will only receive value from the Consideration Shares once the Company obtains real value from the Proposed Transaction;
- (j) Ian Kadish does not have a material personal interest in the outcome of Resolution 5 and recommends Shareholders vote in favour of Resolution 5 for the reasons set out in paragraph (i);
- (k) Malcolm Jones does not have a material personal interest in the outcome of Resolution 5 and recommends Shareholders vote in favour of Resolution 5 for the reasons set out in paragraph (i); and
- (l) an Independent Expert's Report on the Proposed Transaction under which the issue of the Consideration Shares will be made is contained as Annexure A to this notice of meeting. The Independent Expert has concluded that the Proposed Transaction and the issue of the Consideration Shares, the subject of this Resolution, is fair and reasonable to non-associated Shareholders.

Board recommendation

The Board (other than Howard Coleman and Regan Passlow) recommends that Shareholders vote **in favour** of this Item.

Enquiries

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

Annual General Meeting or **AGM** or **Meeting** means an annual general meeting of the Company and, unless otherwise indicated, means the annual general meeting convened by this notice of meeting.

Annual Report means the 2022 Annual Report to Shareholders for the period ended 30 June 2022 as lodged by the Company with ASX on 24 August 2022.

Associate has the meaning given to it by the ASX Listing Rules.

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.

ASX Listing Rules means the official listing rules of the financial market operated by ASX Limited.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on ASX.

CC means Conscious Capital Limited ACN 092 462 881.

CC Shares means a fully paid ordinary share in the capital of CC.

Chair means the person chairing the Meeting.

CIF means the Conscious Investor Fund.

CLFMCC means CLFMCC Pty Limited ACN 662 200 722.

CEO means the chief executive officer.

Closely Related Party of a member of the KMP means:

- (a) a spouse or child of the member;

- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company; or
- (e) a company the member controls.

Company means Teaminvest Private Group Ltd ACN 629 045 736.

Completion Date means 5 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 Company. As at the date of this notice of meeting, the Company anticipates that the Completion Date will be the Business Day following the Meeting.

Consideration Shares means the Shares to be issued to CLFMCC and Passlow Super on the Completion Date as consideration for the acquisition of their CC Shares under the Share Purchase Agreement.

Constitution means the Company's constitution.

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

Director means a current director of the Company.

Electronic Marketing means Electronic Marketing Pty Ltd ACN 070 938 519 as trustee for Colfam Trust.

Explanatory Statement means the explanatory statement accompanying this notice of meeting.

First SPA means the share purchase agreement between the Company and Electronic Marketing dated on 13 September 2022 pursuant to which the Company will acquire all of the issued capital in CLFMCC and indirectly acquire 325,000 shares in CC.

HIN means Holder Identification Number.

Independent Expert means BDO Corporate Finance (East Coast) Pty Ltd ABN 70 050 038 170.

Independent Expert's Report means the report prepared by the Independent Expert and set out in Annexure A to this Notice.

Issue Price means the volume weighted average price of the Company's ordinary shares on the ASX for 30-day trading period ended on Friday, 9 September 2022, being \$0.5214 per Share (rounded to 4 decimal places).

KMP means key management personnel of the Company.

Meeting means annual general meeting held at 2:00pm (Sydney time) on Friday, 25 November 2022 at Macquarie Graduate School of Management, CBD Campus, Level 24, 123 Pitt Street, Sydney NSW 2000.

MSJ means MSJ Capital Pty Limited ACN 077 155 434 as trustee for MSJ Family Trust.

Non-executive Director means a non-executive Director of the Company and, as at the date of this notice of Meeting, is Malcolm Jones, Howard Coleman, Regan Passlow and Ian Kadish.

Passlow Super means Passlow Super Pty Ltd ACN 125 906 309 as trustee for Passlow Superannuation Fund.

Proposed Transaction means the proposed acquisition by the Company of the CC Shares from the Vendors under the Share Purchase Agreement.

Purchase Price means \$3,749,997.55.

PVT means Price Value Pty Limited ABN 28 483 800 277 as trustee for Price Value Trust.

Second SPA means the share purchase agreement between the Company and the Vendors (excluding Electronic Marketing) dated on 13 September 2022 pursuant to which the Company will acquire 439,705 shares in CC.

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

Share Purchase Agreement means the First SPA and Second SPA pursuant to which the Company will directly and indirectly acquire 764,705 shares in CC (representing 50% of the issued capital in CC).

Shareholder means a holder of a Share.

SRN means Securityholder Reference Number.

Sunset Date means 90 days after the execution of the Share Purchase Agreement.

Vendors means:

- (a) Electronic Marketing;
- (b) MSJ;
- (c) PVT;
- (d) Anthony Fleming;
- (e) Passlow Super; and
- (f) V.Mark.

V.Mark means V. Mark Pty Ltd ACN 008 219 350 as trustee for Moreland Property Trust

VWAP means the volume weighted average price with respect to the price of Shares on ASX over the specified period.

Annexure A – Independent Expert’s Report

(see overleaf)



INDEPENDENT EXPERT REPORT

Teaminvest Private Group Limited

In relation to the acquisition of shares in Conscious Capital Limited from related parties

30 September 2022

FINANCIAL SERVICES GUIDE

Dated: 30 September 2022

This Financial Services Guide (FSG) helps you decide whether to use any of the financial services offered by BDO Corporate Finance (East Coast) Pty Ltd (BDOCF, we, us, our).

The FSG includes information about:

- Who we are and how we can be contacted;
- The services we are authorised to provide under our Australian Financial Services Licence, Licence No: 247420
- Remuneration that we and/or our staff and any associates receive in connection with the financial services
- Any relevant associations or relationships we have
- Our complaints handling procedures and how you may access them.

FINANCIAL SERVICES WE ARE LICENSED TO PROVIDE

We hold an Australian Financial Services Licence which authorises us to provide financial product advice to retail and wholesale clients about securities and certain derivatives (limited to old law securities, options contracts and warrants). We can also arrange for customers to deal in securities, in some circumstances. Whilst we are authorised to provide personal and general advice to retail and wholesale clients, we only provide *general* advice to retail clients.

Any general advice we provide is provided on our own behalf, as a financial services licensee.

GENERAL FINANCIAL PRODUCT ADVICE

Our general advice is typically included in written reports. In those reports, we provide general financial product advice that is prepared without taking into account your personal objectives, financial situation or needs. You should consider the appropriateness of the general advice having regard to your own objectives, financial situation and needs before you act on the advice. Where the advice relates to the acquisition or possible acquisition of a financial product, you should also obtain a product disclosure statement relating to the product and consider that statement before making any decision about whether to acquire the product.

FEES, COMMISSIONS AND OTHER BENEFITS THAT WE MAY RECEIVE

We charge fees for providing reports. These fees are negotiated and agreed to with the person who engages us to provide the report. Fees will be agreed on an hourly basis or as a fixed amount depending on the terms of the agreement. In this instance, the Company has agreed to pay us \$50,000 for preparing the Report.

Except for the fees referred to above, neither BDO Corporate Finance, nor any of its directors, employees or related entities, receive any pecuniary benefit or other benefit, directly or indirectly, for or in connection with the provision of general advice.

All our employees receive a salary. Our employees are eligible for bonuses based on overall company performance but not directly in connection with any engagement for the provision of a report.

REFERRALS

We do not pay commissions or provide any other benefits to any person for referring customers to us in connection with the reports that we are licensed to provide.

ASSOCIATIONS AND RELATIONSHIPS

BDO Corporate Finance is a member firm of the BDO network in Australia, a national association of separate entities (each of which has appointed BDO (Australia) Limited ACN 050 110 275 to represent it in BDO International). The general financial product advice in our report is provided by BDO Corporate Finance and not by BDO or its related entities. BDO and its related entities provide services primarily in the areas of audit, tax, consulting and financial advisory services.

We do not have any formal associations or relationships with any entities that are issuers of financial products. However, you should note that we and BDO (and its related entities) might from time to time provide professional services to financial product issuers in the ordinary course of business.

COMPLAINTS RESOLUTION

Internal Complaints Resolution Process

As the holder of an Australian Financial Services Licence, we are required to have a system for handling complaints from persons to whom we provide financial product advice. Complaints can be in writing, addressed to the Complaints Officer, BDO Corporate Finance, Level 11, 1 Margaret St, Sydney NSW 2001 or by telephone or email, using the contact details at the top of this FSG.

When we receive a complaint we will record the complaint, acknowledge receipt of the complaint in writing within 24 hours (or one business day) or, if that timeline cannot be met, then as soon as practicable and investigate the issues raised. As soon as practical, and not more than 30 days after receiving the complaint, we will advise the complainant in writing of our determination.

Referral to External Dispute Resolution Scheme

If a complaint relating to general advice to a retail client is not satisfied with the outcome of the above process, or our determination, has the right to refer the matter to the Australian Financial Complaints Authority (AFCA). AFCA is an independent company that has been established to impartially resolve disputes between consumers and participating financial services providers.

BDO Corporate Finance is a member of AFCA (Member Number 11843).

Further details about AFCA are available at the AFCA website www.afca.org.au or by contacting them directly via the details set out below.

Australian Financial Complaints Authority
GPO Box 3
MELBOURNE VIC 3001
Toll free: 1800 931 678
Email: info@afca.org.au

COMPENSATION ARRANGEMENTS

BDO Corporate Finance and its related entities hold Professional Indemnity insurance for the purpose of compensating retail clients for loss or damage suffered because of breaches of relevant obligations by BDO Corporate Finance or its representatives under Chapter 7 of the Corporations Act 2001. These arrangements and the level of cover held by BDO Corporate Finance satisfy the requirements of section 912B of the Corporations Act 2001.

CONTACT DETAILS

You may provide us with instructions using the details set out at the top of this FSG or by emailing - cf.ecp@bdo.com.au



SUMMARY OF FINDINGS



The Directors
 Teaminvest Private Group Limited
 Level 3, 80 Mount Street
 NORTH SYDNEY NSW 2060

30 September 2022

Dear Directors

INDEPENDENT EXPERT REPORT IN RELATION TO THE ACQUISITION OF SHARES IN CONSCIOUS CAPITAL LIMITED FROM RELATED PARTIES

INTRODUCTION AND PURPOSE

BDO Corporate Finance (East Coast) Pty Ltd (ABN 70 050 038 170) (BDOCF, we, us or our) has been appointed by the non-associated directors (Directors) of Teaminvest Private Group Limited (TIP or the Company) to prepare an independent expert report (Report or IER) setting out our opinion as to whether the proposed acquisition of shares representing a c.26.25% interest in Conscious Capital Limited (CCL) from related parties (Related Party Transaction) is fair and reasonable to the non-associated shareholders of TIP (the Shareholders) for the purposes of ASX Listing Rules 10.1 and 10.11, and Chapter 2E of the Corporations Act 2001 (Cth).

Concurrently with the Related Party Transaction, TIP will also acquire shares representing a c.23.75% interest in Conscious Capital Limited (CCL) from other CCL shareholders.

If the acquisition of the c.26.25% interest from related parties, and the c.23.75% interest from other CCL shareholders proceeds, TIP will hold 50% of CCL's shares (Proposed Transaction).

TIP initially offered consideration of \$7.5 million to the shareholders of CCL to acquire 100% of the shares. The shareholders of CCL have agreed to sell 50% of the shares to TIP for consideration of \$3.75 million.

All CCL shareholders were offered the following consideration:

- ▶ Cash; or
- ▶ TIP shares; or
- ▶ A combination of cash and TIP shares.

Mr Regan George Passlow and Mr Howard Harry Coleman (together the Related Parties) are shareholders in CCL and directors of TIP.

The Related Parties have elected to sell 100% of their shares in CCL and to receive TIP shares as consideration (Transaction Consideration). The other CCL shareholders have elected to sell part of their interest in CCL and receive cash consideration.

The number of TIP shares to be issued has been determined based on the 30-Day Volume Weighted Average Price (VWAP) at Friday 9 September 2022 of \$0.5214 per share. Therefore, the Related Parties will receive 3,775,888 TIP shares as consideration, as set out below.

Table 1: TIP shares to be issued to the Related Parties

	Total
Value attributed to 100% of CCL by TIP (\$)	7,500,000
Percentage owned by the Related Parties (%)	26.25%
Value attributable to the Related Parties (\$)	1,968,748
TIP's 30-day VWAP per share (\$)	0.5214
Number of TIP shares to be issued to the Related Parties	3,775,888

Source: Draft share sale agreement dated 13 September 2022, Management Information and BDOCF analysis

The number of CCL shares held by the current CCL shareholders and TIP pre and post Proposed Transaction is set out below.

Table 2: Share movement in CCL Pre- and Post-Proposed Transaction

Shareholder	Shares held in CCL (Pre-Proposed Transaction)	Shares to be sold to TIP (for cash)	Shares to be sold to TIP (for TIP shares)	Shares held in CCL (Post-Proposed Transaction)
V. Mark Pty Ltd ACN 008 219 350 as trustee for Moreland Property Trust	325,000	(81,250)	-	243,750
Price Value Pty Limited ABN 28 483 800 277 as trustee for Price Value Trust	325,000	(162,500)	-	162,500
MSJ Capital Pty Limited ACN 077 155 434 as trustee for MSJ Family Trust	325,000	(81,250)	-	243,750
CLFMCC Pty Limited ACN 662 200 722 (Controlled by Mr Howard Harry Coleman) ^{(1) (2)}	325,000	-	(325,000)	-
Anthony Fleming	152,941	(38,235)	-	114,706
Passlow Super Pty Ltd ACN 125 906 309 as trustee for Passlow Superannuation Fund (Controlled by Mr Regan George Passlow) ⁽¹⁾	76,470	-	(76,470)	-
Total shares outstanding - Pre-Proposed Transaction	1,529,411	(363,235)	(401,470)	764,706
Teaminvest Private Group Limited	-	-	-	764,706
Total shares outstanding - Post-Proposed Transaction	1,529,411			1,529,412⁽³⁾

Source: Draft share sale agreement dated 13 September 2022

Notes:

- (1) Entities controlled by the Related Parties
- (2) TIP will acquire 100% of the shares of CLFMCC Pty Limited. CLFMCC Pty Limited does not have any assets or liabilities other than the shares in CCL.
- (3) The total outstanding shares in CCL will increase by one share after the Proposed Transaction. The additional one share will be issued to TIP for c.\$2.45.

APPROACH

The Directors have requested that BDOCF prepare an IER stating whether, in our opinion, the Proposed Transaction is fair and reasonable to the non-associated Shareholders of TIP to satisfy the requirements of:

- ▶ ASX Listing Rules 10.1 and 10.11 (LR 10.1 and LR 10.11); and
- ▶ Chapter 2E of the Corporations Act 2001 (Cth).

This engagement is a Valuation Engagement as defined by APES 225.

ASX Listing Rules

LR 10.1 deals with transactions between an entity and persons in a position to influence the entity. If an ASX listed entity is acquiring a substantial asset from a related party, LR 10.1 requires the shareholders to approve the acquisition.

LR 10.11 requires an entity to obtain the approval of the ordinary shareholders before issuing any equity securities to a related party or their associate.

LR 10.5.10 requires that a report on the transaction from an independent expert be included in the notice of meeting. The report must state the expert's opinion as to whether the transaction is fair and reasonable to the holders of the entity's ordinary securities whose votes in favour of the transaction are not to be disregarded under LR 14.11.

In preparing our IER, we have considered the requirements of:

- ▶ ASIC Regulatory Guide 111 Content of expert reports (RG 111);
- ▶ ASIC Regulatory Guide 112 Independence of experts (RG 112); and
- ▶ Accounting Professional & Ethical Standards Board (APESB) professional standard APES 225 'Valuation Services' (APES 225).

RG 111 establishes guidelines in respect of independent expert reports under the Act. This regulatory guide provides guidance as to what matters an independent expert should consider to assist shareholders to make informed decisions about transactions.

RG 111 states that there should be a separate assessment of fairness and reasonableness.

Fairness

RG 111.58 states that where the proposed transaction consists of an asset acquisition by the entity, it is 'fair' if the value of the financial benefit being offered by the entity to the related party is equal to or less than the value of the assets being acquired. Where the financial benefit given by the entity is securities in the entity and the consideration is securities in another entity held by a related party, the value of the entity's securities should be compared to the value of the securities it is purchasing.

This comparison should be made assuming a knowledgeable and willing, but not anxious, buyer and a knowledgeable and willing, but not anxious, seller acting at arm's length.

Our analysis has been performed by comparing:

- ▶ The fair market value (FMV) of the CCL shares to be acquired from the Related Parties; and
- ▶ The FMV of the financial benefit being provided to the Related Parties, being the Transaction Consideration.

Reasonableness

In accordance with RG 111.60, a proposed related party transaction is 'reasonable' if it is 'fair'. It might also be 'reasonable' if, despite being 'not fair', the expert believes there are sufficient reasons for shareholders to vote for the proposal.

When deciding whether a proposed transaction is 'reasonable', factors an expert might consider include:

- ▶ The financial situation and solvency of the entity;
- ▶ Opportunity costs;
- ▶ The alternative options available to the entity;
- ▶ The entity's bargaining position;
- ▶ Whether there is selective treatment of any securityholder, particularly the related party; and
- ▶ Any special value of the transaction to the purchaser.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act 2001 (Cth) prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- ▶ The giving of the financial benefit falls within one of the nominated exceptions to the provision; or
- ▶ Prior shareholder approval is obtained to the giving of the financial benefit.

TIP is seeking Shareholder approval for the Related Party Transaction. This IER compares the FMV of the CCL shares to be acquired from the Related Parties and the FMV of the Transaction Consideration to be received by the Related Parties (the financial benefit).

If the FMV of the CCL shares being acquired is equal to or greater than the FMV of the Transaction Consideration payable to the Related Parties, the Related Party Transaction will be fair and reasonable to the non-associated Shareholders for the purposes of Chapter 2E.

This is consistent with the fairness test under Listing Rule 10.

SUMMARY OF OPINION

We have considered the terms of the Related Party Transaction, as outlined in the body of this Report, and have concluded that the Related Party Transaction is fair and reasonable to the non-associated shareholders of TIP.

A summary of our analysis in forming the above opinion is provided below. This summary should be read in conjunction with our full IER which sets out in full the purpose, scope, basis of evaluation, limitations, information relied upon, analysis and our findings.

Fairness Assessment

In undertaking our assessment of fairness, we have had regard to the ASIC's RG 111.

The Related Party Transaction is 'fair' if the FMV of the CCL shares to be acquired from the Related Parties is equal to or greater than the FMV of the Transaction Consideration payable to the Related Parties. This comparison should be made assuming a knowledgeable and willing, but not anxious, buyer and a knowledgeable and willing, but not anxious, seller acting at arm's length.

Our analysis has been performed by comparing:

- ▶ The FMV of the CCL Shares to be acquired from the Related Parties; and
- ▶ The FMV of the financial benefit being provided, being the Transaction Consideration payable to the Related Parties.

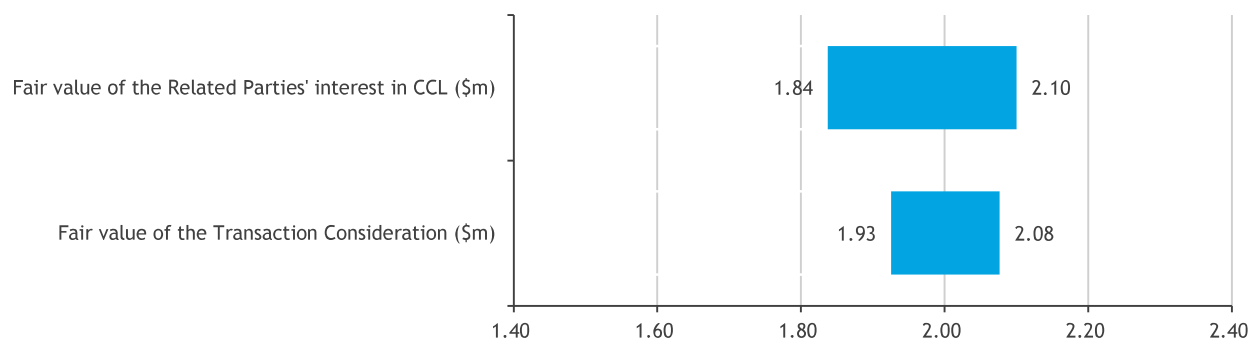
The results of our fairness analysis are summarised below.

Table 3: Fairness summary

\$m	Ref	Low	High
Fair value of the Related Parties' interest in CCL	6.5	1.84	2.10
Fair value of the Transaction Consideration	7.13	1.93	2.08

Source: BDOCF analysis

Figure 1: Fairness assessment



Source: BDOCF analysis

As set out above, the fair value of the Transaction Consideration is within the fair value range of the Related Parties' interest in CCL.

Therefore, we have concluded that the Related Party Transaction is fair to the non-associated Shareholders.

Reasonableness assessment

In accordance with RG 111 an offer is reasonable if it is fair. On this basis, the Related Party Transaction is reasonable to the Shareholders.

Nevertheless, we have set out below a summary of other factors we consider relevant in assisting TIP Shareholders in deciding whether or not to vote in favour of the Related Party Transaction.

Table 4: Summary of factors considered in the reasonableness assessment

Advantages	
The Related Party Transaction is fair	Our analysis concludes that the Related Party Transaction is fair to the Shareholders. RG 111 states that an offer is reasonable if it fair.
Increased market capitalisation and scale of operations	The acquisition of CCL will increase the size and value of TIP by approximately 3%. TIP will gain access the CCL's Intellectual Property, providing opportunities to expand TIPs services.
Disadvantages	
Dilution	Approximately 3.78 million new TIP shares will be issued as consideration for CCL. This will dilute the existing shareholders percentage interest in TIP.
Increase in significant shareholding	<p>The new TIP shares will be issued to the Related Parties of TIP who may gain further influence over the Company with the increased shareholding. The expected shareholding for the Related Parties and their associated entities post-transaction is as follows:</p> <ul style="list-style-type: none"> ▶ Mr Howard Harry Coleman: c.21.5 million shares (c.15.9% of TIP) ▶ Mr Regan George Passlow: c.4.4 million shares (c.3.3% of TIP)

Source: BDOCF analysis

Based on the above analysis, we consider the Proposed Transaction to be reasonable to the non-associated Shareholders.

OTHER MATTERS

Shareholders' individual circumstances

Our analysis has been undertaken, and our conclusions are expressed at an aggregate level. Accordingly, BDOCF has not considered the effect of the Related Party Transaction on the particular circumstances of individual Shareholders. Some individual Shareholders may place a different emphasis on various aspects of the Related Party Transaction from that adopted in this IER. Accordingly, individual Shareholders may reach different conclusions as to whether or not the Related Party Transaction is fair and reasonable in their individual circumstances.

The decision of an individual Shareholder in relation to the Related Party Transaction may be influenced by their particular circumstances and accordingly Shareholders are advised to seek their own independent advice.

Approval or rejection of the Related Party Transaction is a matter for individual Shareholders based on their expectations as to the expected value and future prospects and market conditions together with their particular circumstances, including risk profile, liquidity preference, portfolio strategy and tax position. The Shareholders should carefully consider the Transaction Document. The Shareholders who are in doubt as to the action they should take in relation to the Related Party Transaction should consult their professional adviser.

General requirements in relation to the IER

In preparing the IER ASIC requires the independent expert, when deciding on the form of analysis for a report, to bear in mind that the main purpose of the report is to adequately deal with the concerns that could reasonably be anticipated by those persons affected by the Proposed Transaction. In preparing the IER we considered ASIC regulatory guides and commercial practice.

The IER also includes the following information and disclosures:

- ▶ Particulars of any relationship, pecuniary or otherwise, whether existing presently or at any time within the last two years, between BDO Groups Holdings Limited or BDOCF and any of the parties to the Proposed Transaction;
 - In April 2021, BDOCF was appointed as an independent expert in relation to the acquisition of Teaminvest Pty Ltd, Teaminvest Ltd (NZ), Conscious Investor Pty Ltd and Teaminvest Australia Pty Ltd from certain related parties. We issued our signed report on 21 May 2021.
- ▶ The nature of any fee or pecuniary interest or benefit, whether direct or indirect, that we have received or will or may receive for or in connection with the preparation of the IER;
- ▶ We have been appointed as independent expert for the purposes of providing an IER in relation to the Proposed Transaction for the non-associated Directors;
- ▶ That we have relied on information provided by the Directors and management of TIP (**Management**) and that we have not carried out any form of audit or independent verification of the information; and
- ▶ That we have received representations from the Directors in relation to the completeness and accuracy of the information provided to us for the purpose of our IER.

Current market conditions

Our opinion is based on economic, market and other conditions prevailing at the date of this IER. Such conditions can change significantly over relatively short periods of time.

Changes in those conditions may result in any valuation or other opinion becoming quickly outdated and in need of revision. We reserve the right to revise any valuation or other opinion, in the light of material information existing at the valuation date that subsequently becomes known to us.

Glossary

Capitalised terms used in this IER have the meanings set out in the glossary. A glossary of terms used throughout this IER is set out in Appendix 1.

Sources of information

Appendix 2 to the IER sets out details of information referred to and relied upon by us during the course of preparing this IER and forming our opinion.

The statements and opinions contained in this IER are given in good faith and are based upon our consideration and assessment of information provided by TIP.

Under the terms of our engagement, TIP has agreed to indemnify BDOCF and their partners, directors, employees, officers and agents (as applicable) against any claim, liability, loss or expense, costs or damage, arising out of reliance on any information or documentation provided, which is false or misleading or omits any material particulars, or arising from failure to supply relevant documentation or information.

Limitations

This IER has been prepared at the request of the independent Directors for the sole benefit of the independent Directors and the non-associated Shareholders to assist them in their decision to approve or reject the Related Party Transaction. This IER is to accompany the Transaction Document to be sent to the Shareholders to consider the Related Party Transaction and was not prepared for any other purpose.

Accordingly, this IER and the information contained herein may not be relied upon by anyone other than the Directors and the Shareholders without our written consent. We accept no responsibility to any person other than the Directors and the Shareholders in relation to this IER.

This IER should not be used for any other purpose, and we do not accept any responsibility for its use outside this purpose. Except in accordance with the stated purpose, no extract, quote or copy of our IER, in whole or in part, should be reproduced without our written consent, as to the form and context in which it may appear.

We have consented to the inclusion of the IER within the Transaction Document. Apart from this IER, we are not responsible for the contents of the Transaction Document, or any other document associated with the Transaction Document. We acknowledge that this IER may be lodged with regulatory authorities.

Summary

This summary should be read in conjunction with our full IER that sets out in full the purpose, scope, basis of evaluation, limitations, information relied upon, analysis and our findings.

Financial Service Guide

BDOCF holds an Australian Financial Services Licence which authorises us to provide reports for the purposes of acting for and on behalf of clients in relation to proposed or actual mergers, acquisitions, takeovers, corporate restructures or share issues. A financial services guide is attached to this IER.

Yours faithfully
BDO CORPORATE FINANCE (EAST COAST) PTY LTD



David McCourt
Director



Sebastian Stevens
Director



INDEPENDENT EXPERT REPORT

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1. PURPOSE AND BACKGROUND

1.1. Purpose

BDO Corporate Finance (East Coast) Pty Ltd (ABN 70 050 038 170) (**BDOCF**, **we**, **us** or **our**) has been appointed by the non-associated directors (**Directors**) of Teaminvest Private Group Limited (**TIP** or the **Company**) to prepare an independent expert report (**Report** or **IER**) setting out our opinion as to whether the proposed acquisition of shares representing a c.26.25% interest in Conscious Capital Limited (**CCL**) from related parties (**Related Party Transaction**) is fair and reasonable to the non-associated shareholders of TIP (the **Shareholders**) for the purposes of ASX Listing Rules 10.1 and 10.11, and Chapter 2E of the Corporations Act 2001 (Cth).

1.2. Overview of the proposed transaction

TIP has entered into a Share Sale Agreement (**SSA**) to acquire 50% interest (or c.764.7k shares) in CCL (**Proposed Transaction**). Of the shares to be acquired by TIP, c.26.25% or c.401.5k shares are owned by Mr Regan George Passlow (through Passlow Super Pty Ltd as a trustee for Passlow Superannuation Fund) and Mr Howard Harry Coleman (through CLFMCC Pty Ltd). Mr Passlow and Mr Coleman are also directors of TIP (**Related Parties**).

Concurrently with the Related Party Transaction, TIP will also acquire shares representing a c.23.75% interest in CCL from other CCL shareholders.

TIP initially offered consideration of \$7.5 million to the shareholders of CCL to acquire 100% of the shares. The shareholders of CCL have agreed to sell 50% of the shares to TIP for consideration of c.\$3.75 million.

Under the Proposed Transaction, all CCL shareholders were offered the following consideration:

- ▶ Cash; or
- ▶ TIP shares; or
- ▶ A combination of cash and TIP shares.

The Related Parties have elected to sell 100% of their shares in CCL and to receive TIP shares as consideration (**Transaction Consideration**). The other CCL shareholders have elected to sell part of their interest in CCL and receive cash consideration.

The number of TIP shares to be issued has been determined based on the 30-Day Volume Weighted Average Price (**VWAP**) at Friday 9 September 2022 of \$0.5214 per share. Therefore, the Related Parties will receive 3,775,888 TIP shares as consideration, as set out below.

Table 5: TIP shares to be issued to the Related Parties

	Total
Value attributed to 100% of CCL by TIP (\$)	7,500,000
Percentage owned by the Related Parties (%)	26.25%
Value attributable to the Related Parties (\$)	1,968,748
TIP's 30-day VWAP per share (\$)	0.5214
Number of TIP shares to be issued to the Related Parties	3,775,888

Source: Draft share sale agreement dated 13 September 2022, Management information and BDOCF analysis

The number of CCL shares held by the current CCL shareholders and TIP pre- and post-Proposed Transaction is set out below.

Table 6: Share movement in CCL Pre- and Post-Proposed Transaction

Shareholder	Shares held in CCL (Pre-Proposed Transaction)	Shares to be sold to TIP (for cash)	Shares to be sold to TIP (for TIP shares)	Shares held in CCL (Post-Proposed Transaction)
V. Mark Pty Ltd ACN 008 219 350 as trustee for Moreland Property Trust	325,000	(81,250)	-	243,750
Price Value Pty Limited ABN 28 483 800 277 as trustee for Price Value Trust	325,000	(162,500)	-	162,500
MSJ Capital Pty Limited ACN 077 155 434 as trustee for MSJ Family Trust	325,000	(81,250)	-	243,750
CLFMCC Pty Limited ACN 662 200 722 (Controlled by Mr Howard Harry Coleman) ^{(1) (2)}	325,000	-	(325,000)	-
Anthony Fleming	152,941	(38,235)	-	114,706
Passlow Super Pty Ltd ACN 125 906 309 as trustee for Passlow Superannuation Fund (Controlled by Mr Regan George Passlow) ⁽¹⁾	76,470	-	(76,470)	-
Total shares outstanding - Pre-Proposed Transaction	1,529,411	(363,235)	(401,470)	764,706
Teaminvest Private Group Limited	-	-	-	764,706
Total shares outstanding - Post-Proposed Transaction	1,529,411			1,529,412⁽³⁾

Source: Draft share sale agreement dated 13 September 2022

Notes:

- (1) Entities controlled by the Related Parties
- (2) TIP will acquire 100% of the shares of CLFMCC Pty Limited. CLFMCC Pty Limited does not have any assets or liabilities other than the shares in CCL.
- (3) The total outstanding shares in CCL will increase by one share after the Proposed Transaction. The additional one share will be issued to TIP for c.\$2.45.

2. SCOPE AND LIMITATIONS

2.1. Scope

The scope of the procedures we undertook in forming our opinion on whether the Related Party Transaction is fair and reasonable to the non-associated Shareholders and has been limited to those procedures we believe are required in order to form our opinion. Our procedures did not include verification work nor constitute an audit or assurance engagement in accordance with Australian Auditing and Assurance Standards.

Our assessment involved determining the fair market value (FMV) of various securities, assets, and liabilities. For the purposes of our opinion, the term FMV is defined as the price that would be negotiated in an open and unrestricted market between a knowledgeable, willing, but not anxious purchaser and a knowledgeable, willing, but not anxious vendor, acting at arm's length.

2.2. Summary of regulatory requirements

The independent Directors have requested that BDOCF prepare an IER stating whether, in our opinion, the Related Party Transaction is fair and reasonable to the non-associated Shareholders to satisfy the requirements of:

- ▶ ASX Listing Rules 10.1 and 10.11 (LR 10.1 and LR 10.11); and
- ▶ Chapter 2E of the Corporations Act 2001 (Cth).

This engagement is a Valuation Engagement as defined by APES 225.

2.2.1. ASX Listing Rules

LR 10.1 deals with transactions between an entity and persons in a position to influence the entity. If an ASX listed entity is acquiring a substantial asset from a related party, LR 10.1 requires the shareholders to approve the acquisition.

LR 10.11 requires an entity to obtain the approval of the ordinary shareholders before issuing any equity securities to a related party or their associate.

LR 10.5.10 requires that a report on the transaction from an independent expert be included in the notice of meeting. The report must state the expert's opinion as to whether the transaction is fair and reasonable to the holders of the entity's ordinary securities whose votes in favour of the transaction are not to be disregarded under LR 14.11.

In preparing our IER, we have considered the requirements of:

- ▶ ASIC Regulatory Guide 111 Content of expert reports (RG 111);
- ▶ ASIC Regulatory Guide 112 Independence of experts (RG 112); and
- ▶ Accounting Professional & Ethical Standards Board (APESB) professional standard APES 225 'Valuation Services' (APES 225).

RG 111 establishes guidelines in respect of independent expert reports under the Act. This regulatory guide provides guidance as to what matters an independent expert should consider to assist shareholders to make informed decisions about transactions.

RG 111 states that there should be a separate assessment of fairness and reasonableness.

2.2.2. Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act 2001 (Cth) prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- ▶ The giving of the financial benefit falls within one of the nominated exceptions to the provision; or
- ▶ Prior shareholder approval is obtained to the giving of the financial benefit.

TIP is seeking Shareholder approval for the Related Party Transaction. This IER compares the FMV of the CCL shares to be acquired from the Related Parties and the FMV of the Transaction Consideration to be received by the Related Parties (the financial benefit).

If the FMV of the CCL shares being acquired is equal to or greater than the FMV of the Transaction Consideration payable to the Related Parties, the Related Party Transaction will be fair and reasonable to the non-associated Shareholders for the purposes of Chapter 2E.

This is consistent with the fairness test under Listing Rule 10.

2.3. Basis of assessment

In determining whether the Proposed Transaction is fair and reasonable to the Shareholders, we have had regard to:

- ▶ RG 111 'Content of expert reports'; and
- ▶ RG 112 'Independence of experts'.

RG 111 establishes two distinct criteria for an expert analysing a control transaction. The tests are:

- ▶ Is the offer 'fair'?
- ▶ Is it 'reasonable'?

The terms fair and reasonable are regarded as separate elements and are not regarded as a compound phrase.

2.3.1. Fairness

RG 111.58 states that where the proposed transaction consists of an asset acquisition by the entity, it is 'fair' if the value of the financial benefit being offered by the entity to the related party is equal to or less than the value of the assets being acquired. Where the financial benefit given by the entity is securities in the entity and the consideration is securities in another entity held by a related party, the value of the entity's securities should be compared to the value of the securities it is purchasing.

This comparison should be made assuming a knowledgeable and willing, but not anxious, buyer and a knowledgeable and willing, but not anxious, seller acting at arm's length.

Our analysis has been performed by comparing:

- ▶ The fair market value (FMV) of the CCL shares to be acquired from the Related Parties; and
- ▶ The FMV of the financial benefit being provided to the Related Parties, being the Transaction Consideration.

2.3.2. Reasonableness

In accordance with RG 111.60, a proposed related party transaction is ‘reasonable’ if it is ‘fair’. It might also be ‘reasonable’ if, despite being ‘not fair’, the expert believes there are sufficient reasons to shareholders to vote for the proposal.

When deciding whether a proposed transaction is ‘reasonable’, factors an expert might consider include:

- ▶ The financial situation and solvency of the entity;
- ▶ Opportunity costs;
- ▶ The alternative options available to the entity;
- ▶ The entity’s bargaining position;
- ▶ Whether there is selective treatment of any security holder, particularly the related party; and
- ▶ Any special value of the transaction to the purchaser.

2.4. General requirements in relation to the IER

In preparing the IER ASIC requires the independent expert, when deciding on the form of analysis for a report, to bear in mind that the main purpose of the report is to adequately deal with the concerns that could reasonably be anticipated of those persons affected by the Proposed Transaction. In preparing the IER we considered the necessary legal requirements and guidance of the Act, ASIC regulatory guides and commercial practice.

The IER also includes the following information and disclosures:

- ▶ Particulars of any relationship, pecuniary or otherwise, whether existing presently or at any time within the last two years, between BDO Groups Holdings Limited or BDOCF and any of the parties to the Proposed Transaction;
 - In April 2021, BDOCF was appointed as an independent expert in relation to the acquisition of Teaminvest Pty Ltd, Teaminvest Ltd (NZ), Conscious Investor Pty Ltd and Teaminvest Australia Pty Ltd from certain related parties. We issued our signed report on 21 May 2021.
- ▶ The nature of any fee or pecuniary interest or benefit, whether direct or indirect, that we have received or will or may receive for or in connection with the preparation of the IER;
- ▶ We have been appointed as independent expert for the purposes of providing an IER in relation to the Proposed Transaction for the non-associated Directors;
- ▶ That we have relied on information provided by the Directors and management of TIP (**Management**) and that we have not carried out any form of audit or independent verification of the information; and
- ▶ That we have received representations from the Directors and Management of TIP in relation to the completeness and accuracy of the information provided to us for the purpose of our IER.

2.5. Special value

We have not considered special value in forming our opinion. Special value is the amount that a potential acquirer may be prepared to pay for an asset in excess of the FMV. This premium represents the value to the particular potential acquirer of potential economies of scale, reduction in competition, other synergies and cost savings arising from the acquisition under consideration not available to likely purchasers generally. Special value is not normally considered in the assessment of FMV as it relates to the individual circumstances of special purchasers.

2.6. Reliance on information

This IER is based upon financial and other information provided by the Directors, Management and other representatives of TIP, and external sources. We have considered and relied upon this information. Unless there are indications to the contrary, we have assumed that the information provided was reliable, complete, and not misleading, and material facts were not withheld. The information provided was evaluated through analysis, inquiry, and review for the purpose of forming an opinion as to whether the Related Party Transaction is fair and reasonable.

We do not warrant that our inquiries have identified or verified all of the matters which an audit, extensive examination or “due diligence” investigation might disclose. In any event, an opinion as to whether a corporate transaction is fair and reasonable is in the nature of an overall opinion rather than an audit or detailed investigation.

It is understood that the accounting information provided to us was prepared in accordance with generally accepted accounting principles.

Where we relied on the views and judgement of management the information was evaluated through analysis, inquiry and review to the extent practical. However, such information is often not capable of direct external verification or validation.

Under the terms of our engagement, TIP has agreed to indemnify BDOCF, and their partners, directors, employees, officers and agents (as applicable) against any claim, liability, loss or expense, costs or damage, arising out of reliance on any information or documentation provided, which is false or misleading or omits any material particulars, or arising from failure to supply relevant documentation or information.

2.7. Limitations

We acknowledge that this IER may be lodged by the Directors with regulatory and statutory bodies and will be included in the Transaction Document to be sent to the Shareholders. The Directors acknowledge that our IER has been prepared solely for the purposes noted in the Transaction Document and accordingly we disclaim any responsibility from reliance on the IER in regard to its use for any other purpose. Except in accordance with the stated purposes, no extract, quote or copy of the IER, in whole or in part, should be reproduced without our prior written consent, as to the form and context in which it may appear.

It was not our role to undertake, and we have not undertaken any commercial, technical, financial, legal, taxation or other due diligence, other similar investigative activities in respect of TIP. We understand that the Directors have been advised by legal, accounting, tax and other appropriate advisors in relation to such matters as necessary. We provide no warranty or guarantee as to the existence, extent, adequacy, effectiveness and/or completeness of any due diligence or other similar investigative activities by the Directors or their advisors.

We note that the IER does not deal with the individual investment circumstances of the Shareholders and no opinion has been provided in relation to same. Some individual Shareholders may place a different emphasis on various aspects of the Related Party Transaction from that adopted in our IER. Accordingly, individuals may reach different conclusions on whether or not the Related Party Transaction is fair and reasonable. An individual Shareholder's decision in relation to the Related Party Transaction may be influenced by their particular circumstances and, therefore, Shareholders are advised to seek their own independent advice.

Apart from the IER, we are not responsible for the contents of the Transaction Document or any other document. We have provided consent for inclusion of the IER in the Transaction Document. Our consent and the Transaction Document acknowledge that we have not been involved with the issue of the Transaction Document and that we accept no responsibility for the Transaction Document apart from the IER.

2.8. Assumptions

In forming our opinion, we have made certain assumptions and outline these in our IER including:

- ▶ Assumptions outlined in the valuation sections;
- ▶ That matters such as title to all relevant assets, compliance with laws and regulations and contracts in place are in good standing, and will remain so, and that there are no material legal proceedings, other than as publicly disclosed;
- ▶ Information sent out in relation to the Related Party Transaction to the Shareholders or any regulatory or statutory body is complete, accurate and fairly presented in all material respects;
- ▶ Publicly available information relied on by us is accurate, complete and not misleading;
- ▶ If the Related Party Transaction is implemented, that it will be implemented in accordance with the stated terms;
- ▶ The legal mechanisms to implement the Related Party Transaction are correct and effective; and
- ▶ There are no undue changes to the terms and conditions of the Related Party Transaction or material issues unknown to us.

3. PROFILE OF TEAMINVEST PRIVATE GROUP LTD

3.1. Overview

Teaminvest Private Group Limited (TIP) is a financial institution focussed on transferring knowledge and wealth between generations. TIP was founded in 2012 by Teaminvest Pty Ltd, now a wholly owned subsidiary of TIP, and was listed on the Australian Securities Exchange (ASX) in May 2019 (ASX:TIP).

Prior to June 2021, TIP was a private equity business that operated a portfolio of engineering and services businesses. However, TIP underwent a major restructure on 1 July 2022, which transformed TIP from a private equity firm into a full-service financial institution.

As of 1 July 2022, TIP operates across three divisions:

- ▶ TIP Equity - the traditional private equity business, focused on investing in founder-led businesses who can benefit from mentorship and capital;
- ▶ TIP Wealth - the wealth management and investment banking business; and
- ▶ TIP UK - the British and European business operations.

As at 30 June 2022, TIP had investments in 18 subsidiaries. Brief descriptions of these businesses and TIP's ownership interest are provided in the table below.

Table 7: Investments in subsidiaries

Entity	Principle place of business	Ownership interest at 30-Jun-22	Business description
Teaminvest Private Pty Ltd	Australia	100%	Teaminvest Private Group Limited is the holding company which owns shares of its subsidiary companies and investments which forms the listed corporate group.
Coastal Energy Pty Ltd	Australia	100%	Coastal Energy designs and installs underground and overhead electrical network extensions and upgrades for major government and corporate clients (including property developers) in South East Queensland. On 12 April 2021, the Company announced that Coastal Energy's accreditation as a rated service provider has been suspended by Energex Corporation Limited. Coastal Energy is prohibited from undertaking any construction or rectification works on the Energex network during the term of the suspension and the workforce has been stood down. Coastal energy was merged into TIP Residential Group after the conclusion of the half-year 1H22 in February 2022 as part of a restructure.
East Coast Traffic Controllers Pty Ltd	Australia	100%	East Coast Traffic Control provides traffic management services to government, local council and corporate clients in Queensland.
Icon Metal Pty Ltd	Australia	100%	Icon Metal designs, engineers, fabricates, and installs architectural metalwork, miscellaneous metalwork, balustrades and structural metal features and glass for Tier 1 clients in New South Wales. Icon Metal has been involved in a number of recent high-profile projects including, most recently, the Northwest Rail Project, the Sydney Opera House and Quay Quarter Tower.
Lusty TIP Trailers Pty Ltd	Australia	100%	Lusty TIP Trailers Pty Ltd designs and manufactures aluminium and steel semi-trailers including tippers, fracking tankers, Performance Based Standards body and dogs, bottom dumps, belly tankers, flat tops, dollies, racing car transporters and horizontal discharge trailers.
TIP Trustees Limited	Australia	100%	TIP Trustees Limited provides trustee services to fund managers. TIP Trustees holds a full suite Australian Financial Services License which authorises them to act as a responsible entity to registered managed investment schemes, and to act as trustee to wholesale unregistered investment schemes.
Automation Group Investments Pty Ltd	Australia	100%	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, transport, and water industries. The financial information for Automation Group Investment Pty Ltd includes the financial information for three subsidiaries: Automation Group Pty Ltd, Rad-Tel Engineering, and Automation Group Limited.

Entity	Principle place of business	Ownership interest at 30-Jun-22	Business description
Teaminvest Private Residential Group Pty Ltd	Australia	100%	<p>Teaminvest Private Residential Group operates three brands in the residential construction space: DecoGlaze (a provider of high-end glass splashbacks and art glass), Kitome (a designer and project manager for residential homes) and Coastal Energy (an electrical business that conducts networks installation and upgrades). Coastal Energy was merged into TIP Residential Group in February 2022, after the conclusion of 1H22.</p> <p>DecoGlaze is a premier manufacturer and installer of glass splashbacks, glass bathroom walls and toughened mirrors. DecoGlaze supplies and installs its products to customers throughout New South Wales and Victoria.</p> <p>Kitome is a provider of logistics support to owner builders and rural and regional building firms across Australia. Although Kitome does not build homes itself, Kitome designs, quotes and supplies all of the materials required to build a customised home.</p> <p>Boutique Portraits Pty Ltd and The Step Ahead Builder's Assistant Pty Ltd are two early-stage start-ups which joined the entity in FY20.</p>
Automation Group Limited	New Zealand	100%	The Automation Group Limited manufactures special-purpose machinery. It was incorporated in 1999 and is headquartered in Gateshead, United Kingdom.
Radtel Engineering Pty Ltd	Australia	100%	Radtel Engineering Pty Ltd is an automation engineering company, specialising in providing control systems to the utilities and mining sectors. Radtel has been in operation since 1986, and is based in Loganholme, Queensland.
Teaminvest Pty Ltd	Australia	100%	Teaminvest is an educational business founded on the noble purpose of "educating those who wish to manage their wealth wisely, rather than paying others to do it for them".
Diversified Growth Management Pty Ltd	Australia	70%	Diversified Growth Management Ltd is the manager of the Teaminvest Diversified Growth Fund, a wholesale open-ended fund that invests in private equity, listed equities and commercial debt.
Conscious Investor	Australia	100%	Software captured under Teaminvest Pty Ltd.
Teaminvest Limited (NZ)	New Zealand	100%	Teaminvest Limited develops, provides, and facilitates stock market investing education in New Zealand. The company was incorporated in 2020 and is based in New Plymouth, New Zealand.
Teaminvest Australia Pty Ltd	Australia	100%	Captured under Teaminvest Pty Ltd.
TIP Group (UK) Pty Ltd	United Kingdom	80%	TIP Group (UK) Pty Ltd is a private equity firm based in the UK, and operates under the leadership of Malcolm Rutherford.
Burman Investment Management Limited	Australia	100%	Burman is an investment manager of the Burman invest fund which is a retail fund utilising the principles of Teaminvest Pty Ltd.

Source: TIP 2022 Annual report, Management Information, Capital IQ

As at 30 June 2022, TIP had investments in five associates. Brief descriptions of these businesses and TIP's ownership interest are provided in the table below.

Table 8: Investments in associates

Entity	Principle place of business	Ownership interest at 30-Jun-22	Business description
Colour Capital Pty Ltd	Australia	33%	Colour Capital is a franchise management business. With headquarters in Queensland, Colour Capital operates as franchisor of the Golds Gym gymnasium brand, Raw Energy Café brand, and master franchisor of leading homebuilder GJ Gardner Homes (NSW & ACT) and GJ Gardner Homes (Western Australia). Colour Capital's main source of income are franchise fees paid by franchisees.
Multimedia Technology Pty Ltd	Australia	30%	Multimedia Technology is an importer and distributor of information technology hardware to approximately 10,000 qualified resellers across Australia. Multimedia Technology specialises in providing technical expertise to resellers along with their distribution services.
Teaminvest Private Insurance Services Pty Ltd	Australia	50%	Teaminvest Private Insurance Services is a recently formed insurance brokerage firm.
Wood & Lee Pty Ltd	Australia	50%	Wood & Lee is a technology focused boutique law firm which focuses on intellectual property and cross-border venture capital.
Enhanced Trading Solutions Pty Ltd	United Kingdom	16%	Enhanced Trading Solutions offers a full suite of enhanced trade services that remove friction points in supply chains to access the value tied up in working capital. Services offered include workflow, shipping, logistics, supplier terms, funding, insurance, control, and compliance. The company was incorporated in 2019 and based in Farnham, United Kingdom.

Source: TIP 2022 Annual report, Management information, Capital IQ

3.2. Directors and Management

An overview of the Directors and Management of TIP is provided in the following table.

Table 9: Directors and Management of TIP

Name	Title
Voting members	
Mr Malcolm Murray Jones	Independent Non-Executive Chairman
Mr Andrew Joseph Coleman	Managing Director and Chief Executive Officer
Mr Howard Harry Coleman	Non-Executive Director
Dr Ian Kadish	Independent Non-Executive Director
Mr Regan George Passlow	Non-Executive Director
Non-voting members	
Mr Dean Robinson	Chief Financial Officer and Company Secretary
Mr Anand Sundaraj	Company Secretary

Source: TIP 2022 Annual report

3.3. Historical Consolidated Statement of Profit or Loss

The consolidated historical financial performance of TIP as per the audited accounts for the financial years ending 30 June 2020 (FY20), 30 June 2021 (FY21) and 30 June 2022 (FY22) is summarised below.

Table 10: Historical Consolidated Statement of Profit or Loss for TIP

\$'000		FY20	FY21	FY22
Revenue				
Revenue from contracts with customers	A	89,002	91,443	92,673
Share of profits of associates accounted for using the equity method	B	1,858	2,867	2,674
Other income	C	5,747	6,803	894
Interest revenue calculated using the effective interest method		93	261	7
Total revenue		96,700	101,374	96,248
Expenses				
Raw materials and consumables used		(41,676)	(40,332)	(39,206)
Employee benefits expense		(35,661)	(39,524)	(43,919)
Depreciation and amortisation expense	D	(2,514)	(2,869)	(4,998)
Impairment of assets	E	-	(4,260)	(17,442)
Impairment of receivables		(302)	(360)	(183)
Net loss on disposal of property, plant, and equipment		(60)	-	(84)
Occupancy expense		(1,227)	(627)	(669)
Initial public offering ('IPO') listing expense		(42)	-	-
Other expenses		(5,898)	(7,212)	(8,180)
Finance costs		(399)	(399)	(331)
Total expenses		(87,779)	(95,583)	(115,012)
Net Profit before income tax		8,921	5,791	(18,764)
Income tax benefit/(expense)		(615)	(590)	991
Net Profit after income tax		8,306	5,201	(17,773)
Other comprehensive income for the year, net of tax		-	-	-
Total comprehensive income		8,306	5,201	(17,773)

Source: TIP 2020, 2021 and 2022 Annual reports

Notes:

A	<p>Revenue from contracts with customers</p> <p>TIP's Revenue comprises of sum of the proportion revenue of each of its portfolio companies. The growth in revenue from c.\$89.0m in FY20 to c.\$92.76m in FY22 was primarily driven by favourable business conditions and operational efficiencies realised during the COVID-19 pandemic and continued during FY22. This is mostly reflected in the portfolio companies of Lusty TIP Trailers Pty Ltd and Teaminvest Pty Ltd.</p>
B	<p>Share of profits of associates accounted for using the equity method</p> <p>TIP owned holdings in 5 associate entities at 30 June 2022 which were accounted for using the equity method. In FY22, TIP's share of profits of associated totalled c.\$2.7m, comprised of contributions from:</p> <ul style="list-style-type: none"> • Colour Capital Pty Ltd; • Multimedia Technology Pty Ltd; • Teaminvest Private Insurance Services Pty Ltd; • Wood & Lee Pty Ltd; and • Enhanced Trading Solutions Pty Ltd.

Other income

TIP received several extraordinary and non-recurring revenues over the Historical Period. In FY22, other income included:

- Government grants of c.\$301k;
- Expense reimbursements of c.\$27k;
- Net gain on disposal of property, plant and equipment of c.\$517k; and
- Other income of c.\$49k.

Other income decreased by c.\$5.9m in FY22, primarily due to a c.\$3.7m gain on bargain purchase and additional c.\$2.2m government grants received in FY21.

Depreciation and amortisation expense

During FY22, TIP incurred c.\$2.9m and c.\$2.1m of depreciation and amortisation expenses, respectively. Depreciation is calculated in accordance with AASB16, and includes depreciation of buildings, plant and equipment, and motor vehicle right-of-use assets. Amortisation expenses in FY22 primarily relate to other intangible assets (c.\$898k), technology-based intangibles (c.\$447k) and network and relationships (c.\$361k).

Impairment of assets

The c.\$17.4m impairment of assets recognised in FY22 primarily relates to a c.\$16.6m impairment of goodwill allocated to Teaminvest Private Residential Group. Teaminvest Private Residential Group was negatively impacted by COVID and supply chain issues, such that the value in use of this CGU was significantly below its carrying value.

3.4. Historical Consolidated Statement of Financial Position

The historical financial position of the TIP consolidated group as per the audited accounts at 30 June 2020, 30 June 2021 and 30 June 2022 is set out below.

Table 11: Historical Consolidated Statement of Financial Position of TIP

\$'000		30-Jun-20	30-Jun-21	30-Jun-22
Assets				
Current assets				
Cash and cash equivalents		10,777	12,346	6,426
Trade and other receivables	A	8,397	8,959	8,577
Contract assets		9,033	8,049	10,545
Inventories		6,612	8,379	10,688
Income tax		-	-	369
Prepayments and other deposits		228	938	1,819
Total current assets		35,047	38,671	38,424
Non-current assets				
Investments accounted for using the equity method	B	19,124	21,412	23,804
Other financial assets		4	111	411
Property, plant, and equipment		4,200	5,618	5,694
Right-of-use assets		3,817	3,606	2,956
Intangibles	C	45,770	63,044	44,868
Total non-current assets		72,915	93,791	77,733
Total assets		107,962	132,462	116,157
Liabilities				
Current liabilities				
Trade and other payables	D	(15,759)	(13,780)	(14,520)
Contract liabilities		(3,117)	(4,877)	(7,660)
Borrowings	E	(379)	(1,323)	(586)
Lease liabilities		(1,976)	(1,997)	(1,573)
Income tax		(2)	(191)	-
Employee benefits		(1,790)	(2,168)	(2,379)
Provisions		(248)	(193)	(307)
Contingent consideration		-	(258)	-
Total current liabilities		(23,271)	(24,787)	(27,025)
Non-current liabilities				
Lease liabilities		(3,196)	(2,694)	(2,057)
Deferred tax		(6)	(5,996)	(5,005)
Employee benefits		(293)	(377)	(557)
Total non-current liabilities		(3,495)	(9,067)	(7,619)
Total liabilities		(26,766)	(33,854)	(34,644)
Net assets		81,196	98,608	81,513
Equity				
Issued capital		75,386	87,597	88,301
Retained profits/(accumulated losses)		5,810	11,011	(7,069)
Capital contribution		-	-	229
Total equity attributable to the equity holders of the Parent		81,196	98,608	81,461
Non-controlling interests		-	-	52
Total equity		81,196	98,608	81,513

Source: TIP 2020, 2021 and 2022 Annual reports

Notes:

A	<p>Trade and other receivables</p> <p>Trade and other receivables primarily consist of trade receivables (net of the allowance for expected credit losses), loans receivable, and amounts receivable from related parties.</p>
B	<p>Investments accounted for using the equity method</p> <p>As at 30 June 2022, investments accounted for using the equity method totalled c.\$23.8m, comprised of:</p> <ul style="list-style-type: none">• Colour Capital Pty Ltd (33% ownership);• Multimedia Technology Pty Ltd (30% ownership);• Teaminvest Private Insurance Services Pty Ltd (50% ownership);• Wood & Lee Pty Ltd (50% ownership); and• Enhanced Trading Solutions Pty Ltd (16% ownership). <p>Investments accounted for using the equity method increased as at 30 June 2022 due to TIP acquiring ownership interest in Wood & Lee Pty Ltd in November 2021 and Enhanced Trading Solutions in April 2022.</p>
C	<p>Intangibles</p> <p>As at 30 June 2022, intangibles totalled c.\$44.9m, comprised primarily of goodwill (c.\$26.1m), confidential information (c.\$5.9m) and technology based intangibles (\$6.3m). Intangibles decreased by c.\$18.2m between 30 June 2021 and 30 June 2022 due to a c.\$16.6m impairment of goodwill (see Section 3.3 note E for more details).</p>
D	<p>Trade and other payables</p> <p>Trade and other payables relate to trade payables, accrued expenses, GST payable and other payables.</p>
E	<p>Borrowings</p> <p>As at 30 June 2022, borrowings comprised c.\$586k payable to other parties. Borrowings decreased by c.\$737k between 30 June 2021 and 30 June 2022 due to settling a bank overdraft (c.\$315k) and bank loans (c.\$422k), as well as invoice discounting (c.\$35k).</p>

3.5. Ownership

As at 8 September 2022, TIP had 131,730,901 fully paid ordinary shares on issue. The top 20 shareholders collectively own c.53.4% of the total shares outstanding. A summary of TIP's top 20 shareholders is provided in the table below.

Table 12: TIP's top 20 shareholders as at 8 September 2022

Rank	Name	Units	% Units
1	Electronic Marketing Pty Ltd <Colfam A/C>	14,764,914	11.2%
2	Mr Andrew Coleman	6,829,634	5.2%
3	CS Fourth Nominees Pty Limited <HSBC Cust Nom Au Ltd 11 A/C>	6,723,198	5.1%
4	V Mark Pty Ltd <Moreland Property A/C>	6,555,345	5.0%
5	One Funds Management Limited <TDGF A/C>	5,665,984	4.3%
5	Crooks Pty Ltd	4,363,049	3.3%
7	Price Value Pty Limited <Price Value A/C>	3,089,814	2.3%
8	Regan George Passlow	2,676,277	2.0%
9	Pribula Family Pty Ltd <Pribula Family A/C>	2,471,709	1.9%
10	G & E Properties Pty Ltd <Kopp Super Fund A/C>	2,025,960	1.5%
11	Poultney Pty Ltd <W D Jane Corporate A/C>	1,972,000	1.5%
12	Bnp Paribas Nominees Pty Ltd <IB AU NOMS RETAILCLIENT DRP>	1,642,477	1.2%
13	Le Grand Pty Ltd	1,633,395	1.2%
14	Baxtero Pty Limited <Carmichael Superfund A/C>	1,531,015	1.2%
15	Mr Malcolm Oliver Thompson + Ms Elizabeth Thompson	1,498,144	1.1%
16	Malonga Pty Ltd <The G Doolan Family A/C>	1,491,923	1.1%
17	Mr Malcolm Murray Jones + Mrs Lynnette Anne Jones <RELM A/C>	1,428,463	1.1%
18	Robert Breit	1,380,628	1.0%
19	Penmark Super Pty Ltd <Penmark Super Fund A/C>	1,318,546	1.0%
20	Mr Gregory Norman Kopp	1,235,979	0.9%
Top 20 shareholders of fully paid ordinary shares		70,298,454	53.4%
Other shareholders		61,432,447	46.6%
Total shares outstanding		131,730,901	100.0%

Source: Management information

3.6. QMP Overview

TIP's securities are listed on the ASX under the ticker ASX:TIP. TIP's security price fluctuated between \$0.34 to \$0.62 over the 12-month period to 2 September 2022, with a corresponding Volume Weighted Average Price (VWAP) of \$0.46 and an equivalent of 14.02% of issued capital being traded. Presented below is a summary of TIP's 12-month trading performance up until 2 September 2022.

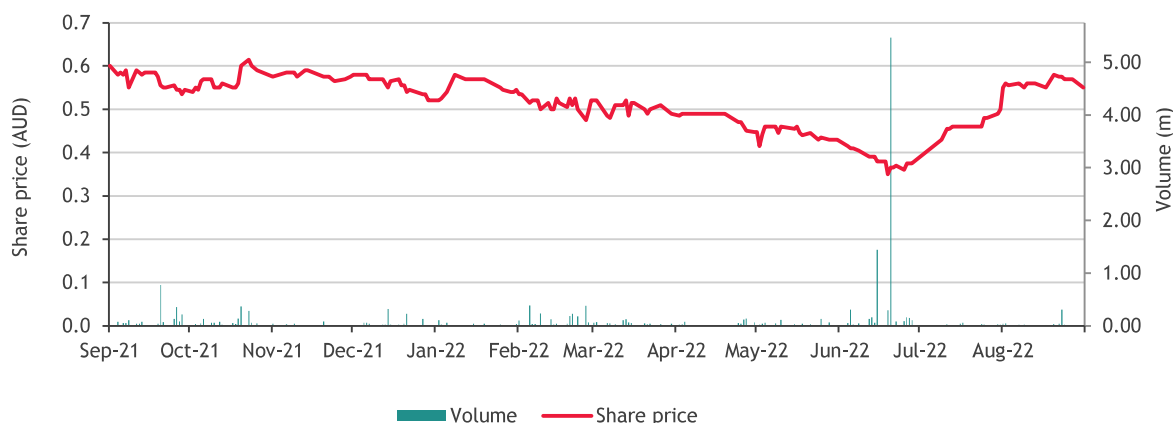
Table 13: VWAP summary for the 12 months ending 2 September 2022

Period	Price (Low)	Price (High)	Price VWAP	Cumulative value	Cumulative volume	% of Free float	% of issued capital
	(\$)	(\$)	(\$)	(\$m)	(m)		
1 day	0.51	0.55	0.55	0.00	0.00	0.00%	0.00%
1 week	0.51	0.57	0.57	0.01	0.01	0.02%	0.01%
1 month	0.45	0.58	0.53	0.29	0.55	1.06%	0.42%
3 months	0.34	0.58	0.38	3.57	9.34	17.98%	7.09%
6 months	0.34	0.58	0.40	4.49	11.28	21.69%	8.56%
12 months	0.34	0.62	0.46	8.39	18.43	34.85%	14.02%

Source: Capital IQ as at 2 September 2022, BDOCF analysis

The figure below displays the 12-month daily share price of TIP's securities, as well as the cumulative volume traded on each day from 3 September 2021 to 2 September 2022. The two days of highest trading volume were 22 June 2022 and 17 June 2022, with 5.47 million and 1.44 million trades respectively.

Figure 2: TIP share price and trading volume (from 3 September 2021 to 2 September 2022)



Source: Capital IQ as at 2 September 2022, BDOCF analysis

4. PROFILE OF CONSCIOUS CAPITAL LIMITED

4.1. Overview

Conscious Capital Limited (CCL) is the trustee and manager for the Conscious Investor Fund (CIF). CIF is a wholesale fund established in March 2013 that invests in ASX and internationally listed securities, as well as unlisted investments, to create long-term value for its members. CIF uses proprietary Conscious Investor software to scan the Australian and overseas share markets to find quality businesses with stable and continuing business growth.

4.2. Asset portfolio

The following table summarises the contribution of the ten largest holdings in CIF, including cash, as at 31 December 2021. Overall, CIF held shares with a market value of \$134 million as at 31 December 2021, achieving a total gain of \$60.5 million across the portfolio since its inception.

Table 14: CIF's fund holdings as at 31 December 2021

Name	Cost (\$'000)	Market value (\$'000)	Gain (\$'000)
Alphabet Inc - Class A	3,896	9,315	5,419
Axos Financial Inc.	4,154	7,191	3,037
Berkshire Hathaway	5,156	8,027	2,871
Costco Wholesale Corp	2,601	6,416	3,815
CSL Limited	4,672	6,788	2,116
Fisher & Paykel H.	3,459	6,106	2,647
Microsoft Corporation	4,727	5,850	1,123
Mineral Resources	2,605	10,640	8,035
Resmed Inc	3,785	5,996	2,211
Technology One	3,105	7,174	4,069
Remaining holdings	35,662	60,830	25,168
Total Equity Investment Carried at Market	73,822	134,332	60,511

Source: CIF Interim Letter to Members- December 2021

4.3. Directors and Management

Table 15: Directors and Management of CCL

Name	Title
Mr Stephen Harrison	Chairman
Mr Howard Coleman	CEO
Mr John Price	Director of Research
Mr Michael Stewart	Member of Investment Committee
Mr Mark Moreland	Board and marketing
Mr Anthony Fleming	General Counsel

Source: Management information

4.4. Historical Statement of Profit or Loss

The consolidated historical financial performance of CCL as per the audited accounts for the financial years ending 30 June 2020 (FY20), 30 June 2021 (FY21) and 30 June 2022 (FY22) is summarised below.

Table 16: Consolidated Historical Statement of Profit or Loss for CCL

\$'000	FY20	FY21	FY22
Performance fees	305	4,541	2,371
Membership fees	221	271	415
Other income	25	-	-
Total revenue	551	4,812	2,786
Other administration expenses	(239)	(211)	(264)
Compliance and fund related expenses	(74)	(81)	(87)
Professional fees	(39)	(40)	(42)
Insurance	(15)	(17)	(0)
Employee benefits expenses	(0)	(0)	-
Total expenses	(367)	(349)	(393)
EBIT	184	4,463	2,393
Income tax expense	(44)	(1,167)	(718)
Net Profit after income tax	140	3,296	1,675

Source: Conscious Capital Limited financial statements for 2020 and 2021, Management information

4.5. Historical Statement of Financial Position

The historical financial position of CCL as per the audited accounts at 30 June 2020, 30 June 2021 and 30 June 2022 is set out below.

Table 17: Historical Statement of Financial Position of CCL

\$'000	30-Jun-20	30-Jun-21	30-Jun-22
Assets			
Current assets			
Cash and cash equivalents	230	587	969
Trade and other receivables	2	3,432	38
Other assets	12	14	-
Current tax assets	33	-	-
Total current assets	277	4,032	1,008
Total assets	277	4,032	1,008
Liabilities			
Current liabilities			
Trade and other payables	(39)	(47)	467
Current tax liabilities	-	(952)	-
Total current liabilities	(39)	(998)	467
Total liabilities	(39)	(998)	467
Net assets	238	3,034	1,474

Source: Conscious Capital Limited financial statements for 2020 and 2021, Management information

4.6. Ownership

At 2 September 2022, CCL had 1,529,411 fully paid ordinary shares on issue. A summary of CCL's shareholders is provided in the table below.

Table 18: CCL shareholders at 2 September 2022

Shareholder	Shares (#)	% holding
V. Mark Pty Ltd ACN 008 219 350 as trustee for Moreland Property Trust	325,000	21.3%
Price Value Pty Limited ABN 28 483 800 277 as trustee for Price Value Trust	325,000	21.3%
MSJ Capital Pty Limited ACN 077 155 434 as trustee for MSJ Family Trust	325,000	21.3%
CLFMCC Pty Limited ACN 662 200 722 (controlled by Mr Howard Harry Coleman) ^{(1) (2)}	325,000	21.3%
Anthony Fleming	152,941	10.0%
Passlow Super Pty Ltd ACN 125 906 309 as trustee for Passlow Superannuation Fund (Controlled by Regan George Passlow) ⁽¹⁾	76,470	5.0%
Total shares on issue	1,529,411	100.0%

Source: Draft share sale agreement dated 13 September 2022

Notes

- (1) Entities controlled by the Related Parties
- (2) TIP will acquire 100% of the shares of CLFMCC Pty Limited. CLFMCC Pty Limited does not have any assets or liabilities other than the shares in CCL.

5. ASSESSMENT AND VALUATION METHODOLOGY

5.1. Fairness assessment overview

For the purposes of our opinion, the term fair market value (FMV) is defined as the price that would be negotiated in an open and unrestricted market between a knowledgeable, willing, but not anxious purchaser and a knowledgeable, willing, but not anxious vendor, acting at arm's length.

In undertaking our assessment of fairness, we have had regard to the ASIC's RG 111.

The Related Party Transaction is 'fair' if the FMV of the CCL shares to be acquired from the Related Parties is equal to or greater than the FMV of the Transaction Consideration payable to the Related Parties. This comparison should be made assuming a knowledgeable and willing, but not anxious, buyer and a knowledgeable and willing, but not anxious, seller acting at arm's length.

Our analysis has been performed by comparing:

- ▶ The FMV of the CCL Shares to be acquired from the Related Parties; and
- ▶ The FMV of the financial benefit being provided, being the Transaction Consideration payable to the Related Parties.

The Proposed Transaction will be fair if the FMV of the CCL Shares is equal to or greater than the FMV of the Transaction Consideration payable to the Related Parties.

5.2. Valuation methods

Details of common methodologies for valuing businesses and assets are included at **Appendix 4**. The principal methodologies which can be used are as follows:

- ▶ Discounted cash flow (DCF);
- ▶ Capitalisation of earnings (COE);
- ▶ Net asset value (NAV);
- ▶ Quoted market price basis (QMP); and
- ▶ Recent capital transactions.

Set out below is a discussion around the valuation methods we consider appropriate for the purposes of undertaking our fairness assessment.

5.3. Selected valuation methods

A combination of the QMP, COE and NAV approaches have been applied to value TIP and each of its subsidiaries and associates. The COE approach was applied for CCL.

The QMP basis is a relevant methodology to consider for TIP as TIP shares are listed on the ASX and this reflects the value that a Shareholder will receive when selling to a willing but not anxious buyer. This price means that there is a regulated and observable market where TIP shares can be traded. However, in order for the QMP to be considered appropriate, the Company's shares should be sufficiently liquid and the market should be fully informed of the Company's activities.

The COE method is most commonly applicable to profitable businesses with steady growth history and forecasts. We have been able to apply the COE methodology to the TIP entities and the Target Companies where historical financial performance are available and maintainable profitability has been demonstrated. We have assessed EBIT in our valuation, on a normalised basis.

The NAV approach considers the valuation of the net assets and is usually appropriate where the majority of assets consist of cash or passive investments, or where the business is under performing. This method does not take into account any potential growth in the business, which the QMP and COE valuation may reflect. Where an entity has been generating losses, or the NAV value exceeds the assessed COE value, we have applied the NAV approach.

Due to the confidential nature of the financial information for the unlisted TIP entities, we have summarised our valuation analysis for TIP.

5.4. Valuation in accordance with APES 225

This engagement has been conducted in accordance with professional standard APES 225 Valuation Services, as issued by the Australian Professional and Ethical Standards Board.

6. VALUATION OF CONSCIOUS CAPITAL LTD

The following sections contain our valuation assessment of CCL based upon the COE methodology.

We have evaluated CCL's future maintainable earnings (FME) through analysis of CCL's historical earnings. The selected FME has then been capitalised, using a market based multiple, to determine an enterprise value range. To conclude an equity value, the enterprise value has been adjusted for cash, debt, and debt-like items.

We have also considered the offer made by TIP to CCL shareholders (other than the Related Parties) in our valuation assessment. This analysis is included at Section 6.4.

6.1. Assessed FME

Our selected FME is based on EBIT. We have adopted underlying EBIT as it allows comparison of companies with different gearing levels and amortisation/depreciation policies.

CCL's EBIT for FY20, FY21 and FY22 is set out in the table below.

Table 19: CCL's EBIT

\$'000	Ref	FY20	FY21	FY22
Reported EBIT	4.4	184	4,463	2,393

Source: Management information, BDOCF analysis

From analysis of CCL's financial statements and discussions with Management, we have not identified any normalisation adjustments required to CCL's historical financial performance.

However, we note:

- ▶ CCL has low levels of operating expenses. Management have advised the historical levels of expenses are expected to continue at the same level (adjusted for inflation) into the foreseeable future.
- ▶ CCL's primary source of revenue is performance fees. Performance fees are calculated as 20% of the growth of the unit price of the Fund above an absolute hurdle rate of return. As the performance fee is based on the Fund's return in any one year, we have considered the full Historical Period in determining the FME for CCL.

Since the performance fees generated by CCL are dependent of the future performance of the Conscious Investor Fund, we have determined the FME for CCL under two approaches:

- ▶ The average of the highest and lowest EBIT in the Historical Period; and
- ▶ The average EBIT across FY20, FY21 and FY22.

Our selected FME range for CCL is set out in the table below.

Table 20: Selected FME range for CCL

\$'000	Low	High
Selected FME	2,324	2,347

Source: Management information, BDOCF analysis

6.2. Selected trading multiple

The appropriate valuation multiple is assessed by collecting market evidence with respect to the earnings multiples of companies with operations that are broadly comparable to those of the entity being valued. Such multiples are usually derived from trading and operational performance of comparable listed companies, and prices achieved in mergers and acquisitions of comparable companies.

We have researched broadly comparable companies in Australia within the fund management industry. An overview of the EBIT multiples and descriptions for the identified comparable companies are set out in **Appendix 3**.

The mean and median EBIT multiples (FY and LTM) for all the comparable entities are 16.9x and 18.5x, respectively. The mean enterprise value for companies with EBIT multiples (a number of entities were loss making and did not display multiples) was \$1.96 billion, and the median enterprise value was \$1.351 billion. Most of these entities are significantly larger than CCL.

In general, smaller companies trade at lower multiples than larger entities.

Microequities Asset Management Group Limited has an enterprise value of \$72.4 million, and is the only comparable company which has an EV of less than \$100m that is generating positive EBIT. The LTM EBIT multiples of the Microequities Asset Management Group Limited is c.4.1x.

CCL is reliant on receiving a performance fee from a single fund in order to generate a profit. This performance fee is based on the relative performance of CIF compared to the ASX. This reliance increases the risk of CCL compared to the listed comparable entities. Higher risk entities generally trade at lower multiples. We have therefore reduced the multiple to account for the higher risk.

We also note that the CCL has minimal operating costs. Management have advised that operating costs are not expected to increase post the Proposed Transaction. However, other potential purchasers may incur additional operating costs.

In summary we have selected a EBIT multiple range of 3.0x to 3.5x after considering the following factors:

- ▶ The enterprise values of most of the comparable entities are significantly larger than CCL;
- ▶ The LTM EBIT multiples of the Microequities Asset Management Group Limited (EV less than \$100 million) is c.4.1x;
- ▶ CCL's EBIT is highly dependent on the performance fee generated in any given year; and
- ▶ The additional operating costs other potential purchasers may incur if they were to acquire CCL.

Table 21: Selected multiple range for CCL

	Low	High
Selected EBIT multiple	3.0x	3.5x

Source: BDOCF analysis

6.3. FMV of CCL

Our valuation of CCL using the COE methodology, according to the above inputs and noted adjustments, is summarised in the following table.

Table 22: FMV of CCL

\$'000	Ref	Note	Low	High
Selected FME	6.1		2,324	2,347
EBIT multiple	6.2		3.0x	3.5x
Enterprise value of CCL			6,971	8,214
Net debt:				
Net debt adjustment		A	-	-
Equity value of CCL			6,971	8,214

Source: BDOCF analysis

Notes:

A	Net debt adjustment
	Management have advised that prior to the Proposed Transaction CCL will pay a dividend to its shareholders. Consequently, CCL will not have any surplus cash or debt at the time of the Proposed Transaction.

Based on the above analysis, we consider the FMV of CCL to range between c.\$7.0 million and c.\$8.2 million.

6.4. TIP offer made to CCL shareholders

TIP initially offered consideration of \$7.5 million to CCL shareholders to acquire 100% of the shares in CCL. CCL shareholders have agreed to sell 50% of the shares to TIP for consideration of \$3.75 million.

All CCL shareholders were offered the following consideration:

- ▶ Cash; or
- ▶ TIP shares; or
- ▶ A combination of cash and TIP shares.

The Related Parties have elected to sell 100% of their shares in CCL and to receive TIP shares as consideration. The other CCL shareholders have elected to sell part of their interest in CCL and receive cash consideration.

Based on the offer made to the other CCL shareholders, the implied value of CCL is c.\$7.5 million.

Table 23: Implied value based on TIP offer to other shareholders

Cash consideration to be received by the other CCL shareholders (\$'000)	1,781
Percentage held by the other CCL shareholders (%)	23.75%
Implied value of CCL (\$'000)	7,500

Source: BDOCF analysis

6.5. Preferred value of the Related Parties' interest in CCL

We have valued CCL based on the COE methodology and the offer made by TIP to the other CCL shareholders. A summary of these valuations is set out in the table below.

Table 24: Preferred valuation range of CCL

\$'000	Ref	Low	High
Valuation - COE methodology	6.3	6,971	8,214
Valuation - offer made to other CCL shareholders	6.4	7,500	7,500
Preferred valuation range of CCL		7,000	8,000

Source: BDOCF analysis

Our preferred valuation for 100% ownership of CCL is between c.\$7.0 million and c.\$8.0 million.

The Related Parties collectively hold c.26.25% ownership of CCL. The table below outlines our valuation of the Related Parties' ownership interest in CCL.

Table 25: Valuation of the Related Parties' interest in CCL

	Low	High
Preferred valuation range of CCL (\$'000)	7,000	8,000
Related Parties' ownership interest (%)	26.25%	26.25%
Value of Related Parties' ownership interest (\$'000)	1,838	2,100

Source: BDOCF analysis

7. VALUATION OF THE TRANSACTION CONSIDERATION

If the Related Party Transaction is approved, the Related Parties will receive c.3.78 million TIP shares as consideration for their CCL shares.

Therefore, we have valued TIP shares as part of our analysis of the Related Party Transaction and the Transaction Consideration.

To assess the FMV of the Transaction Consideration, we have assessed the FMV of a TIP share using:

- ▶ The QMP method for the consolidated group; and
- ▶ A sum-of-the-parts valuation of the individual entities within the group using a combination of the COE and NAV methods as appropriate for each subsidiary/associate.

7.1. FMV of a TIP share using the QMP methodology

We have analysed the trading history of TIP shares over the last 12 months up to 2 September 2022. TIP's share price movement, announcements and VWAP over this period are discussed below.

7.2. Trading History

The following figure illustrates the trading history of the Company over the twelve months to 2 September 2022.

Figure 3: TIP share price and trading volume (from 3 September 2021 to 2 September 2022)



Source: Capital IQ as at 2 September 2022, BDOCF analysis

Set out below is a summary of the Company's price-sensitive announcements over the last 12 months.

Table 26: Summary of price-sensitive announcements between 3 September 2021 and 2 September 2022

Date	Announcement	Share price 1 day before (\$)	Share price 1 day after (\$)	Change (\$)	Change (%)
29-Aug-22	Update - Dividend/distribution - TIP	0.57	0.57	-	0.0%
25-Aug-22	FY22 results presentation and acquisition announcement	0.58	0.57	(0.01)	(0.9%)
24-Aug-22	FY22 annual report to shareholders	0.58	0.58	(0.01)	(0.9%)
15-Jun-22	TIP Group acquires Burman Invest	0.39	0.39	-	0.0%
14-Apr-22	Establishment of TIP UK and strategic investment into ETS	0.49	0.49	-	0.0%
17-Feb-22	Release of the Half Year Report for 1H22	0.50	0.52	0.02	3.0%
17-Dec-21	Further coronavirus and 1H22 update	0.55	0.57	0.01	2.7%
12-Nov-21	Coronavirus update and acquisition of Diversified Growth Management and Wood & Lee	0.59	0.58	(0.01)	(1.7%)
22-Oct-21	AGM Presentation for FY21	0.56	0.60	0.04	7.1%

Source: ASX, Capital IQ as at 2 September 2022

We note the following key considerations from the trading history and announcements above:

1. TIP's share price reached a 52-week high close price of \$0.62 on 25 October 2021.
2. The 52-week low close price of \$0.34 occurred on the 21 June 2022.
3. The largest daily price change of c.14.7% occurred on 11 July 2022.
4. TIP shares traded on 186 days over the 12-month period.

7.3. TIP VWAP

The following table summarises the trade results for the 12-month period to 2 September 2022, including the daily price range, VWAP, cumulative value and volume of trading.

Table 27: VWAP summary for the 12 months ending 2 September 2022

Period	Price (Low) (\$)	Price (High) (\$)	Price VWAP (\$)	Cumulative value (\$m)	Cumulative volume (m)	% of Free float	% of issued capital
1 day	0.51	0.55	0.55	0.00	0.00	0.00%	0.00%
1 week	0.51	0.57	0.57	0.01	0.01	0.02%	0.01%
1 month	0.45	0.58	0.53	0.29	0.55	1.06%	0.42%
3 months	0.34	0.58	0.38	3.57	9.34	17.98%	7.09%
6 months	0.34	0.58	0.40	4.49	11.28	21.69%	8.56%
12 months	0.34	0.62	0.46	8.39	18.43	34.85%	14.02%

Source: Capital IQ as at 2 September 2022, BDOCF analysis

On the basis of the VWAP analysis for TIP as at 2 September 2022, we consider the FMV of TIP to be in the range of \$0.50 to \$0.55 on a minority basis, based on the preceding 1 month of trading to 2 September.

Only \$290k of trade occurred in the month to 2 September 2022. \$3.57 million of trade occurred in the 3 months to 2 September 2022, however most of this trade occurred on two days.

Based on the above we do not consider there to be an active and liquid market in TIP shares in the three months to 2 September 2022. Shares that have an active and liquid market generally have trade on most (or all) trading days, a significant dollar value of trade, and narrow bid/ask spreads.

The lack of an active and liquid market may negatively impact trading prices for TIP.

As a result we do not consider it appropriate to use the QMP methodology as a primary valuation on a standalone basis. However, given \$3.57m in TIP shares was traded in the 3 months to 2 September 2022, we will consider the QMP methodology alongside the sum-of-the-parts valuation approach.

7.4. Conclusion as to the FMV of a TIP share using the QMP methodology

Based on the above, we consider the FMV of a TIP share under the QMP methodology to range between \$0.50 and \$0.55.

Table 28: FMV of a TIP share using the QMP methodology

\$	Low	High
FMV per TIP share using the QMP methodology	0.50	0.55

Source: BDOCF analysis

As explained in section 7.3, we do not consider there to be an active and liquid market for TIP shares in the 3 months to 2 September 2022. As a result we do not consider it appropriate to use the QMP methodology as a primary valuation on a standalone basis. However, given \$3.57m in TIP shares was traded in the 3 months to 2 September 2022, we will consider the QMP methodology alongside the sum-of-the-parts valuation approach.

7.5. FMV of a TIP share using a sum-of-the-parts valuation approach

As the consolidated TIP group is comprised of unlisted businesses across a variety of industries, we have performed a valuation of each subsidiary and associate interest in a sum-of-the-parts valuation approach.

Historical earnings have been analysed to estimate an appropriate FME for each of the TIP entities. The selected FME has then been capitalised using a market based multiple to conclude on an enterprise value range. To arrive at the equity value, the enterprise value has been adjusted for cash, debt, and debt-like items.

Where we have been unable to perform a COE valuation, or the COE methodology produced a lower valuation than a NAV valuation, the NAV methodology has been adopted. Entities that have been recently acquired by TIP have been valued at acquisition cost.

Due to the commercially sensitive nature of the financial information provided for each of the unlisted entities, Management have requested that the detailed financial information for the unlisted entities remain undisclosed. A high-level overview of our valuation assessment is set out in the following sections.

A summary of our valuation is set out below.

Table 29: FMV of a TIP share using a sum-of-the-parts valuation approach

	Low	High
TIP's interest in normalised EBIT from profitable companies (net of corporate overheads) (\$m)	9,569	9,569
Weighted average EBIT multiple	5.7x	6.7x
TIP's enterprise value (\$m)	54,569	64,139
Less: Net debt (\$m)	10,118	10,118
Add: TIP's interest in the NTA of loss-making entities (\$m)	1,117	1,117
Add: TIP's interest in recently acquired entities (\$m)	1,012	1,012
TIP's equity value (\$m)	66,816	76,385
TIP shares on issue (m)	131,731	131,731
Value per TIP share (\$)	0.51	0.58

Source: BDOCF analysis

7.6. TIP's interest in Normalised EBIT from profitable companies (net of corporate overheads)

Our valuation approach involved analysing each entity’s historical financial performance and assessing normalised EBIT by adjusting for non-recurring items. Any entity had positive EBIT we valued the entity using the COE methodology. We have included TIP’s percentage interest in the EBIT where TIP owns less than 100%. The only exception is corporate overheads. TIP incurs corporate overheads to manage and operate the portfolio of business. These costs have also been valued using the COE methodology.

7.7. Selected trading multiples

A valuation multiple range was applied to each entity reflecting the relative nature, size and risk associated with each entity relative to the observed multiples of comparable listed companies. Based on research of broadly comparable companies as well as Australian small cap industrial companies, as set out in **Appendix 3**, we selected EBIT multiples for individual entities ranging between 3.0x and 7.0x.

The median FY22 EBIT multiple for the entities selected as comparable to TIP’s subsidiaries and associates is 14.3x (**Appendix 3**). The primary reason for the reduction in the multiples compared to those detailed in **Appendix 3** is the relative size and liquidity of TIP (and the portfolio companies) compared to the listed entities (the median enterprise value of the listed entities is \$1.62 billion).

The weighted average EBIT multiple applied to the EBIT of TIP’s investments (net of corporate overheads) is between 5.7x and 6.7x.

7.8. Net Debt

Where an entity (including the holding company that incurs the corporate overheads) has been valued using the COE methodology, we have arrived at the equity value by deducting the net debt (financial liabilities, net of cash held) from the enterprise value. We have included TIP’s percentage interest in net debt where it is not 100% owned by TIP.

7.9. NTA of loss-making entities

Where an entity is loss making and the COE approach has not been adopted, we have valued the entity using the net tangible assets disclosed in the balance sheet as at 30 June 2022. We have included TIP’s percentage interest in net tangible assets where it is not 100% owned by TIP.

7.10. Recently acquired entities

Entities that have been recently acquired by TIP have been valued at their acquisition cost.

7.11. FMV of TIP using the sum-of-the-parts approach

A summary of our valuation results is provided in the following table.

Table 30: FMV of TIP using the sum-of-the-parts approach

\$m	Low	High
Assessed FMV of TIP using the sum-of-the-parts approach	66.82	76.39

Source: BDOCF analysis

There are currently 131,730,901 TIP shares on issue. Based on the above valuation, we have assessed the FMV per TIP share using the sum-of-the-parts approach to be between \$0.51 and \$0.58.

Table 31: FMV per TIP share using the sum-of-the-parts approach

	Low	High
Assessed FMV of TIP (\$m)	66.82	76.39
Total TIP shares outstanding (m)	131.73	131.73
FMV per TIP share (\$)	0.51	0.58

Source: BDOCF analysis

7.12. Cross check to Sum-of-the-parts approach based on publicly available information

We cannot disclose detailed financial information used in the sum-of-the-parts valuation in Sections 7.5 to 7.10. To provide shareholders with additional information regarding the valuation of TIP on an earning basis, we have performed a cross check based on information disclosed in TIP’s annual report for the year ended 30 June 2022.

Proportional EBITDA

TIP has disclosed a metric of performance they describe as “Proportional EBITDA”. The Proportional EBITDA measures the EBITDA generated by TIP’s investments based on the ownership percentage held by TIP. The Proportional EBITDA disclosed by TIP, and the reconciliation to the statutory financial statements is set out below.

Table 32: Proportional EBITDA as per TIP’s FY22 financial statements

(\$m)	FY20	FY21	FY22
SCI EBITDA (post-abnormals)	11.7	13.1	4.0
Insurance payout	2.8	-	-
FY20 windfall gain	0.7	-	-
ECT one-off bonus	-	0.6	-
Coastal Energy restructuring charge	-	0.9	-
Teaminvest ‘bargain purchase’	-	3.7	-
Other small items	-	0.3	-
Icon Construction shutdown	-	-	3.6
Icon restructure (cash)	-	-	0.2
TIPRG construction shutdown	-	-	0.6
TIPRG restructure (cash)	-	-	-
SCI EBITDA (pre-abnormals)	8.2	11.0	8.5
Remove corporate costs	3.9	2.5	3.0
Remove share of profits from significant influence	1.9	2.9	2.7
Other adjustments	0.2	0.3	0.2
Proportional EBITDA from controlled companies	10.5	10.4	9.0
Proportional EBITDA from non-controlled companies	3.1	4.3	4.6
Proportional EBITDA (pre-abnormals)	13.6	14.7	13.5

Source: TIP annual report for FY22

Full details of the adjustments are disclosed at pages 15 to 18 of TIP’s 2022 Annual Report.

The “Proportional EBITDA” disclosed by TIP excludes corporate costs. Corporate costs are not incurred by the investments, however they are incurred by TIP. As we are valuing TIP, we consider it appropriate to include corporate costs in our assessment of EBITDA.

Table 33: Proportional EBITDA after including corporate costs

(\$m)	FY20	FY21	FY22
Proportional EBITDA (pre-abnormals)	13.6	14.7	13.5
Less: Corporate costs	(3.9)	(2.5)	(3.0)
Proportional EBITDA after corporate costs	9.7	12.2	10.5

Source: TIP annual report for FY22 and BDOCF analysis

The average Proportional EBITDA (after corporate costs) for FY20 to FY22 is c.\$10.8 million. We have adopted \$10.8 million in our valuation cross check.

Our valuation cross check is set out below. The purpose of the cross check is to determine the implied EBITDA multiple that arrives at our sum-of-the-parts valuation, and to assess the reasonableness of the multiple.

Table 34: Implied EV/EBITDA multiple

	Low	High
Normalised Proportional EBITDA (\$m)	10.8	10.8
Implied EV/EBITDA multiple	5.6x	6.5x
Enterprise value (\$m)	61.0	70.6
Cash (\$m)	6.4	6.4
Borrowings (\$m)	(0.6)	(0.6)
Equity value - cross check (\$m)	66.8	76.4
Equity value - sum-of-the-parts (\$m)	66.8	76.4

Source: TIP annual report for FY22 and BDOCF analysis

We have arrived at an implied EV/EBITDA multiple range of c.5.6x to c.6.5x at our sum-of-the-parts valuation. Considering the size of the unlisted entities and their respective equity interests owned by TIP, we do not consider the implied EBITDA multiples of 5.6x to 6.5x to be unreasonable.

7.13. FMV of the Transaction Consideration

Our sum-of-the-parts and QMP valuations of TIP shares is set out below.

We do not consider TIP share to be highly liquid. However, we consider there to be sufficient trade to include the QMP approach in our valuation assessment alongside other valuation approaches.

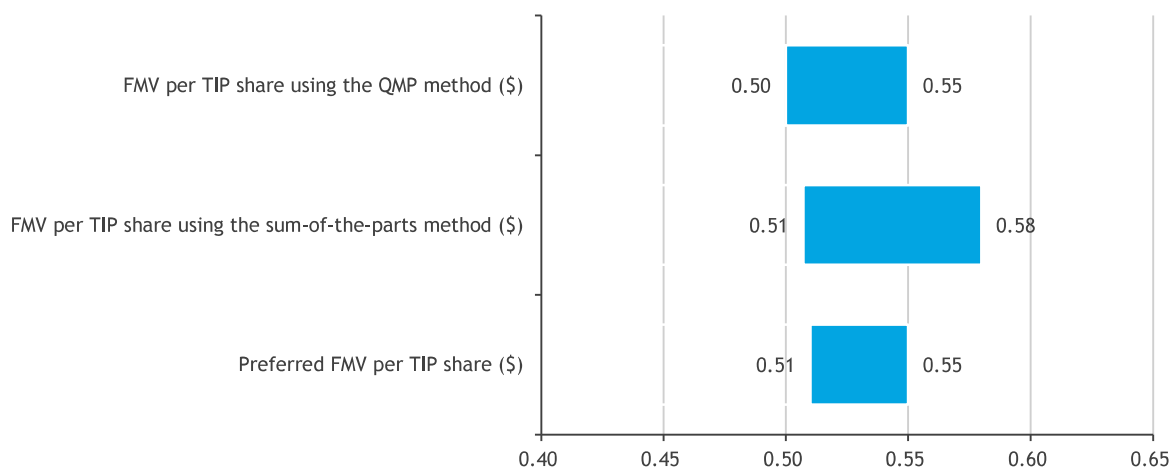
We have used the QMP approach alongside the sum-of-the-parts approach (combination of COE and NTA). Our preferred range for the valuation of the TIP share is where the two valuation approaches overlap.

Table 35: Preferred FMV per TIP share

\$	Ref	Low	High
FMV per TIP share using the QMP method	7.4	0.50	0.55
FMV per TIP share using the sum-of-the-parts method	7.11	0.51	0.58
Preferred FMV per TIP share		0.51	0.55

Source: BDOCF analysis

Figure 4: Preferred FMV per TIP share



Source: BDOCF analysis

By applying our preferred FMV per TIP share to the estimated TIP shares to be issued to the Related Parties, we have assessed the FMV of the Transaction Consideration to be between c.\$1.93 million and c.\$2.08 million.

Table 36: FMV of the Transaction Consideration

	Ref	Low	High
Shares to be issued (m)	7.0	3.78	3.78
Preferred FMV per TIP share (\$)	7.13	0.51	0.55
Total value of the Transaction Consideration (\$m)		1.93	2.08

Source: BDOCF analysis

8. FAIRNESS ASSESSMENT

RG 111.58 states that where the proposed transaction consists of an asset acquisition by the entity, it is ‘fair’ if the value of the financial benefit being offered by the entity to the related party is equal to or less than the value of the assets being acquired. Where the financial benefit given by the entity is securities in the entity and the consideration is securities in another entity held by a related party, the value of the entity’s securities should be compared to the value of the securities it is purchasing.

This comparison should be made assuming a knowledgeable and willing, but not anxious, buyer and a knowledgeable and willing, but not anxious, seller acting at arm’s length.

Our analysis has been performed by comparing:

- ▶ The FMV of the Related Parties’ c.26.25% interest in CCL; and
- ▶ The FMV of the Transaction Consideration.

If the FMV of the Related Parties’ interest in CCL is equal to or greater than the FMV of the Transaction Consideration, the Proposed Transaction will be fair and reasonable to the non-associated Shareholders for the purposes of ASX Listing Rule 10 and Chapter 2E.

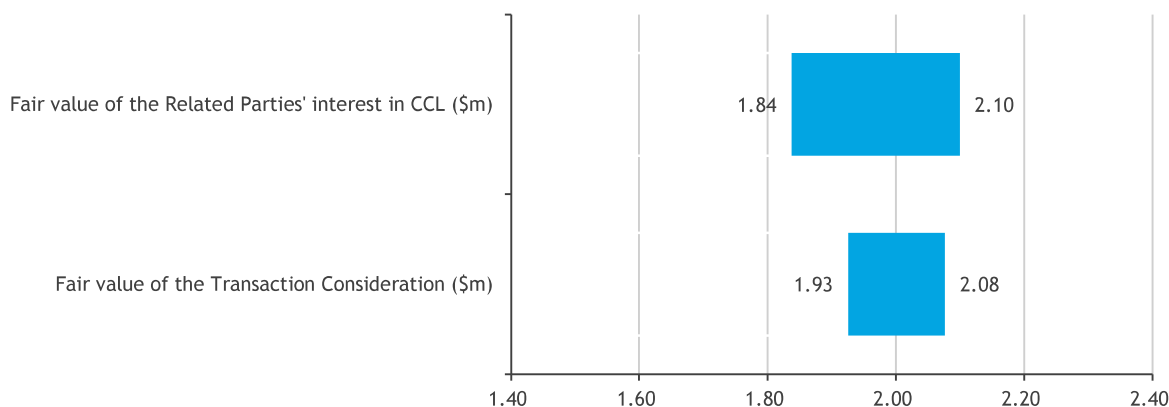
The result of our fairness analysis is summarised below.

Table 37: Fairness summary

\$m	Ref	Low	High
Fair value of the Related Parties’ interest in CCL	6.5	1.84	2.10
Fair value of the Transaction Consideration	7.13	1.93	2.08

Source: BDOCF analysis

Figure 5: Fairness assessment



Source: BDOCF analysis

As set out above, the fair value of the Transaction Consideration is within the fair value range of the Related Parties’ interest in CCL.

Therefore, we have concluded that the Proposed Transaction is fair to the Shareholders of TIP.

Our opinion is based on economic, market and other conditions prevailing at the date of this IER. Such conditions can change significantly over relatively short periods of time. Changes in those conditions may result in any valuation or other opinion becoming quickly outdated and in need of revision. We reserve the right to revise any valuation or other opinion, in the light of material information existing at the valuation date that subsequently becomes known to us.

9. REASONABLENESS ASSESSMENT

In accordance with RG 111 an offer is reasonable if it is fair. On this basis, the Proposed Transaction is reasonable to the Shareholders.

Nevertheless, we have set out below a summary of other factors we consider relevant in assisting TIP Shareholders in deciding whether or not to vote in favour of the Proposed Transaction.

Table 38: Summary of factors considered in the reasonableness assessment

Advantages	
The Related Party Transaction is fair	Our analysis concludes that the Related Party Transaction is fair to the Shareholders. RG 111 states that an offer is reasonable if it fair.
Increased market capitalisation and scale of operations	The acquisition of CCL will increase the size and value of TIP by approximately 3%. TIP will gain access the CCL's Intellectual Property, providing opportunities to expand TIPs services.
Disadvantages	
Dilution	Approximately 3.78 million new TIP shares will be issued as consideration for CCL. This will dilute the existing shareholders percentage interest in TIP.
Increase in significant shareholding	<p>The new TIP shares will be issued to the Related Parties of TIP who may gain further influence over the Company with the increased shareholding. The expected shareholding for the Related Parties and their associated entities post-transaction is as follows:</p> <ul style="list-style-type: none"> ▶ Mr Howard Harry Coleman: c.21.5 million shares (c.15.9% of TIP) ▶ Mr Regan George Passlow: c.4.4 million shares (c.3.3% of TIP)

Source: BDOCF analysis

Based on the above analysis, we consider the Proposed Transaction to be reasonable to the non-associated Shareholders.

10. OVERALL OPINION

We have considered the terms of the Proposed Transaction, as outlined in this Report, and have concluded that it is fair and reasonable to the non-associated shareholders of TIP.

11. QUALIFICATIONS, DECLARATIONS AND CONSENTS

Qualifications

BDOCF is the licensed corporate finance arm of BDO Group Holdings Limited, Chartered Accountants and Business Advisers. BDOCF provides advice in relation to all aspects of valuations and has extensive experience in the valuation of corporate entities and provision of expert's reports.

Mr David McCourt, B.Bus, CA, is a director of BDOCF. Mr McCourt is also a partner of BDO Group Holdings Limited. Mr McCourt has been responsible for the preparation of this IER.

Mr McCourt has over 20 years of experience in a number of specialist corporate advisory activities including company valuations, financial modelling, preparation and review of business feasibility studies, accounting, advising on mergers and acquisitions and advising on independent expert reports. Accordingly, Mr McCourt is considered to have the appropriate experience and professional qualifications to provide the advice offered.

Mr Sebastian Stevens, B.Bus, CPA is a Director of BDOCF. Mr Stevens is also a partner of BDO Group Holdings Limited.

Mr Stevens is the Director responsible for the review of this IER. Mr Stevens has over 25 years of experience in a number of specialist corporate advisory activities including company valuations advising on independent expert reports, due diligence investigations, preparation and review of business feasibility studies, public company floats, accounting, advising on mergers and acquisitions, preparation of information memoranda and other corporate investigations. Accordingly, Mr Stevens is considered to have the appropriate experience and professional qualifications to provide the advice offered.

Independence

BDOCF is not aware of any matter or circumstance that would preclude it from preparing this IER on the grounds of independence either under regulatory or professional requirements. In particular, we have had regard to the provisions of applicable pronouncements and other guidance statements relating to professional independence issued by Australian professional accounting bodies and ASIC.

BDOCF considers itself to be independent in terms of RG 112 independence of experts, issued by ASIC.

BDOCF was not involved in advising on, negotiating, setting, or otherwise acting in any capacity for TIP in relation to the Proposed Transaction. Further, BDOCF has not held and, at the date of this IER, does not hold any shareholding in, or other relationship with TIP that could be regarded as capable of affecting its ability to provide an unbiased opinion in relation to the Proposed Transaction.

BDOCF will receive a fee of up to \$45,000 plus Goods and Services Tax for the preparation of this IER. BDOCF will not receive any fee contingent upon the outcome of the Proposed Transaction, and accordingly, does not have any pecuniary or other interests that could reasonably be regarded as being capable of affecting its ability to give an unbiased opinion in relation to the Proposed Transaction.

A draft of this IER was provided to the Directors and their advisors for review of factual accuracy. Certain changes were made to the IER as a result of the circulation of the draft IER. However, no changes were made to the methodology, conclusions, or recommendations made to the Shareholders as a result of issuing the draft IER.

Disclaimer

This IER has been prepared at the request of the non-associated Directors and was not prepared for any purpose other than that stated in this IER. This IER has been prepared for the sole benefit of the non-associated Directors and the non-associated Shareholders. Accordingly, this IER and the information contained herein may not be relied upon by anyone other than the Directors and the Shareholders without the written consent of BDOCF. BDOCF accepts no responsibility to any person other than the Directors and the Shareholders in relation to this IER.

The statements and opinions contained in this IER are given in good faith and are based upon BDOCF's consideration and assessment of information provided by the Directors, executives, and Management of the Company.

APPENDIX 1: GLOSSARY

Term	Definition
#	Number
\$ or AUD	Australian dollar
AFCA	Australian Financial Complaints Authority
AFSL	Australian financial services licence
APES 225	Accounting Professional & Ethical Standards Board Limited issued professional standard APES 225 on valuation services
APESB	Accounting Professional & Ethical Standards Board Limited
ASIC	Australian Securities & Investments Commission
ASX	Australian Securities Exchange
BDOCF, we, our or us	BDO Corporate Finance (East Coast) Pty Ltd (ABN 70 050 038 170)
c.	Circa
CCL	Conscious Capital Limited
CIF	Conscious Investor Fund
COE	Capitalisation of Earnings
Corporations Act	Corporations Act 2001 (Cth)
COVID-19	COVID-19 global pandemic
DCF	Discounted cash flow method
Directors	Non-associated directors of TIP
EBIT	Earnings before Interest and tax
EV	Enterprise value
FME	Future maintainable earnings
FMV	Fair market value
FSG	Financial Services Guide
FY	Most recent financial year
FYXX	Financial year ended 30 June 20XX
K or '000	Thousand
Licence	Australian Financial Services Licence No: 247420
LR 10.1	ASX Listing Rule 10 paragraph 1
LR 10.11	ASX Listing Rule 10 paragraph 11
LTM	Last twelve months
m	Million
Management	Management of TIP
NAV	Net asset value
NTM	Next twelve months
Proposed Transaction	The acquisition of the c.26.25% interest from related parties, and the c.23.75% interest from other CCL shareholders
QMP	Quoted market price
Ref	Section reference
Related Parties	Mr Regan George Passlow and Mr Howard Harry Coleman
Related Party Transaction	Proposed acquisition of shares representing a c.26.25% interest in Conscious Capital Limited from related parties
Report or IER	Independent expert's report
RG 111	ASIC Regulatory Guide 111 Content of expert reports
RG 112	ASIC Regulatory Guide 112 Independence of experts
RG 76	ASIC Regulatory Guide 111 Related party transactions
SCI	Statutory comprehensive income
Shareholders	Non-associated Shareholders of Teaminvest Private Group Limited
SSA	Draft share sale agreement dated 13 September 2022
TIP or Company	Teaminvest Private Group Limited
Transaction Consideration	TIP shares received by the Related Parties as consideration for selling 100% of their shares in CCL
Transaction Document	TIP Draft Notice of 2022 Annual General Meeting and Explanatory notes dated 13 September 2022, and draft share sale agreement dated 13 September 2022
VWAP	Volume Weighted Average Price

Source: BDOCF

APPENDIX 2: SOURCES OF INFORMATION

In preparing this IER, we had access to and relied upon the following principal sources of information:

- ▶ TIP Draft Notice of 2022 Annual General Meeting and Explanatory Notes dated 13 September 2022
- ▶ Draft share sale agreement dated 13 September 2022
- ▶ TIP Annual reports for the years ended 30 June 2020, 30 June 2021 and 30 June 2022
- ▶ CIF Interim Letter to Members - December 2021
- ▶ CCL financial statements for the years ended 30 June 2020 and 30 June 2021
- ▶ CCL management accounts as at 30 June 2022
- ▶ TIP top 20 holders report as at 8 September 2022
- ▶ Discussions with Management of TIP
- ▶ Information sourced from Capital IQ
- ▶ ASIC guidance notes and regulatory guides as applicable
- ▶ Announcements sourced from ASX
- ▶ Other generally available public information

APPENDIX 3: COMPARABLE COMPANY MULTIPLES

Target comparable company research: Fund management companies

Ticker	Company Name	Country	Enterprise value AUDm	EV/ EBIT FY-2	EV/ EBIT FY-1	EV/EBIT FY*	EV/ EBIT LTM	EV/EBIT NTM	EV/ EBIT FY+1	EV/ EBIT FY+2
ASX:ARG	Argo Investments Limited	Australia	6,804.8	32.6	35.4	21.0	21.0	n/a	n/a	n/a
ASX:PDL	Pendal Group Limited	Australia	1,701.6	6.7	8.8	6.3	6.0	8.7	7.9	7.6
ASX:BKI	BKI Investment Company Limited	Australia	1,188.1	26.6	31.1	19.4	19.4	n/a	n/a	n/a
ASX:AUI	Australian United Investment Company Limited	Australia	1,351.0	29.9	30.2	17.7	17.7	n/a	n/a	n/a
ASX:AEF	Australian Ethical Investment Ltd.	Australia	633.2	41.1	34.9	33.3	33.3	n/a	n/a	n/a
ASX:NGI	Navigator Global Investments Limited	Australia	203.1	6.3	11.9	n/a	n/a	3.9	4.2	3.9
ASX:MAM	Microequities Asset Management Group Limited	Australia	72.4	14.0	3.6	4.1	4.1	n/a	n/a	n/a
ASX:HGV	Hygrovest Limited	Australia	9.8	n/a	n/a	n/a	n/a	n/a	n/a	n/a
ASX:KAM	K2 Asset Management Holdings Ltd	Australia	1.4	n/a	3.3	n/a	n/a	n/a	0.3	n/a
ASX:ARC	ARC Funds Limited	Australia	8.9	n/a	n/a	n/a	n/a	n/a	n/a	n/a
ASX:QUE	Queste Communications Ltd	Australia	2.4	n/a	0.5	n/a	n/a	n/a	n/a	n/a
Mean			1,088.8	22.5	17.8	17.0	16.9	6.3	4.1	5.7
Median			203.1	26.6	11.9	18.5	18.5	6.3	4.2	5.7

Source: Capital IQ at 2 September 2022, BDOCF analysis

* Note: FY refers to the most recent financial year end for each respective company

Target comparable company research: Fund management companies (with EV less than \$100m)

Ticker	Company Name	Country	Enterprise value AUDm	EV/ EBIT FY-2	EV/ EBIT FY-1	EV/EBIT FY*	EV/ EBIT LTM	EV/EBIT NTM	EV/ EBIT FY+1	EV/ EBIT FY+2
ASX:MAM	Microequities Asset Management Group Limited	Australia	72.4	14.0	3.6	4.1	4.1	n/a	n/a	n/a
ASX:HGV	Hygrovest Limited	Australia	9.8	n/a	n/a	n/a	n/a	n/a	n/a	n/a
ASX:KAM	K2 Asset Management Holdings Ltd	Australia	1.4	n/a	3.3	n/a	n/a	n/a	0.3	n/a
ASX:ARC	ARC Funds Limited	Australia	8.9	n/a	n/a	n/a	n/a	n/a	n/a	n/a
ASX:QUE	Queste Communications Ltd	Australia	2.4	n/a	0.5	n/a	n/a	n/a	n/a	n/a
Mean (EV < 100m)			19.0	14.0	2.5	4.1	4.1	n/a	0.3	n/a
Median (EV < \$100m)			8.9	14.0	3.3	4.1	4.1	n/a	0.3	n/a

Source: Capital IQ at 2 September 2022, BDOCF analysis

Company name	Business description
Argo Investments Limited	Argo Investments Limited is a publicly owned investment manager.
Pendal Group Limited	Pendal Group Limited is a publicly owned investment manager the firm provides its services to individual and institutional clients.
BKI Investment Company Limited	BKI Investment Company Limited is a publicly owned investment manager.
Australian United Investment Company Limited	Australian United Investment Company Limited is a publicly owned investment manager.
Australian Ethical Investment Ltd.	Australian Ethical Investment Ltd. is a publicly owned investment manager.
Navigator Global Investments Limited	Navigator Global Investments Limited operates as a fund management company in Australia.
Microequities Asset Management Group Limited	Microequities Asset Management Group Limited provides investment funds management services to high net worth and wholesale investors.
Hygrovest Limited	Hygrovest Limited operates as a specialist investment company.
K2 Asset Management Holdings Ltd	K2 Asset Management Holdings Ltd. is a publicly owned investment manager.
ARC Funds Limited	ARC Funds Limited is a publicly owned investment manager.
Queste Communications Ltd	Queste Communications Ltd, through its subsidiary, Orion Equities Limited manages its investments in Australia.

Source: Capital IQ

TIP subsidiary and associate entity comparable company research

Teaminvest entity	Ticker	Comparable company name	Country	Enterprise value AUDm	EV/ EBIT FY-2	EV/ EBIT FY-1	EV/EBIT FY*	EV/ EBIT FY+1	EV/ EBIT FY+2
Lusty TIP Trailers Pty Ltd	NYSE:WNC	Wabash National Corporation	United States	1,630.0	7.2x	44.9x	28.2x	17.1x	7.5x
	NYSE:OSK	Oshkosh Corporation	United States	7,887.7	10.4x	9.4x	55.8x	11.0x	14.8x
	NYSE:MLR	Miller Industries, Inc.	United States	398.2	5.1x	7.0x	11.4x	n/a	n/a
	Mean			3,305.3	7.6x	20.4x	31.8x	14.0x	11.2x
	Median			1,630.0	7.2x	9.4x	28.2x	14.0x	11.2x
Automation Group Investments Pty Ltd	NYSE:EMR	Emerson Electric Co.	United States	93,262.3	18.1x	19.6x	17.3x	17.7x	13.9x
	NYSE:LHX	L3Harris Technologies, Inc.	United States	74,576.4	16.1x	17.5x	16.6x	14.9x	15.5x
	NYSEAM:LGL	The LGL Group, Inc.	United States	65.6	12.5x	22.7x	0.7x	88.2x	55.1x
	Mean			55,968.1	15.5x	19.9x	11.6x	40.3x	28.2x
	Median			74,576.4	16.1x	19.6x	16.6x	17.7x	15.5x
Icon Metal Pty Ltd	NasdaqGS:APOG	Apogee Enterprises, Inc.	United States	1,615.2	13.9x	13.2x	10.5x	15.8x	9.5x
	Median			1,615.2	13.9x	13.2x	10.5x	15.8x	9.5x
East Coast Traffic Controllers Pty Ltd	NYSE:TBI	TrueBlue, Inc.	United States	1,012.6	8.1x	66.7x	7.6x	10.8x	7.8x
	NasdaqCM:HQL	HireQuest, Inc.	United States	297.2	23.5x	26.1x	17.8x	22.2x	11.8x
	Mean			654.9	15.8x	46.4x	12.7x	16.5x	9.8x
	Median			654.9	15.8x	46.4x	12.7x	16.5x	9.8x
Diversified Growth Management Pty Ltd	ASX: CNI	Centuria Capital Group	Australia	2,620.2	45.1x	23.4x	14.3x	17.0x	16.4x
	ASX: MAM	Microequities Asset Management Group Limited	Australia	72.4	14.0x	3.6x	4.1x	n/a	n/a
	Mean			1,346.3	29.6x	13.5x	9.2x	17.0x	16.4x
	Median			1,346.3	29.6x	13.5x	9.2x	17.0x	16.4x
TeamInvest Pty Ltd	ASX: CDM	Cadence Capital Limited	Australia	121.0	n/a	1.1x	n/a	n/a	n/a
	ASX: PFG	Prime Financial Group Limited	Australia	50.6	12.1x	8.5x	6.5x	n/a	n/a
	ASX:DVR	Diverger Limited	Australia	38.2	11.0x	8.0x	6.5x	12.7x	n/a
	Mean			69.9	11.6x	5.9x	6.5x	12.7x	n/a
	Median			50.6	11.6x	8.0x	6.5x	12.7x	n/a
Valuestream Investment Management Ltd	ASX:AMP	AMP Limited	Australia	30,140.5	85.5x	58.9x	449.3x	72.8x	122.0x
	NasdaqGS:DHIL	Diamond Hill Investment Group, Inc.	United States	732.1	8.7x	9.5x	5.9x	n/a	n/a
	Mean			15,436.3	47.1x	34.2x	227.6x	72.8x	122.0x
	Median			15,436.3	47.1x	34.2x	227.6x	72.8x	122.0x
Colour Capital Pty Ltd	NASDAQGM:FRG	Franchise Group, Inc.	United States	5,419.9	n/a	46.1x	11.3x	12.9x	8.7x
	Median			5,419.9	n/a	46.1x	11.3x	12.9x	8.7x
Multimedia Technology Pty Ltd	ASX:DDR	Dicker Data Limited	Australia	2,091.1	29.8x	24.4x	19.1x	19.7x	16.5x
	Nasdaq:WSTG	Wayside Technology Group, Inc.	United States	147.2	10.7x	12.2x	7.2x	n/a	n/a
	Mean			1,119.1	20.2x	18.3x	13.2x	19.7x	16.5x
	Median			1,119.1	20.2x	18.3x	13.2x	19.7x	16.5x
Teaminvest Private Insurance Services Pty Ltd	ASX:SDF	Steadfast Group Limited	Australia	5,930.0	27.0x	23.3x	19.3x	20.1x	16.2x
	ASX:AUB	AUB Group Limited	Australia	1,986.4	24.6x	21.3x	21.0x	9.2x	6.8x
	ASX:PSI	PSC Insurance Group Limited	Australia	1,898.8	40.9x	36.2x	23.2x	24.6x	21.1x
	Mean			3,271.7	30.8x	26.9x	21.2x	18.0x	14.7x
	Median			1,986.4	27.0x	23.3x	21.0x	20.1x	16.2x
Mean			10,545.2	21.2x	22.9x	35.9x	24.2x	22.9x	
Median			1,622.6	14.0x	20.4x	14.3x	17.1x	14.8x	

Source: Capital IQ at 2 September 2022, BDOCF analysis

* Note: FY refers to the most recent financial year end for each respective company

Company name	Business description
Wabash National Corporation	<p>Wabash National Corporation designs, manufactures, and distributes engineered solutions for the transportation, logistics, and distribution industries primarily in the United States. The company operates through two segments, Transportation Solutions and Parts & Services. The Transportation Solutions segment provides dry van and platform trailers; refrigerated trailers; converter dollies; van bodies for dry-freight transportation; cutaway van bodies for commercial applications; service bodies; insulated van bodies; stake bodies; refrigerated truck bodies; and used trailers, as well as laminated hardwood oak flooring products. This segment also offers stainless steel and aluminium tank trailers for the dairy, food and beverage, oil, gas, and chemical end markets; dry bulk trailers; and fiberglass reinforced poly tank trailers. The Parts & Services segment provides aftermarket parts and services; aluminium and steel flatbed bodies, shelving for package delivery, partitions, roof racks, hitches, liftgates, and thermal solutions; and door repair and replacement, collision repair, and basic maintenance services. This segment also offers stainless steel storage tanks and silos, mixers, and processors for the dairy, food and beverage, pharmaceutical, chemical, craft brewing, and biotech end markets; and composite products, including truck bodies, overhead doors, and other industrial application products. The company offers its products under the Wabash, DuraPlate, DuraPlateHD, DuraPlate AeroSkirt, and AeroSkirt CX brands, as well as EcoNex brand. It distributes its products directly, as well as through its retail operations and independent dealers to truckload common carriers, leasing companies, private fleet carriers, less-than-truckload common carriers, and package carriers. The company was founded in 1985 and is headquartered in Lafayette, Indiana.</p>
Oshkosh Corporation	<p>Oshkosh Corporation designs, manufactures, and markets specialty vehicles and vehicle bodies worldwide. The company's Access Equipment segment provides aerial work platforms and telehandlers for use in various construction, industrial, institutional, and general maintenance applications. This segment also offers rental fleet loans and leases, and floor plan and retail financing through third-party funding arrangements; towing and recovery equipment; carriers and wreckers; equipment installation services; and chassis and service parts sales. Its defence segment provides heavy, medium, and light tactical wheeled vehicles and related services for the department of defence. The company's Fire & Emergency segment offers custom and commercial firefighting vehicles and equipment; and commercial fire apparatus and emergency vehicles, such as pumpers, aerial platform, ladder and tiller trucks, tankers, rescue vehicles, wild land rough terrain response vehicles, mobile command and control centres, bomb squad vehicles, hazardous materials control vehicles, and other emergency response vehicles. This segment also provides aircraft rescue and firefighting, snow removal, and broadcast vehicles, as well as command trucks, and military simulator shelters and trailers. Its Commercial segment offers front-and rear-discharge concrete mixers for the concrete ready-mix industry; refuse collection vehicles and related components to commercial and municipal waste haulers; and field service vehicles and truck-mounted cranes for the construction, equipment dealer, building supply, utility, tire service, railroad, and mining industries. Oshkosh Corporation provides its products through direct sales representatives, dealers, and distributors. The company was formerly known as Oshkosh Truck Corporation and changed its name to Oshkosh Corporation in February 2008. Oshkosh Corporation was founded in 1917 and is headquartered in Oshkosh, Wisconsin.</p>
Miller Industries, Inc.	<p>Miller Industries, Inc., together with its subsidiaries, manufactures and sells towing and recovery equipment. The company offers wreckers that are used to recover and tow disabled vehicles and other equipment; and car carriers, which are specialized flatbed vehicles with hydraulic tilt mechanisms, which are used to transport new or disabled vehicles and other equipment. It also provides transport trailers for moving various vehicles for auto auctions, car dealerships, leasing companies, and other related applications. The company markets its products under the Century, Challenger, Holmes, Champion, Eagle, Titan, Jige, Boniface, Vulcan, and Chevron brands. Miller Industries, Inc. sells its products through independent distributors in the United States, Canada, Mexico, Europe, the Pacific Rim, the Middle East, South America, and Africa; and through prime contractors to governmental entities. The company was incorporated in 1990 and is based in Ooltewah, Tennessee.</p>
Emerson Electric Co.	<p>Emerson Electric Co., a technology and engineering company, provides various solutions for customers in industrial, commercial, and residential markets in the Americas, Asia, the Middle East, Africa, and Europe. The company operates through Automation Solutions, and Commercial & Residential Solutions segments. The Automation Solutions segment offers measurement and analytical instrumentation, industrial valves and equipment, and process control software and systems. It serves oil and gas, refining, chemicals, power generation, life sciences, food and beverage, automotive, pulp and paper, metals and mining, and municipal water supplies markets. The Commercial & Residential Solutions segment offers residential and commercial heating and air conditioning products, such as reciprocating and scroll compressors; system protector and flow control devices; standard, programmable, and Wi-Fi thermostats; monitoring equipment and electronic controls for gas and electric heating systems; gas valves for furnaces and water heaters; ignition systems for furnaces; sensors and thermistors for home appliances; and temperature sensors and controls. It also provides reciprocating, scroll, and screw compressors; precision flow controls; system diagnostics and controls; and environmental control systems. In addition, this segment offers air conditioning, refrigeration, and lighting control technologies, as well as facility design and product management, site commissioning, facility monitoring, and energy modelling services; tools for professionals and homeowners; and appliance solutions. Emerson Electric Co. was incorporated in 1890 and is headquartered in Saint Louis, Missouri.</p>

Company name	Business description
L3Harris Technologies, Inc.	L3Harris Technologies, Inc., an aerospace and defence technology company, provides mission-critical solutions for government and commercial customers worldwide. The company's Integrated Mission Systems segment provides multi-mission intelligence, surveillance, and reconnaissance (ISR) systems; and communication systems, as well as fleet management support, sensor development, modification, and periodic depot maintenance services for ISR and airborne missions. It also manufactures and integrates mission systems for maritime platforms, such as signals intelligence and multi-intelligence platforms; unmanned surface and undersea autonomous solutions; and power and ship control systems and other electronic and electrical products and systems. In addition, this segment offers advanced electro-optical and infrared solutions. Its Space and Airborne Systems segment offers space payloads, sensors, and full-mission solutions; classified intelligence and cyber defence solutions; mission avionics; and electronic warfare systems. The company's Communication Systems segment provides tactical communications; broadband secured mobile networked communication equipment, including airborne, space, and surface data link terminals, ground stations, and transportable tactical satellite communication (SATCOM) systems for use in manned aircraft, unmanned aerial vehicles, and naval ships; and helmet and weapon mounted integrated night vision systems. This segment also offers radios, systems applications, and equipment for critical public safety and professional communications; and SATCOM terminals and battlefield management networks. Its Aviation Systems segment offers defence aviation products; commercial pilot training; and mission networks solutions for air traffic management. The company was formerly known as Harris Corporation and changed its name to L3Harris Technologies, Inc. in June 2019. L3Harris Technologies, Inc. was founded in 1895 and is headquartered in Melbourne, Florida.
The LGL Group, Inc.	The LGL Group, Inc., together with its subsidiaries, engages in the design, manufacture, and marketing of frequency and spectrum control products in the United States and internationally. The company operates through two segments, Electronic Components and Electronic Instruments. The Electronic Components segment offers clock oscillators, VCXO, TCXO OCXO, and DOCXO devices; and radio frequency, microwave and millimetre wave filters, diplexers, and solid-state power amplifiers. It also provides filter devices, which includes crystal, ceramic, LC, tubular, combline, cavity, interdigital, and metal insert waveguide, as well as digital, analogue and mechanical tunable filters, switched filter arrays, and RF subsystems. This segment's products are used in infrastructure equipment for the telecommunications and network equipment industries; and electronic systems for applications in defence, aerospace, earth-orbiting satellites, down-hole drilling, medical devices, instrumentation, industrial devices, and global positioning systems. The Electronic Instruments segment designs and manufactures frequency and time reference standards, distribution amplifiers, redundancy auto switches, and NTP servers for timing and synchronization in various applications. Its products are used in computer networking, satellite ground stations, electric utilities, broadcasting, and telecommunication systems. The company was formerly known as Lynch Corporation and changed its name to The LGL Group, Inc. The LGL Group, Inc. was founded in 1917 and is based in Orlando, Florida.
Apogee Enterprises, Inc.	Apogee Enterprises, Inc. designs and develops glass and metal products and services in the United States, Canada, and Brazil. The company operates in four segments: Architectural Framing Systems, Architectural Glass, Architectural Services, and Large-Scale Optical Technologies (LSO). The Architectural Framing Systems segment designs, engineers, fabricates, and finishes the aluminium frames used in customized aluminium and glass window; curtain wall; storefront; and entrance systems, such as the outside skin and entrances of commercial, institutional, and multi-family residential buildings. The Architectural Glass segment fabricates coated and high-performance glass used in customized window and wall systems, including the outside skin of commercial, institutional, and multi-family residential buildings. The Architectural Services segment offers full-service installation of the walls of glass, windows, and other curtain wall products making up the outside skin of commercial and institutional buildings. The LSO segment manufactures value-added glass and acrylic products for framing and display applications. The company's products and services are primarily used in commercial buildings, such as office buildings, hotels, and retail centres; and institutional buildings comprising education facilities, health care facilities, and government buildings, as well as multi-family residential buildings. It markets its architectural products and services through direct sales force, independent sales representatives, and distributors to glazing subcontractors and general contractors; and value-added glass and acrylics through retail chains, picture-framing shops, and independent distributors to museums, galleries, and other customers. The company was incorporated in 1949 and is based in Minneapolis, Minnesota.
TrueBlue, Inc.	TrueBlue, Inc., together with its subsidiaries, provides specialized workforce solutions in the United States, Canada, and Puerto Rico. It operates through three segments: PeopleReady, PeopleManagement, and PeopleScout. The PeopleReady segment offers contingent staffing solutions for blue-collar, on-demand, and skilled labour in construction, manufacturing and logistics, warehousing and distribution, waste and recycling, energy, retail, hospitality, and general labour industries. The PeopleManagement segment provides contingent labour and outsourced industrial workforce solutions. This segment also offers on-site management and recruitment for the contingent industrial workforce of manufacturing, warehouse, and distribution facilities; and recruitment and management of contingent and dedicated commercial drivers to the transportation and distribution industries under the Staff Management, SIMOS Insourcing Solutions, and Centerline Drivers brands. The PeopleScout segment offers permanent employee recruitment process outsourcing services; and manages clients' contingent labour programs comprising vendor selection, performance management, compliance monitoring, and risk management. The company was formerly known as Labour Ready, Inc. and changed its name to TrueBlue, Inc. in December 2007. TrueBlue, Inc. was incorporated in 1985 and is headquartered in Tacoma, Washington.

Company name	Business description
HireQuest, Inc.	HireQuest, Inc. provides temporary staffing solutions in the United States. The company provides temporary staffing services, including skilled and semi-skilled labour and industrial personnel, clerical and administrative personnel, and construction personnel. As of December 31, 2021, the company had a network of approximately 216 franchisee-owned offices in 36 states and the District of Columbia. In addition, the company specializes in commercial drivers. It serves customers primarily in the construction, industrial/manufacturing, warehousing, hospitality, recycling/waste management, disaster recovery, logistics, auctioneering, construction, landscaping, and retail industries. The company was formerly known as Command Center, Inc. and changed its name to HireQuest, Inc. in September 2019. HireQuest, Inc. was founded in 2002 and is headquartered in Goose Creek, South Carolina.
Centuria Capital Group	Centuria Capital Group, an investment manager, markets and manages investment products primarily in Australia. It operates through Property Funds Management, Co- Investments, Developments, Property and Development Finance, Investment Bonds Management, and Corporate segments. The Property Funds Management segment manages listed and unlisted property funds. The Co-Investments segment holds interest in property funds, properties held for sale, and other liquid investments. The Developments segment engages in the management of development project and structured property developments for the commercial office, industrial, and health through residential mixed use. The Property and Development Finance segment provide real estate secured non-bank finance for land sub-division, bridging finance, development projects, and residual stock. The Investment Bonds Management segment manages benefit funds, which include a range of financial products, such as single and multi-premium investments. The Corporate segment manages reverse mortgage lending portfolio. The company was incorporated in 2000 and is headquartered in Sydney, Australia.
Microequities Asset Management Group Limited	Microequities Asset Management Group Limited provides investment funds management services to high net worth and wholesale investors. The company was formerly known as Microequities Ltd. Microequities Asset Management Group Limited was incorporated in 2004 and is based in Sydney, Australia.
Cadence Capital Limited	Cadence Capital Limited is a close ended equity mutual fund launched and managed by Cadence Asset Management. The fund invests in the public equity markets of Australia. It seeks to invest in stocks of companies operating across diversified sectors. The fund seeks to invest in the stocks listed on Australian Securities Exchange. It benchmarks the performance of its portfolio against the All Ordinaries Accumulation Index and the Small Ordinaries Accumulation Index. Cadence Capital Limited was formed in October 2005 and is domiciled in Australia.
Prime Financial Group Limited	Prime Financial Group Limited provides wealth management, self-managed superannuation fund (SMSF), accounting and business, capital, and corporate advisory services in Australia. The company offers accounting and business advisory services, such as accounting and tax compliance, business growth advisory and strategy, monitoring, outsourced CFO and accounting, grants and R&D tax incentives, and innovation and commercialization advice; and capital and corporate advisory services comprising merger and acquisition transactions, capital raising, and other capital and corporate development. It also provides wealth management services, including financial and retirement planning, superannuation advice, investment advice, life insurance, SMSF, and administration and compliance services; and wealth management and protection plus SMSF services. The company was incorporated in 1965 and is headquartered in Southbank, Australia.
Diverger Limited	Easton Investments Limited is a publicly owned investment manager. It invests in funds which invest in the public equity markets across the globe with a focus on Australia. It also invests in property securities and hedge funds. It was formerly known as Equities and Freeholds Limited. Easton Investments Limited was formed on August 2, 2005 and is based in Sydney, Australia.
AMP Limited	AMP Limited operates as a wealth management company in Australia and internationally. It operates through Australian wealth management (AWM), AMP Bank, AMP Capital, and New Zealand wealth management segments. The AWM segment provides advice, retirement income, and managed investments products, as well as offers superannuation, retirement, and investment solutions; wealth management solutions for retail and corporate; and financial advice and equity investments services. The AMP Bank segment provides residential mortgages, deposits, and transaction banking; and focuses on investing in technology. The AMP Capital segment offers real estate, equities, fixed interest, diversified, multi-manager, and multi-asset funds. The New Zealand wealth management segment provides wealth management solutions, such as KiwiSaver, corporate superannuation, retail investments, and operates wrap investment management platform. AMP Limited was founded in 1849 and is based in Sydney, Australia.
Diamond Hill Investment Group, Inc.	Diamond Hill Investment Group, Inc., through its subsidiary, Diamond Hill Capital Management, Inc., provides investment advisory and fund administration services in the United States. It sponsors, distributes, and offers investment advisory and related services to its clients through pooled investment vehicles, including the Diamond Hill Funds, separately managed accounts, and model delivery programs. The company also provides fund administration services, including portfolio and regulatory compliance, treasury and financial oversight, and general business management and governance of the mutual fund complex, as well as oversight of back-office service providers, such as the custodian, fund accountant, and transfer agent. The company was founded in 1990 and is based in Columbus, Ohio.

Company name	Business description
Franchise Group, Inc.	Franchise Group, Inc. owns and operates franchised and franchisable businesses. It operates through six segments: Vitamin Shoppe, Pet Supplies Plus, Badcock, American Freight, Buddy's, and Sylvan. The Vitamin Shoppe segment operates as an omnichannel specialty retailer of vitamins, minerals, herbs, specialty supplements, sports nutrition, and other health and wellness products under the BodyTech, True Athlete, plnt, The Vitamin Shoppe, ProBioCare, Fitfactor Weight Management System, and Vthrive The Vitamin Shoppe brands. The Pet Supplies Plus segment operates as an omnichannel retail chain and franchisor of pet supplies and services that includes premium brands, proprietary private labels, and specialty products, as well as offers grooming, pet wash, and other services. The Badcock segment operates as a specialty retailer of furniture, appliances, bedding, electronics, home office equipment, accessories, and seasonal items in a showroom format; and offers multiple and flexible payment solutions and credit options through its consumer financing services. The American Freight segment operates a retail chain that provides in-store and online access to furniture, mattresses, new and out-of-box home appliances, and home accessories; and serves as a liquidation channel for appliance vendors. The Buddy's segment operates as a specialty retailer of consumer electronic, residential furniture, appliances, and household accessories through rent-to-own agreements. The Sylvan segment establishes and grows as a franchisor of supplemental education for Pre-K-12 students and families in the United States and Canada. The company was formerly known as Liberty Tax, Inc., and changed its name to Franchise Group, Inc. in September 2019. Franchise Group, Inc. was incorporated in 2010 and is headquartered in Delaware, Ohio.
Dicker Data Limited	Dicker Data Limited engages in the wholesale distribution of computer hardware, software, and related products in Australia and New Zealand. It sells its products to approximately 8,200 resellers partners. The company was formerly known as Rodin Corporation Pty Limited. Dicker Data Limited was incorporated in 1972 and is headquartered in Kurnell, Australia.
Wayside Technology Group, Inc.	Wayside Technology Group, Inc. operates as a value-added information technology (IT) distribution and solutions company in the United States, Canada, Europe, the United Kingdom, and internationally. It operates in two segments, Distribution and Solutions. The company distributes technical software and hardware to corporate and value-added resellers, consultants, and systems integrators under the names Climb Channel Solutions and Sigma Software Distribution; and software, hardware, and services under the names TechXtend and Grey Matter. It also resells computer software and hardware developed by others, as well as provides technical services to end user customers. In addition, the company offers a line of products from various software vendors; and tools for virtualization/cloud computing, security, networking, storage and infrastructure management, application lifecycle management, and other technically sophisticated domains, as well as computer hardware. Wayside Technology Group, Inc. markets its products through its own web sites, local and on-line seminars, events, webinars, and social media, as well as direct email and printed materials. It provides IT distribution and solutions for companies in the security, data management, cloud, connectivity, storage and HCI, virtualization, and software and ALM industries. The company was formerly known as Programmer's Paradise, Inc. and changed its name to Wayside Technology Group, Inc. in August 2006. Wayside Technology Group, Inc. was incorporated in 1982 and is headquartered in Eatontown, New Jersey.
Steadfast Group Limited	Steadfast Group Limited provides general insurance brokerage services Australasia, Asia, and Europe. It also provides insurance underwriting services and related services. The company offers business insurance products, such as aviation, business pack, business interruption, contract works, corporate travel, cyber, events, farm, marine, management liability, product liability, professional indemnity, public liability, trade credit, and workers' compensation insurance. It also provides personal insurance products, including home and contents, landlord, life, motor, and strata insurance. The company operates a network of 427 general insurance brokers and 28 underwriting agencies. Steadfast Group Limited was incorporated in 1996 and is based in Sydney, Australia.
AUB Group Limited	AUB Group Limited engages in the insurance broking and underwriting businesses in Australia and New Zealand. The company provides insurance broking and advisory services primarily to SME clients; distributes ancillary products; and designs, distributes, and manages insurance products on behalf of licensed insurance companies. It also offers support services, such as loss adjustment, investigations, claims management, and claim legal support services; and automated quoting and binding, white-labelling, and technological support services, as well as ExpressCover; and BizCover, a digital SME insurance platform with multi-channel presence and insurance offerings. The company was formerly known as Austbrokers Holdings Limited and changed its name to AUB Group Limited in November 2015. AUB Group Limited was incorporated in 1885 and is headquartered in North Sydney, Australia.
PSC Insurance Group Limited	PSC Insurance Group Limited provides diversified insurance services in Australia, the United Kingdom, Hong Kong, and New Zealand. The company operates through four segments: Distribution, Agency, United Kingdom, and Group. The company provides commercial and life insurance broking, as well as workers compensation consulting services. It also offers underwriting services in the construction, and plant and equipment industries; hospitality, accommodation, equipment hire, and professional risks industries and classes; and medical and healthcare industries, as well as operates an online travel insurance business under the Travel Insuranz and Insure4Less brands. In addition, it underwrites property and liability insurance; and offers reinsurance. PSC Insurance Group Limited was incorporated in 2010 and is based in East Melbourne, Australia.

Source: Capital IQ

Australian small cap industrials company research

Ticker	Company Name	Country	Enterprise value AUDm	EV/ EBIT FY-2	EV/ EBIT FY-1	EV/EBIT FY*	EV/ EBIT FY+1	EV/ EBIT FY+2
ASX:MGH	MAAS Group Holdings Limited	Australia	1,455.9	48.5	29.8	20.2	14.7	8.8
ASX:JLG	Johns Lyng Group Limited	Australia	1,762.0	51.5	39.3	24.4	24.7	18.6
ASX:MND	Monadelphous Group Limited	Australia	1,136.9	18.5	16.0	14.1	13.9	11.4
ASX:NWH	NRW Holdings Limited	Australia	1,176.1	8.1	12.1	7.0	6.1	5.6
ASX:SSM	Service Stream Limited	Australia	581.2	7.0	11.4	58.9	12.7	10.5
ASX:GWA	GWA Group Limited	Australia	715.0	9.3	10.1	8.7	8.8	8.2
ASX:EHL	Emeco Holdings Limited	Australia	710.3	5.0	5.6	5.4	5.3	4.8
ASX:SSM	Service Stream Limited	Australia	581.2	7.0	11.4	58.9	12.7	10.5
ASX:LYL	Lycopodium Limited	Australia	177.9	9.5	5.3	5.7	9.4	n/a
ASX:GNP	GenusPlus Group Limited	Australia	158.4	14.2	6.7	7.1	5.3	n/a
ASX:SXE	Southern Cross Electrical Engineering Limited	Australia	146.4	10.7	9.8	4.9	n/a	4.6
ASX:ACF	Acrow Formwork and Construction Services Limited	Australia	195.0	23.1	28.3	9.2	7.7	5.6
ASX:CYG	Coventry Group Ltd	Australia	203.4	32.6	14.4	13.2	10.9	8.9
ASX:SND	Saunders International Limited	Australia	81.7	40.2	10.0	8.9	8.9	5.7
ASX:DUR	Duratec Limited	Australia	55.2	2.2	3.3	3.9	n/a	n/a
ASX:RFT	Rectifier Technologies Limited	Australia	55.1	14.7	73.7	57.0	n/a	n/a
ASX:AJL	AJ Lucas Group Limited	Australia	226.2	18.2	15.4	18.7	28.2	n/a
ASX:ECL	Excelsior Capital Limited	Australia	45.8	8.5	5.6	3.8	7.7	n/a
ASX:DDB	Dynamic Group Holdings Limited	Australia	57.1	64.4	27.5	12.3	n/a	n/a
ASX:VBC	Verbrec Limited	Australia	28.6	5.4	n/a	n/a	n/a	n/a
ASX:BMH	Baumart Holdings Limited	Australia	18.2	n/a	n/a	n/a	n/a	n/a
ASX:EVZ	EVZ Limited	Australia	16.9	n/a	31.3	10.9	n/a	n/a
ASX:SGI	Stealth Global Holdings Limited	Australia	31.5	71.4	9.2	9.3	14.9	n/a
Average			418.1	22.4x	17.9x	17.3x	12.0x	8.6x
Median			177.9	14.2x	11.4x	9.3x	10.2x	8.5x

Source: Capital IQ at 2 September 2022, BDOCF analysis

* Note: FY refers to the most recent financial year end for each respective company

Company name	Business description
MAAS Group Holdings Limited	MAAS Group Holdings Limited, together with subsidiaries, provides construction materials, equipment, and services for civil, infrastructure, and mining sectors in Australia and internationally.
Johns Lyng Group Limited	Johns Lyng Group Limited provides integrated building services in Australia and internationally.
Monadelphous Group Limited	Monadelphous Group Limited, an engineering group, provides construction, maintenance, and industrial services to resources, energy, and infrastructure industries in Australia, New Zealand, Chile, Mongolia, and internationally.
NRW Holdings Limited	NRW Holdings Limited, through its subsidiaries, provides diversified contract services to the resources and infrastructure sectors in Australia.
Service Stream Limited	Service Stream Limited designs, builds, installs, and maintenance of networks in Australia.
GWA Group Limited	GWA Group Limited researches, designs, manufactures, imports, and markets building fixtures and fittings to residential and commercial premises in Australia, New Zealand, and internationally.
Emeco Holdings Limited	Emeco Holdings Limited provides heavy earthmoving equipment and mining service solutions in Australia.
Service Stream Limited	Service Stream Limited designs, builds, installs, and maintenance of networks in Australia.
Lycopodium Limited	Lycopodium Limited provides engineering and project delivery services in the resources, infrastructure, and industrial processes sectors.

Company name	Business description
GenusPlus Group Limited	GenusPlus Group Limited engages in the installation, construction, and maintenance of power and communication systems in Australia.
Southern Cross Electrical Engineering Limited	Southern Cross Electrical Engineering Limited provides electrical, instrumentation, communication, and maintenance services in Australia.
Acrow Formwork and Construction Services Limited	Acrow Formwork and Construction Services Limited operates as a formwork and scaffolding company in Australia.
Coventry Group Ltd	Coventry Group Ltd primarily distributes industrial products in Australia and New Zealand.
Saunders International Limited	Saunders International Limited engages in the design, fabrication, construction, and maintenance of bulk liquid storage facilities, tanks, and road and rail bridges in Australia.
Duratec Limited	Duratec Limited engages in the provision of assessment, protection, remediation, and refurbishment services to a range of assets, primarily steel and concrete infrastructure in Australia.
Rectifier Technologies Limited	Rectifier Technologies Limited, together with its subsidiaries, designs and manufactures power rectifiers in Australia, Asia, North America, South America, Europe, and Oceania.
AJ Lucas Group Limited	AJ Lucas Group Limited, together with its subsidiaries, provides drilling services in Australia.
Excelsior Capital Limited	Excelsior Capital Limited manufactures and distributes electrical cables, connectors, and related components in Australia.
Dynamic Group Holdings Limited	Dynamic Group Holdings Limited provides drilling and blasting services for mining and construction sectors in Western Australia.
Verbrec Limited	Verbrec Limited primarily provides engineering, training, and infrastructure services to mining, energy, and infrastructure industries.
Baumart Holdings Limited	Baumart Holdings Limited, together with its subsidiaries, procures, supplies, and installs building products and materials for the residential and commercial construction markets in Australia.
EVZ Limited	EVZ Limited operates in the engineering and energy services sectors in Australia and Asia.
Stealth Global Holdings Limited	Stealth Global Holdings Limited operates as an industrial distribution company in Australia and internationally.

Source: Capital IQ

APPENDIX 4: VALUATION METHODS - BUSINESSES AND ASSETS

In conducting our assessment of the fair market value of TIP and the Target Companies, the following commonly used business valuation methods have been considered:

Discounted Cash Flow Method

The discounted cash flow (DCF) method is based on the premise that the value of a business or any asset is represented by the present value of its future cash flows. It requires two essential elements:

- ▶ the forecast of future cash flows of the business asset for a number of years (usually five to 10 years); and
- ▶ the discount rate that reflects the riskiness of those cash flows used to discount the forecast cash flows back to net present value (NPV).

DCF is appropriate where:

- ▶ the businesses' earnings are capable of being forecast for a reasonable period (preferably 5 to 10 years) with reasonable accuracy;
- ▶ earnings or cash flows are expected to fluctuate significantly from year to year;
- ▶ the business or asset has a finite life;
- ▶ the business is in a 'start up' or in early stages of development;
- ▶ the business has irregular capital expenditure requirements;
- ▶ the business involves infrastructure projects with major capital expenditure requirements; or
- ▶ the business is currently making losses but is expected to recover.

Capitalisation of Earnings Method

This method involves the capitalisation of normalised earnings by an appropriate multiple. Normalised earnings are the assessed sustainable profits that can be derived by the target's business and exclude any one-off profits or losses. An appropriate earnings multiple is assessed by reference to market evidence as to the earnings multiples of comparable companies.

This method is suitable for the valuation of businesses with indefinite trading lives and where earnings are relatively stable or a reliable trend in earnings is evident.

Net Asset Value Methods

Asset based valuations involve the determination of the fair market value of a business based on the net realisable value of the assets used in the business.

Valuation of net realisable assets involves:

- ▶ separating the business or entity into components which can be readily sold, such as individual business securities or collection of individual items of plant and equipment and other net assets; and
- ▶ ascribing a value to each based on the net amount that could be obtained for this asset if sold.

The net realisable value of the assets can be determined on the basis of:

- ▶ orderly realisation (NRV): this method estimates fair market value by determining the net assets of the underlying business including an allowance for the reasonable costs of carrying out the sale of assets, taxation charges and the time value of money assuming the business is wound up in an orderly manner. This is not a valuation on the basis of a forced sale where the assets might be sold at values materially different from their fair market value;
- ▶ liquidation: this is a valuation on the basis of a forced sale where the assets might be sold at values materially different from their fair market value; or
- ▶ continuing operations (NAV): this is a valuation of the net assets on the basis that the operations of the business will continue. It estimates the market value of the net assets but does not take into account any realisation costs. This method is often considered appropriate for the valuation of an investment or property holding entity. Adjustments may need to be made to the book value of assets and liabilities to reflect their value based on the continuation of operations.

The net realisable value of a trading entity's assets will generally provide the lowest possible value for the business. The difference between the value of the entity's identifiable net assets (including identifiable intangibles) and the value obtained by capitalising earnings is attributable to goodwill.

The net realisable value of assets is relevant where an entity is making sustained losses or profits but at a level less than the required rate of return, where it is close to liquidation, where it is a holding entity, or where all its assets are liquid. It is also relevant to businesses which are being segmented and divested and to value assets that are surplus to the core operating business. The net realisable assets methodology is also used as a check for the value derived using other methods.

These approaches ignore the possibility that the entity's value could exceed the realisable value of its assets.

Quoted Market Prices

The price that an entity's security trades on an exchange can be an appropriate basis for valuation where:

- ▶ the security trades in an efficient market place where 'willing' buyers and sellers readily trade the entity's security; and
- ▶ the market for the entity's security is active and liquid.

Recent Capital Transactions

The price of a recent capital raise can be used as a reliable indicator of value where:

- ▶ the equity was issued at 'arm's length' meaning included a willing buyer under no compulsion to buy and a willing seller under no compulsion to sell, each having knowledge of the relevant facts
- ▶ the equity was issued to new investors
- ▶ the transaction occurred no longer than 6 to 12 months prior to the valuation date.

Other Valuation Considerations

Future events

The business of TIP and the Target Companies to be considered in this valuation is that which exists as at the current date.

Other growth potentials, which may result from new activities, business initiatives, acquisitions and the like (which are not capable of estimation), are not within the scope of this valuation.

APPENDIX 5: TYPES OF VALUATION ENGAGEMENTS UNDER APES 225

- ▶ Valuation Engagement means an Engagement or Assignment to perform a Valuation and provide a Valuation Report where the Member is free to employ the Valuation Approaches, Valuation Methods, and Valuation Procedures that a reasonable and informed third party would perform taking into consideration all the specific facts and circumstances of the Engagement or Assignment available to the Member at that time. Where a Member has entered into a Valuation Engagement but during the course of performing the Valuation Engagement the Member becomes aware of a limitation or restriction that, if it had been known at the time the Engagement or Assignment was entered into, would have made the Engagement or Assignment a Limited Scope Valuation Engagement, then the Valuation Engagement will become a Limited Scope Valuation Engagement.
- ▶ Limited Scope Valuation Engagement means an Engagement or Assignment to perform a Valuation and provide a Valuation Report where the scope of work is limited or restricted. The scope of work is limited or restricted where the Member is not free, as the Member would be but for the limitation or restriction, to employ the Valuation Approaches, Valuation Methods and Valuation Procedures that a reasonable and informed third party would perform taking into consideration all the specific facts and circumstances of the Engagement or Assignment available to the Member at that time, and it is reasonable to expect that the effect of the limitation or restriction on the estimate of value is material. A limitation or restriction may be imposed by the Client or Employer or it may arise from other sources or circumstances. A limitation or restriction may be present and known at the outset of the Engagement or Assignment or may arise or become known during the course of a Valuation Engagement. A Limited Scope Valuation Engagement may also be referred to as a “restricted-scope valuation engagement” or an “indicative valuation engagement”.
- ▶ Calculation Engagement means an Engagement or Assignment to perform a Valuation and provide a Valuation Report where the Member and the Client or Employer agree on the Valuation Approaches, Valuation Methods and Valuation Procedures the Member will employ. A Calculation Engagement generally does not include all of the Valuation Procedures required for a Valuation Engagement or a Limited Scope Valuation Engagement.



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www.investorcentre.com/contact



TIP

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **2:00pm (Sydney time)** on **Wednesday, 23 November 2022**.

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 IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at 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: I999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to 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.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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.



I 9999999999

I ND

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 Annual General Meeting of Teaminvest Private Group Limited to be held at Macquarie Graduate School of Management, CBD Campus, Level 24, 123 Pitt Street, Sydney NSW 2000 on Friday, 25 November 2022 at 2:00pm (Sydney time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 2 (except where I/we have indicated a different voting intention in step 2) even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 2 by marking the appropriate box in step 2.

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
2 Adoption of remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Ian Kadish as Non-executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of issue of Consideration Shares to Electronic Marketing Pty Ltd ATF Colfam Trust (an entity controlled by Howard Coleman) and Passlow Super Pty Ltd ATF Passlow Superannuation Fund (an entity controlled by Regan Passlow) for the purposes of ASX Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of issue of Consideration Shares to Electronic Marketing Pty Ltd ATF Colfam Trust (an entity controlled by Howard Coleman) and Passlow Super Pty Ltd ATF Passlow Superannuation Fund (an entity controlled by Regan Passlow) for the purposes of ASX Listing Rule 10.11 and Chapter 2E of the Corporations Act	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /
Date

Update your communication details (Optional)

Mobile Number

Email Address

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

TIP

2 9 3 2 4 3 A



Computershare

