



4 January 2023

Target's statement published
ICS Directors recommend shareholders reject DWY takeover bid

ICS Global Limited (ASX:ICS) (**ICS**) refers to its ASX announcements dated 12 December 2022 and 22 December 2022 relating to the off-market takeover bid by DWY (No. 1) Pty Limited (**DWY**) to acquire all of the shares in ICS (**Takeover Bid**).

As required by item 14 of section 633(1) of the *Corporations Act 2001* (Cth), attached is a copy of ICS's target's statement in relation to the Takeover Bid.

The ICS Directors unanimously recommend that ICS shareholders REJECT the offer from DWY under the Takeover Bid. To REJECT the offer under the Takeover Bid, simply TAKE NO ACTION in relation to the offer.

This announcement is authorised to be given to the ASX by the Board of ICS.

Yours sincerely,

For further information, please contact:

Company

James Canning-Ure

Company Secretary

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E: info@icsglobal.com.au

This is an important document and requires your immediate attention.
If you are in any doubt about how to deal with this document, you should contact your broker, financial adviser or legal adviser immediately.



ICSGlobal Limited

(ABN 72 073 695 584)

Target's Statement

This Target's Statement has been issued in response to the off-market takeover bid made by DWY (No. 1) Pty Ltd (a wholly owned subsidiary of Dawney & Co Limited) for all the ordinary shares in ICSGlobal Limited.

THE ICS BOARD UNANIMOUSLY RECOMMENDS THAT YOU

REJECT

THE OFFER AS IT MATERIALLY UNDERVALUES YOUR ICS SHARES.

TAKE NO ACTION

Important notices

Nature of this document

This document is a Target's Statement issued by ICSGlobal Limited (**ICS**) under Part 6.5 Division 3 of the Corporations Act in response to the off-market takeover bid made by DWY (No. 1) Pty Ltd (**DWY**), a wholly-owned subsidiary of Dawney & Co Limited (**Dawney**), for all the ICS Shares.

A copy of this Target's Statement was lodged with ASIC and given to ASX on 4 January 2023. Neither ASIC nor ASX nor any of their respective officers take any responsibility for the content of this Target's Statement.

Key dates

Date of Offer	4 January 2023
Date of this Target's Statement	4 January 2023
Close of Offer Period (unless extended or withdrawn)	7:00pm (Sydney time) on 6 February 2023

ICS Shareholder email address

ICS has a shareholder information email address which ICS Shareholders may contact if they have any queries in relation to the Offer. If you have any questions about the information contained in this Target's Statement, please email the shareholder information email address at info@icsglobal.com.au.

Defined terms

A number of defined terms are used in this Target's Statement. These terms are explained in section 11.1. In addition, unless the contrary intention appears or the context requires otherwise, words and phrases used in the Corporations Act have the same meaning and interpretation as in the Corporations Act.

No account of personal circumstances

This Target's Statement does not take into account your individual objectives, financial situation or particular needs. It does not contain personal advice. Your directors encourage you to seek independent financial and taxation advice before making a decision as to whether or not to accept the Offer.

Disclaimer as to forward looking statements

Some of the statements appearing in this Target's Statement may be in the nature of forward looking statements. You should be aware that such statements are only predictions and are subject to inherent risks and uncertainties. Those risks and uncertainties include factors and risks specific to the industry in which ICS operates as well as general economic conditions, prevailing exchange rates and interest rates and conditions in the financial markets. Actual events or results may differ materially from the events or results expressed or implied in any forward looking statement. None of ICS, the officers and employees of ICS, any persons named in this Target's Statement with their consent or any person involved in the preparation of this Target's Statement, makes any representation or warranty (express or implied) as to the accuracy or likelihood of fulfilment of any forward looking statement, or any events or results expressed or implied in any forward looking statement, except to the extent required

by law. You are cautioned not to place undue reliance on any forward looking statement. The forward looking statements in this Target's Statement reflect views held only as at the date of this Target's Statement.

Disclaimer as to information

The information on DWY, Dawney and the Dawney Group in this Target's Statement has been prepared by ICS using publicly available information. The information in the Target's Statement concerning DWY, Dawney and the Dawney Group, and the companies' assets and liabilities, financial position and performance, profits and losses and prospects, has not been independently verified by ICS. Accordingly, ICS does not, subject to the Corporations Act, make any representation or warranty, express or implied, as to the accuracy or completeness of such information.

Foreign jurisdictions

The release, publication or distribution of this Target's Statement in jurisdictions other than Australia may be restricted by law or regulation in such other jurisdictions and persons who come into possession of it should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable laws or regulations. This Target's Statement has been prepared in accordance with Australian law and the information contained in this Target's Statement may not be the same as that which would have been disclosed if this Target's Statement had been prepared in accordance with the laws and regulations outside Australia.

Maps and diagrams

Any diagrams, charts, maps, graphs and tables appearing in this Target's Statement are illustrative only and may not be drawn to scale. Unless stated otherwise, all data contained in diagrams, charts, maps, graphs and tables is based on information available at the date of this Target's Statement.

Privacy

ICS has collected your information from the ICS register of shareholders and option holders for the purpose of providing you with this Target's Statement. The type of information ICS has collected about you includes your name, contact details and information on your shareholding or option holding (as applicable) in ICS. Without this information, ICS would be hindered in its ability to issue this Target's Statement. The Corporations Act requires the name and address of shareholders and option holders to be held in a public register. Your information may be disclosed on a confidential basis to ICS' related bodies corporate and external service providers (such as the ICS Share Registry and print and mail service providers) and may be required to be disclosed to regulators such as ASIC. If you would like details of information about you held by ICS, please contact the ICS Share Registry at the address shown in the corporate directory at the back of this document. ICS' privacy policy is available at www.icsglobal.com.au/corporate-governance. The registered address of ICS is Suite 3.03, 20 Bond Street, Sydney NSW 2000.

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Letter from the Chairman of the ICS Board

4 January 2023

Dear ICS Shareholders

REJECT the Offer for your ICS Shares by taking NO ACTION

You may have recently received, or may soon receive, a Bidder's Statement from DWY (No. 1) Pty Ltd (**DWY**), a wholly owned subsidiary of Dawney & Co Limited (**Dawney**), outlining an unsolicited highly conditional off-market takeover bid to acquire all of the issued shares in ICS for \$0.20 cash per ICS Share (the **Offer**). This Target's Statement sets out the formal response of the ICS Board to the Offer.

The ICS Board has carefully considered the Offer and believes that the Offer materially undervalues your ICS Shares.

The ICS Board unanimously recommends that you REJECT the Offer. To REJECT the Offer, you should take NO ACTION in respect of the Offer.

The reasons why the ICS Board unanimously recommends you **REJECT** the Offer are summarised below:

- the Offer does not represent a fair price for your ICS Shares. ICS is currently a non-operating entity and a "cash box". As at the Last Practicable Date, ICS had approximately \$3.35 million of cash, which translates to approximately \$0.32 per ICS Share. The Offer to acquire your ICS Shares is only \$0.20 per ICS Share, which equates to a total value of only approximately \$2.12 million for ICS;¹
- the Offer is opportunistic and appears to be timed to take advantage of the current suspension from quotation of ICS Shares, during which time ICS Shareholders are not able to sell their ICS Shares on the ASX;
- ICS is working on potential opportunities to maximise value to ICS Shareholders. If an opportunity proves to be attractive for ICS Shareholders and satisfies due diligence, the ICS Board will put the selected opportunity to ICS Shareholders for consideration. As part of this process, if appropriate, the ICS Board intends to liaise with the ASX to seek to reinstate the quotation of the ICS Shares in accordance with the ASX Listing Rules before the expiry of the relevant suspension period;²

¹ Calculated based on the Offer Consideration of \$0.20 cash per ICS Share where, as at the date of this Target's Statement, there are 10,604,019 ICS Shares on issue.

² See section 5.3 for further details.

- the Offer is highly conditional and may not complete;³ and
- DWY does not articulate a clear strategy for ICS. Section 6.2 of the Bidder's Statement states that DWY's nominees will look to conduct a "review" of ICS' operations "covering current strategy, financials and operating matters". DWY has also stated that it will seek to "evaluate ICSGlobal's current position in order to ascertain its potential and develop a strategy forward" and indicated that this may include, but is not limited to, the "redistribution of capital" or "expanding ICSGlobal's investment mandate for redeployment of capital". No further detail has been provided and no real detail has been provided on DWY's intentions for ICS' holding of cash.

The ICS Board believes these are compelling reasons why you should **REJECT** the Offer and **TAKE NO ACTION** in relation to the Offer, the Bidder's Statement and any other documents sent to you by DWY or Dawney.

ICS' core focus is to maximise value to all ICS Shareholders. We believe that any proposal to acquire control of ICS should be for a fair price, which the Offer plainly is not.

You are encouraged to read this Target's Statement in full and to consider the Offer having regard to your personal circumstances. You should also seek any independent financial, legal, taxation or other professional advice that you require prior to deciding what action you should take in respect of the Offer.

We will continue to keep you informed of all material developments in relation to the Offer.

If you have any questions about the information contained in this Target's Statement, please contact the shareholder information email address at info@icsglobal.com.au.

Further information relating to the Offer can also be obtained from the Investor Centre section of the ICS website (www.icsglobal.com.au).

On behalf of the ICS Board, I would like to take this opportunity to thank you for your support of ICS.

Yours sincerely



Kevin Barry
Chairman

³ Full details of the conditions to the Offer are set out in section 6.3.

1 Why you should REJECT the Offer

1.1 Overview

The ICS Board believes the Offer materially undervalues your ICS Shares and recommends that you REJECT the Offer for the reasons summarised below.

1.2 The Offer does not represent a fair price for your ICS Shares

ICS is currently a non-operating entity and a “cash box”. As at the Last Practicable Date, ICS had approximately \$3.35 million of cash, which translates to approximately \$0.32 per ICS Share. The Offer to acquire your ICS Shares is only \$0.20 per ICS Share, which equates to a total value of only approximately \$2.12 million for ICS.⁴

1.3 The Offer is opportunistic

The Offer is opportunistic and appears to be timed to take advantage of the current suspension from quotation of ICS Shares, during which time ICS Shareholders are not able to sell their ICS Shares on the ASX.

Further details about the suspension from quotation of ICS Shares is set out in sections 5.1 and 7.3(c).

1.4 Other opportunities

ICS is working on potential opportunities to maximise value to ICS Shareholders. If an opportunity proves to be attractive for ICS Shareholders and satisfies due diligence, the ICS Board will put the selected opportunity to ICS Shareholders for consideration. As part of this process, if appropriate, the ICS Board intends to liaise with the ASX to seek to reinstate the quotation of the ICS Shares in accordance with the ASX Listing Rules before the expiry of the relevant suspension period. See section 5.3 for further details.

1.5 The Offer is highly conditional and may not complete

The Offer is subject to a number of conditions, being:

- a 50.1% minimum acceptance condition;
- all necessary regulatory approvals being obtained and remaining in force;
- a no material adverse change condition;
- a no Prescribed Occurrences condition;
- ICS not making, determining as payable or declaring any distribution; and
- there being no material acquisitions, disposals or new commitments by ICS (subject to certain exceptions and parameters).⁵

1.6 The Offer contains no clear strategy for ICS

DWY does not articulate a clear strategy for ICS. Section 6.2 of the Bidder's Statement states that DWY's nominees will look to conduct a “review” of ICS' operations “covering

⁴ Calculated based on the Offer Consideration of \$0.20 cash per ICS Share where, as at the date of this Target's Statement, there are 10,604,019 ICS Shares on issue.

⁵ Full details of the conditions to the Offer are set out in section 6.3.

current strategy, financials and operating matters". DWY has also stated that it will seek to "evaluate ICSGlobal's current position in order to ascertain its potential and develop a strategy forward" and indicated that this may include, but is not limited to, the "redistribution of capital" or "expanding ICSGlobal's investment mandate for redeployment of capital". No further detail has been provided and no real detail has been provided on DWY's intentions for ICS' holding of cash.

2 Frequently asked questions

This section answers some commonly asked questions about the Offer. It is not intended to address all relevant issues for ICS Shareholders. This section should be read together with all other parts of this Target's Statement.

Question	Answer
What is Offer for my ICS Shares?	<p>DWY is offering \$0.20 in cash for each ICS Share held by you.</p> <p>The full terms of the Offer are contained in section 7 of the Bidder's Statement.</p>
What are the conditions to the Offer?	<p>In summary, the conditions to the Offer are:</p> <ul style="list-style-type: none">• a 50.1% minimum acceptance condition;• all necessary regulatory approvals being obtained and remaining in force;• a no material adverse change condition;• a no Prescribed Occurrences condition;• ICS not making, determining as payable or declaring any distribution; and• there being no material acquisitions, disposals or new commitments by ICS (subject to certain exceptions and parameters). <p>See section 6.3 for further details.</p>
What happens if the conditions of the Offer are not fulfilled or waived?	<p>If the conditions are not fulfilled or waived before the Offer closes, the Offer will lapse. You would then be free to deal with ICS Shares even if you had accepted the Offer.</p>
Who is DWY?	<p>DWY is a wholly owned subsidiary of Dawney & Co Ltd (Dawney). Dawney is an NSX-listed investment company trading under the NSX code DWY. Dawney's principal activity is investment in cash and securities (debt and equity).</p>
What choices do I have as an ICS Shareholder?	<p>As an ICS Shareholder, you have the following choices in respect of your ICS Shares:</p> <ul style="list-style-type: none">• reject the Offer by doing nothing;• accept the Offer; or• sell your ICS Shares off-market if you find a buyer for your ICS Shares. <p>There are several implications in relation to each of the above choices. A summary of these implications is set out</p>

Question	Answer
	in section 4.
What are the ICS Directors recommending?	Each ICS Director recommends that you REJECT the Offer.
How do I reject the Offer?	To reject the Offer, simply do nothing. You should take no action in relation to all correspondence from DWY or Dawney in relation to the Offer.
How do I accept the Offer?	Details of how to accept the Offer are set out in section 10 of the Bidder's Statement.
Can I accept the Offer for only some of my ICS Shares?	Yes. You may accept the Offer in respect of all or part of your ICS Shares.
What are the consequences of accepting the Offer now?	If you accept the Offer, unless withdrawal rights are available (see below), you will give up your right to sell or otherwise deal with your DWY Shares while the Offer remains open.
If I accept the Offer, can I withdraw my acceptance?	You may only withdraw your acceptance if DWY varies the Offer in a way that postpones the time when DWY is required to satisfy its obligations by more than one month. See section 6.8 for further details.
When does the Offer close?	The Offer is presently scheduled to close at 7:00pm (Sydney time) on 6 February 2023, but the Offer Period can be extended in certain circumstances. See section 6.5 for details of the circumstances in which the Offer Period can be extended.
Can DWY vary the Offer?	Yes. DWY can vary the Offer by extending the Offer Period or increasing the Offer Consideration in accordance with the Corporations Act. DWY can also waive the conditions to the Offer. However, DWY has no obligation to do so.
What happens if DWY increases the Offer Consideration?	If you accept the Offer and DWY subsequently increases the Offer Consideration, you will receive the increased consideration for your ICS Shares.

Question	Answer
Is there an independent expert's report?	No. An independent expert's report is only required to be included in a target's statement where the bidder's voting power in the target is 30% or more, or if a director of the target company is a bidder or a director of the bidder company. This requirement does not apply to the Offer.
Can I be forced to sell my ICS Shares?	You cannot be forced to sell your ICS Shares unless DWY acquires a Relevant Interest in at least 90% of all ICS Shares, in which case DWY will be entitled, and has stated that it intends, to compulsorily acquire any ICS Shares it does not already own. If your ICS Shares are compulsorily acquired, you will receive the same consideration for your ICS Shares that you would have received under the Offer. However, you may not receive the consideration for your ICS Shares until up to approximately 6 to 8 weeks, or longer, after the end of the Offer Period. See section 6.12 for further information.
When will I be sent my consideration if I accept the Offer?	If you accept the Offer, you will have to wait for the Offer to become unconditional before you will be sent your consideration from DWY. See section 6.9 for further details on when you will be sent your consideration.
What are the tax implications of accepting the Offer?	A general outline of the tax implications of accepting the Offer is set out in section 9. As the outline is a general outline only, ICS Shareholders are encouraged to seek their own specific professional advice as to the taxation implications applicable to their circumstances.
What if I have further queries in relation to the Offer?	If you have any questions about the information contained in this Target's Statement, please contact the shareholder information email address at info@icsglobal.com.au .

3 Recommendation of the ICS Directors

3.1 Directors of ICS

As at the date of this Target's Statement, the directors of ICS are:

Name	Position
Kevin Barry	Independent Non-Executive Director and Chairman
Damian Eric Banks	Independent Non-Executive Director
Robert James Canning-Ure	Independent Non-Executive Director

3.2 Recommendation

After taking into account each of the matters in this Target's Statement and in the Bidder's Statement, the ICS Board unanimously recommends that you **REJECT** the Offer by taking **NO ACTION** at this stage.

In considering whether to **REJECT** the Offer, the ICS Directors encourage you to:

- read the whole of this Target's Statement and the Bidder's Statement;
- have regard to your individual risk profile, portfolio strategy, tax position and financial circumstances; and
- obtain financial advice from your broker or financial adviser upon the Offer and obtain taxation advice on the effect of accepting the Offer.

Details of the reasons why you should **REJECT** the Offer are set out in section 1.

3.3 Intentions of your directors in relation to the Offer

Each ICS Director who has a Relevant Interest in ICS Shares intends to **REJECT** the Offer in relation to their ICS Shares.

Details of the Relevant Interests of each ICS Director in ICS Shares are set out in section 8.

4 Your choices as an ICS Shareholder

The ICS Board unanimously recommends that you REJECT the Offer by taking NO ACTION in relation to the Offer.

However, as an ICS Shareholder you have the following choices available to you:

(a) **Reject the Offer – do nothing**

ICS Shareholders who do not wish to accept the Offer should do nothing.

ICS Shareholders should note that if DWY and its Associates have a Relevant Interest in at least 90% of the ICS Shares during or at the end of the Offer Period, DWY will be entitled to compulsorily acquire the ICS Shares that it does not already own (see section 6.12 for further details).

(b) **Accept the Offer**

ICS Shareholders may elect to accept the Offer. You can elect to accept the Offer for all or part of your ICS Shares. Details of the consideration that will be received by ICS Shareholders who accept the Offer are set out in section 6.1 of this Target's Statement and in the Bidder's Statement.

If you accept the Offer, you:

- will lose your exposure to any future growth potential of ICS (although there can be no certainty this will occur and there are risks associated with an investment in ICS as set out in section 7);
- will only have limited rights to withdraw your acceptance of the Offer; and
- may be subject to tax on the disposal of your ICS Shares (see section 9 for further details of potential tax consequences of accepting the Offer).

ICS Shareholders who accept the Offer may be liable for CGT on the disposal of their shares (see section 9). However, they will not incur any brokerage charge.

Section 10 of the Bidder's Statement contains details of how to accept the Offer.

(c) **Sell your ICS Shares**

Under ASX policy, ICS Shares are currently suspended from quotation. Whilst ICS Shares remain suspended from quotation, you will not be able to sell your DWY Shares on the ASX. However, you are still free to sell your ICS Shares off-market, if you find a buyer for your ICS Shares.

5 Information about ICS

5.1 Business overview

ICS was established in 1999 and is an ASX-listed technology investment company based in Australia.

From between 2010 and February 2021, ICS' main operating business was its medical billing and collections business in the UK, carried on by ICS' wholly owned UK subsidiary, Thelma-EU Limited (**MBC Business**). MBC provided tailored billing services to UK medical consultants and specialists.

On 24 February 2021, ICS completed the sale of the MBC Business for cash consideration of GBP 12.35 million. In July 2021, approximately \$18.98 million in cash was distributed to ICS Shareholders, being \$1.79 per ICS Share. See section 5.2 for further details on the sale of the MBC Business.

The current principal activities of ICS are the operations of a holding company in Australia.

The ICS Directors as at the date of this Target's Statement are named in section 3.1.

Under ASX policy, ICS Shares were suspended from quotation on the ASX on 21 June 2021 for a period of up to 2 years and currently remain suspended. See section 7.3(c) for further details in relation to this issue.

5.2 Sale of the MBC Business

On 18 December 2020, ICS announced that it had entered into an agreement (**Sale Agreement**) to sell all of its shares in Thelma-EU Ltd, a wholly-owned UK subsidiary which operated the MBC Business in the UK, to Civica UK Ltd (the **Purchaser**). On 19 February 2021, ICS Shareholders passed a resolution approving the sale.

The sale was completed on 24 February 2021. ICS received cash proceeds from the sale of approximately GBP 12.8 million (after UK costs). The proceeds were converted into Australian dollars at the exchange rate of one AUD=GBP0.5594, which translated to approximately \$22.9 million.

In July 2021, approximately \$18.98 million in cash was distributed to ICS Shareholders, being \$1.79 per ICS Share.

As is customary, the Sale Agreement contains various title and capacity, business and tax warranties and certain tax covenants given by ICS. Under the terms of the Sale Agreement, ICS has undertaken to the Purchaser that in respect of any period that it has potential liability under the Sale Agreement (either actual or contingent), it shall retain sufficient assets to discharge and satisfy any such liability in full. The Purchaser has not, to date, made any claims under the Sale Agreement and the ICS Directors are not aware of any potential claim.

5.3 Strategic priorities of ICS and alternatives to the Offer

ICS is working on potential opportunities to maximise value to ICS Shareholders. If an opportunity proves to be attractive for ICS Shareholders and satisfies due diligence, the ICS Board will put the selected opportunity to ICS Shareholders for consideration. As part of this process, if appropriate, the ICS Board intends to liaise with the ASX to seek to reinstate the quotation of the ICS Shares in accordance with the ASX Listing Rules before the expiry of the relevant suspension period (which runs to 21 June 2023 unless otherwise extended with the agreement of the ASX).

The potential opportunities may include:

- the acquisition of new businesses or companies by ICS; and/or
- the return of capital to ICS Shareholders either as part of, or in connection with, an acquisition or otherwise with the Purchaser's consent (if required).

5.4 Historical financial information

On 26 August 2022, ICS released its FY 2022 annual report and financial statements for the year ended 30 June 2022. The key financial metrics for the year ended 30 June 2022 included:

- total assets of \$3,557,586.00 (of which \$3,549,204.00 was cash on hand);
- total liabilities of \$32,838.00;
- total net assets of \$3,524,748.00; and
- after tax loss of \$354,839.00 relating primarily to the corporate costs and overheads of ICS.

The FY 2022 annual report and financial statements for the year ended 30 June 2022 can be obtained from the ICS website (www.icsglobal.com.au) or the ASX website (ASX:ICS) (www.asx.com.au).

As at the Last Practicable Date, the cash on hand of ICS was approximately \$3.35 million.

5.5 Corporate overheads

From Q1 2023, ICS' corporate overheads are expected to be approximately \$300,000 on an annualised basis in the near term until a new opportunity is found for ICS. This excludes any costs associated with responding to the Takeover Bid. It also excludes any costs associated with pursuing or transacting on an opportunity for ICS and/or seeking the reinstatement of quotation of ICS Shares on the ASX.

The above figure of \$300,000 is offset by interest income, which on an annualised basis from 1 January 2023 will be approximately \$90,000, until the cash on hand of ICS is otherwise deployed.

The ICS Directors and the company secretary of ICS have reduced their fees by 50% since April 2021.

The above figure of \$300,000 takes into account cost reductions that have been put in place from Q4 2022 to minimise corporate costs and overheads where possible. Actions have included:

- reducing the number of directors on the ICS Board from 4 directors to 3 directors; and
- reducing other operating expenses such as D&O insurance.

5.6 Publicly available information about ICS

ICS is a listed disclosing entity for the purposes of the Corporations Act and as such is subject to regular reporting and disclosure obligations. Specifically, as a listed entity, ICS is subject to the ASX Listing Rules which require continuous disclosure of any information ICS has concerning it that a reasonable person would expect to have a material effect on the price or value of ICS Shares (subject to certain exceptions).

The ASX maintains files containing publicly disclosed information about all listed entities. ICS' files are available for inspection on the ASX website (ASX:ICS) (www.asx.com.au). In

addition, ICS is required to lodge various documents with ASIC. Copies of documents lodged with ASIC in respect of ICS may be obtained from, or inspected at, an ASIC office. A substantial amount of information about ICS is available in electronic form on its website (www.icsglobal.com.au).

6 Details about the Offer

6.1 About DWY

DWY is a wholly owned subsidiary of Dawney & Co Ltd (**Dawney**). Dawney is an NSX listed investment company trading under NSX code DWY. Dawney's principal activity is investment in cash and securities (debt and equity).

For further information about DWY, see section 3 of the Bidder's Statement.

6.2 Offer Consideration

The Offer Consideration is \$0.20 in cash for each ICS Share.

6.3 Conditions to the Offer

The conditions to the Offer are as follows:

(a) **Minimum acceptance condition**

During or at the end of the Offer Period, DWY and their Associates (within the meaning set out in sections 12(2)(b) and (c) of the Corporations Act) have a relevant interest in that number of ICS Shares which is equal to at least 50.1% of the share capital of ICS then on issue or hold at least 50.1% of the voting rights of ICS.

(b) **Regulatory approval conditions**

All necessary regulatory approvals being obtained and remaining in force on an unconditional basis. No court, governmental, regulatory or similar decisions, orders, investigations, or applications in relation to the Offer which restrain, prohibit or impede or threaten to restrain, prohibit or impede the Offer or its completion or the implementation of the intentions set out in the Bidder's Statement (other than exercises of discretion by ASIC or the Takeovers Panel).

(c) **Material adverse change of ICS Group**

Before the end of the Offer Period, there not having occurred, been announced or become known to DWY (whether or not becoming public) any event, change or condition that has had, or could reasonably be expected to have, a material adverse effect on the business, financial or trading position, assets or liabilities, profitability or prospects of ICS or any of its subsidiaries, taken as a whole, since 12 December 2022 (except for such events, changes or conditions disclosed in public filings by ICS or any of its subsidiaries prior to the Announcement Date and any event, change or condition that may arise as a consequence of the announcement or consummation of the Offer or the financing of the Offer), including where it becomes known to DWY that information publicly filed by ICS or any of its subsidiaries is, or is likely to be, incomplete, incorrect or untrue or misleading.

(d) **No Prescribed Occurrences**

During the period from the Announcement Date to the end of the Offer Period, no Prescribed Occurrences happen.

(e) **No distributions**

Between the Announcement Date and the end of the Offer Period (each inclusive), ICS will not make, determine as payable or declare any distribution (whether by way of dividend, capital reduction or otherwise and whether in cash or in specie).

(f) **No material acquisitions, disposals or new commitments**

Except for any proposed transaction publicly announced by ICS before the Announcement Date, during the period from the Announcement Date and the end of the Offer Period (each inclusive) neither ICS nor any other entity within the ICS Group:

- (1) acquires or disposes of, or enters into or announces any agreement for the acquisition or disposal of, any asset or business, or enters into any corporate transaction, which would or would be likely to involve a material change in:
 - i. the manner in which ICS or the ICS Group as a whole, conducts its business; or
 - ii. the nature (including balance sheet classification), extent or value of the assets or liabilities of ICS or the ICS Group as a whole;
- (2) without limiting the generality of paragraph (f)(1), does, agrees to do, announces an intention to do, or discloses the existence of (without having disclosed to ASX prior to the Announcement Date) any of the following:
 - i. make any change to its constitutional documents;
 - ii. commence business activities not already carried out as at the Announcement Date;
 - iii. acquire, lease, dispose of any business, assets, entity or undertaking, the value of which exceeds \$500,000.00 (individually or in aggregate);
 - iv. enter into any contract or commitment (including in respect of financial indebtedness) requiring payments by the ICS Group in excess of \$500,000.00 (individually or in aggregate) other than any payment required by law; or
 - v. incur capital expenditure of more than \$500,000.00 (individually or in aggregate).

The conditions are set out in section 8.1 of the Bidder's Statement.

6.4 Notice of status of conditions

Section 8.6 of the Bidder's Statement indicates that DWY will be required to give a notice of status of conditions to the ASX and ICS on 27 January 2023.

DWY is required to set out in its notice of status of conditions:

- whether the Offer is free of any or all of the conditions;
- whether, so far as DWY knows, any of the conditions have been fulfilled; and
- DWY's voting power in ICS.

If the Offer Period is extended by a period before the time by which the notice of status of conditions is to be given, the date for giving the notice of status of conditions will be taken to be postponed for the same period. In the event of such an extension, DWY is required, as soon as practicable after the extension, to give a notice to the ASX and ICS that states the new date for the giving of the notice of status of conditions.

If a condition is fulfilled (so that the Offer becomes free of that condition) during the Offer Period but before the date on which the notice of status of conditions is required to be given, DWY must, as soon as practicable, give the ASX and ICS a notice that states that the particular condition has been fulfilled.

6.5 Offer Period and extending the Offer Period

Unless DWY's Offer is extended or withdrawn, it is open for acceptance from 4 January 2023 until 7:00pm (Sydney time) on 6 February 2023.

DWY may extend the Offer Period at any time before giving the notice of status of conditions (referred to in section 6.4 in this Target's Statement) while the Offer is subject to conditions. If the Offer is unconditional (that is, all the conditions referred to in section 6.3 are fulfilled or freed), DWY may extend the Offer Period at any time before the end of the Offer Period.

In addition, there will be an automatic extension of the Offer Period if, within the last 7 days of the Offer Period:

- DWY improves the consideration offered under the Offer; or
- DWY's voting power in ICS increases to more than 50%.

If either of these two events occurs, the Offer Period is automatically extended so that it ends 14 days after the relevant event occurs.

6.6 Withdrawal of Offer

DWY may not withdraw the Offer if you have already accepted it.

Before you accept the Offer, DWY may withdraw the Offer with the written consent of ASIC and subject to the conditions (if any) specified in such consent.

6.7 Effect of acceptance

The effect of acceptance of the Offer is set out in section 12 of the Bidder's Statement. ICS Shareholders should read these provisions in full to understand the effect that acceptance will have on their ability to exercise the Rights attaching to their ICS Shares and the representations and warranties which they give by accepting of the Offer.

6.8 Your ability to withdraw your acceptance

You only have limited rights to withdraw your acceptance of the Offer.

You may only withdraw your acceptance of the Offer if DWY varies the Offer in a way that postpones, for more than one month, the time when DWY needs to meet its obligations under the Offer. This will occur if DWY extends the Offer Period by more than one month and the Offer is still subject to any of the conditions.

6.9 When you will receive the Offer Consideration if you accept the Offer

Under the Corporations Act, in the usual case, a target shareholder would be issued their consideration on or before the later of:

- one month after the date the Offer becomes or is declared unconditional; and
- one month after the date you accept the Offer if the Offer is, at the time of acceptance, unconditional,

but, in any event (assuming the Offer becomes or is declared unconditional), no later than 21 days after the end of the Offer Period.

However, there are certain exceptions to the above timetable for the issuing of consideration.

Section 13.4 of the Bidder's Statement sets out when you will be issued your Offer Consideration.

6.10 Effect of an improvement in consideration on shareholders who have already accepted the Offer

If DWY improves the consideration offered under the Takeover Bid, all ICS Shareholders, whether or not they have accepted the Offer before that improvement in consideration, will be entitled to the benefit of that improved consideration.

6.11 Lapse of Offer

The Offer will lapse if the Offer conditions are not freed or fulfilled by the end of the Offer Period (or, in the case of the 'no Prescribed Occurrences' condition, by the end of the third business day after the end of the Offer Period), in which case, all contracts resulting from acceptance of the Offer and all acceptances that have not resulted in binding contracts are void. In that situation, you will be free to deal with your ICS Shares as you see fit.

6.12 Compulsory acquisition

DWY has indicated in section 6.4 of its Bidder's Statement that if it satisfies the required thresholds it intends to compulsorily acquire any outstanding ICS Shares.

DWY will be entitled to compulsorily acquire any ICS Shares in respect of which it has not received an acceptance of its Offer on the same terms as the Offer if, during or at the end of the Offer Period, DWY and its Associates have a Relevant Interest in at least 90% (by number) of the ICS Shares.

If this threshold is met, DWY will have one month after the end of the Offer Period within which to give compulsory acquisition notices to ICS Shareholders who have not accepted the Offer. ICS Shareholders have statutory rights to challenge the compulsory acquisition, but a successful challenge will require the relevant shareholder to establish to the satisfaction of a court that the terms of the Offer do not represent 'fair value' for their ICS Shares. If compulsory acquisition occurs, ICS Shareholders who have their ICS Shares compulsorily acquired are likely to be issued their consideration approximately 5 to 6 weeks after the compulsory acquisition notices are dispatched to them.

It is also possible that DWY will, at some time after the end of the Offer Period, become the beneficial holder of 90% of ICS Shares. DWY would then have rights to compulsorily acquire ICS Shares not owned by it within 6 months of becoming the holder of 90% of ICS Shares. DWY's price for compulsory acquisition under this procedure would have to be considered in a report of an independent expert.

6.13 Taxation consequences of accepting the Offer

The taxation consequences of accepting the Offer depends on several factors and will vary depending on your particular circumstances. A general outline of the Australian taxation considerations of accepting the Offer is set out in section 9 of this Target's Statement.

You should carefully read and consider the taxation consequences of accepting the Offer. The outline provided in section 9 of this Target's Statement is of a general nature only and you should obtain independent professional advice as to the taxation consequences applicable to your own circumstances.

7 Risk factors

7.1 Introduction

In considering the Offer, ICS Shareholders should be aware that there are a number of risk factors associated with either accepting the Offer or rejecting the Offer and continuing to hold ICS Shares.

In deciding whether to accept the Offer, ICS Shareholders should read this Target's Statement and the Bidder's Statement carefully and consider these risks. While some of these risks can be mitigated, some are either wholly or partially outside the control of ICS and the ICS Board.

The risks set out in this section 7 do not take into account the individual investment objectives, financial situation, position or particular needs of ICS Shareholders.

In addition, these risks are general in nature only and do not cover every risk that may be associated with an investment in ICS now or in the future. The risk factors set out in this section 7 are not an exhaustive list of all risks. There may also be additional risks and uncertainties not currently known to ICS, or which are currently known to ICS but which ICS currently considers to be immaterial, which may adversely affect ICS's operating and financial performance and the price or value of ICS.

7.2 Risks associated with accepting the Offer

There are risks associated with accepting the Offer, including those described in this section 7.2.

(a) **Possibility of superior proposal emerging**

A third party with a superior proposal may emerge (although the ICS Board can give no assurances that this will occur).

By accepting the Offer, you will not be able to accept or participate in any superior proposal that may be made by a competing bidder, unless the Offer is still conditional and you are permitted to (and do) withdraw your acceptance. As such, you may not be able to obtain any potential benefit associated with any such superior proposal.

(b) **Possible appreciation of ICS Shares in the future**

Under ASX policy, ICS Shares are currently suspended from quotation. Whilst ICS Shares remain suspended from quotation, you will not be able to sell your DWY Shares on the ASX. ICS is actively working on a number of potential opportunities and in appropriate circumstances intends to liaise with the ASX to seek to reinstate the quotation of the ICS Shares. See section 5.3 for further details.

In the event that ICS Shares are reinstated to quotation on the ASX, you may be able to sell your ICS Shares in the future for more valuable consideration than the Offer Consideration of \$0.50 cash per ICS Share (although the ICS Board can give no assurances and makes no forecast of whether this will occur and it is possible that the ICS Shares may trade at prices below the Offer Consideration).

(c) **Taxation consequences of accepting the Offer**

The taxation consequences of disposing of your ICS Shares pursuant to the Offer depend on a number of factors and your particular circumstances. A general outline of certain Australian tax considerations of such a disposal is set out in section 9 of this Target's Statement. You should seek your own specific

professional tax advice as to the taxation implications applicable to your circumstances.

7.3 Risks associated with rejecting the Offer and continuing as an ICS Shareholder

(a) General risk factors

If you reject the Offer, you will not receive the Offer Consideration and you will remain an ICS Shareholder and be exposed to the risks associated with an investment in ICS. These risks include a number of general risks that could materially adversely affect ICS' assets and liabilities, financial position, profits, prospects and potential to make further distributions to ICS Shareholders, and the price and/or value of ICS Shares.

General risks that may impact on ICS or the price and/or value of ICS Shares include:

- changes in general business, industry cycles and economic conditions including inflation, interest rates, exchange rates, commodity prices, employment rates and consumer demand;
- changes to government policy, legislation or regulation, both domestic and global, which may impact ICS;
- natural disasters, catastrophes and disease or pandemic (including the outbreak, escalation or impact of, and recovery from, the COVID-19 pandemic) and other macroeconomic occurrences, including but not limited to geopolitical events such as an outbreak of hostilities, acts of terrorism and declarations of war;
- changes in investor sentiment and perceptions, market fluctuations and overall performance of the Australian and international stock markets;
- changes to accounting standards and reporting standards;
- changes to the current tax regime;
- claims, litigation, industry complaints, regulatory investigations and other disputes, which may be with or without merit, giving rise to, among other things, costs of defending and resolving such disputes, heightened public scrutiny and potential reputational harm;
- strategic, contractual and partnerships risks, including but not limited to the potential loss, non-renewal or renewal on less favourable terms of contracts or partnership agreements with third parties; and
- other risks and uncertainties which may not currently be known to ICS.

In the event that ICS Shares are reinstated to quotation on the ASX, some of these factors could affect the price and/or value of ICS Shares regardless of ICS' underlying operating performance.

(b) Specific risks relating to the business and operations of ICS

In addition to the general risks outlined at section 7.3(a), ICS Shareholders may be also exposed to a number of specific risks relating to ICS, which may adversely affect the future operating and financial performance of ICS and the price and/or value of ICS Shares. The key business risks that may affect ICS will vary depending on the nature of the future business activities of ICS, but may include matters such as (i) uncertainty of outlook (ii) industry competition, (iii) risks relating to business structure, (iv) cyber and technology, (v) intellectual property, (vi) any

regulatory and compliance risks, (vii) employee retention and turnover and (viii) operational risks.

Currently, ICS has low exposure to specific business and operational risks as its assets comprise primarily of cash (see section 5.4 for further details) and its current principal activities are limited to that of a holding company in Australia.

(c) **Suspension considerations**

Under ASX policy, ICS Shares are currently suspended from quotation. Whilst ICS Shares remain suspended from quotation, you will not be able to sell your DWY Shares on the ASX.

Relevantly, the ASX Listing Rules state that if half or more of an entity's total assets is cash or in a form readily convertible to cash, ASX may suspend quotation of the entity's securities until it invests those assets or uses them for the entity's business.

Although ICS is actively working on a number of potential opportunities and in appropriate circumstances intends to liaise with the ASX to seek to reinstate the quotation of the ICS Shares (see section 5.3 for further details), there is a risk that ICS Shares will not be reinstated to quotation prior to the expiry of the relevant suspension period. In such an event, ICS Shares will be delisted and ICS will become an unlisted public company. This may affect the liquidity of ICS Shares.

ASX's policy, as set out in Guidance Note 33, is to remove from the official list an entity whose securities have been suspended from quotation for a continuous period of 2 years. ASX says in Guidance Note 33 that it may agree to a short extension of the 2 year deadline for automatic removal if the entity can demonstrate to ASX's satisfaction that it is in the final stages of implementing a transaction that will lead to the resumption of trading in its securities.

(d) **Minority ownership consequences – where ICS is controlled by DWY**

If DWY acquires more than 50% but less than 90% of the ICS Shares then DWY will acquire a majority shareholding in ICS.

This has a number of possible implications, including the following:

- DWY will be in a position to cast the majority of votes at a general meeting of ICS. As such, DWY will be able to control the composition of the ICS Board. Through control of the composition of the ICS Board (and subject to the discharge by all ICS Directors of their directors' duties) DWY will be in a position to influence ICS' management, dividend policy and strategic direction. DWY has stated in section 6.2 of its Bidder's Statement that at the end of the Offer Period, subject to DWY becoming entitled to a shareholding in ICS sufficient to result in the appointment of ICS Directors representing a majority of the ICS Board, DWY's nominees will look to conduct a "review" into ICS' operations "covering strategy, financials and operating matters";
- depending on the level of shares acquired by DWY, there is a risk that there may be a decrease in liquidity of ICS Shares. This will mean that an ICS Shareholder may not be able to sell their ICS Shares as quickly as they are able to do while there is greater liquidity (assuming ICS Shares are reinstated to quotation);
- if the number of ICS Shareholders is less than that required by the official listing rules of the ASX to maintain an ASX listing, then DWY may seek to have ICS removed from the official list of the ASX. If this occurs, ICS Shares will not be able to be bought or sold on the ASX (noting, however, that ICS Shares are currently suspended from quotation);

- if DWY acquires 75% or more of ICS Shares, it will be able to pass a special resolution of ICS. This will enable DWY to, among other things, change ICS' constitution; and
- if, after the end of the Offer Period, DWY subsequently acquires a Relevant Interest in 90% or more of all ICS Shares and the compulsory acquisition provisions of the Corporations Act are satisfied, DWY will be entitled to compulsorily acquire the ICS Shares that it does not already own. In section 6.4 of the Bidder's Statement, DWY has stated that it intends to proceed with compulsory acquisition of all remaining ICS Shares. For further details of compulsory acquisition, see section 6.12. If you choose not to accept the Offer and DWY subsequently exercises compulsory acquisition rights, you are likely to be paid later than other ICS Shareholders who accept the Offer.

8 Information relating to the ICS Directors

8.1 Interests and dealings in ICS Shares

(a) Interests in ICS Shares

As at the Last Practicable Date, the ICS Directors had the following Relevant Interests in ICS Shares:

ICS Director	Number of ICS Shares	Voting power
Damian Banks	2,036,324 ⁶	19.2%
Kevin Barry	535,572 ⁷	5.1%
Robert James Canning-Ure	50,000 ⁸	0.005%

(b) Dealings in ICS Shares

No ICS Director has acquired or disposed of a relevant interest in any ICS Shares in the 4-month period ending on the date immediately before the date of this Target's Statement.

8.2 Interests and dealings in DWY securities

(a) Interests in DWY securities

As at the Last Practicable Date, no ICS Director had a Relevant Interest in any securities in DWY.

(b) Dealings in DWY securities

No ICS Director has acquired or disposed of a relevant interest in any securities in DWY in the 4-month period ending on the date immediately before the date of this Target's Statement.

8.3 Benefits and agreements

(a) Benefits in connection with retirement from office

As a result of the Offer, no person has been or will be given any benefit (other than a benefit which can be given without member approval under the Corporations Act) in connection with the retirement of that person, or someone else, from a board or managerial office of ICS or related body corporate of ICS.

(b) Agreements connected with or conditional on the Offer

There are no agreements made between any ICS Director and any other person in connection with, or conditional upon, the outcome of the Offer other than in their capacity as a holder of ICS Shares.

⁶ Held by HSBC Custody Nominees (Australia) Limited for Damisuper Pty. Ltd. (DE and MA Banks Superfund).

⁷ This includes 144,054 ordinary shares held by Australian Forestry Investments Pty Ltd, 134,884 ordinary shares held by Australian Investments Pty Ltd as trustee for Barry Family Trust and 256,634 ordinary shares directly by Kevin Barry.

⁸ Held directly by Robert James Canning-Ure as trustee for James Canning-Ure Family Trust.

(c) **Benefits from DWY**

None of the ICS Directors has agreed to receive, or is entitled to receive, any benefit from DWY which is conditional on, or is related to, the Offer, other than in their capacity as a holder of ICS Shares.

(d) **Interests of Directors in contracts with DWY**

No ICS Director has any interest in any contract entered into by DWY.

9 Taxation implications

9.1 Introduction

The following is a general description of the Australian income and goods and services tax (**GST**) consequences for ICS Shareholders who accept the Offer. The comments set out below are relevant only to those ICS Shareholders who hold their ICS Shares on capital account. This letter does not address ICS Shareholders who:

- hold their ICS Shares for the purposes of speculation or a business of dealing in securities (e.g. as trading stock), or otherwise hold their ICS Shares on revenue account;
- acquired their ICS Shares pursuant to an employee share or option plan; or
- are subject to the taxation of financial arrangement rules in Division 230 of the *Income Tax Assessment Act 1997* (Cth).

ICS Shareholders who are tax residents of a country other than Australia (whether or not they are also residents, or are temporary residents, of Australia for tax purposes) should take into account the tax consequences under the laws of their country of residence, as well as under Australian law, of acceptance of the Offer.

The following description is based upon the Australian law and administrative practice in effect at the date of this Target's Statement, but it is general in nature and is not intended to be an authoritative or complete statement of the laws applicable to the particular circumstances of every ICS Shareholder. ICS Shareholders should seek independent professional advice in relation to their own particular circumstances.

9.2 Australian resident ICS Shareholders

(a) ICS Shareholders who accept the Offer

The disposal of ICS Shares by an ICS Shareholder pursuant to the Offer will constitute a CGT event for the ICS Shareholder in respect of their ICS Shares.

The time of the CGT event will be the date that the Offer is accepted.

(b) Compulsory acquisition

If an ICS Shareholder does not dispose of their ICS Shares under the Offer and their ICS Shares are compulsorily acquired in accordance with Part 6A.1 of the Corporations Act, those ICS Shareholders will also have a CGT event in respect of their ICS Shares for CGT purposes.

The time of the CGT event will be when the ICS Shareholder ceases to be the owner of the ICS Shares.

(c) Calculation of capital gain or capital loss

ICS Shareholders will make a capital gain on the disposal of ICS Shares to the extent that the capital proceeds from the disposal of the ICS Shares are more than the cost base of those ICS Shares. Conversely, ICS Shareholders will make a capital loss to the extent that the capital proceeds are less than their reduced cost base of those ICS Shares.

The cost base of the ICS Shares generally includes the cost of acquisition and certain non-deductible incidental costs of acquisition and disposal.

If the ICS Shares were acquired at or before 11:45 am on 21 September 1999, an ICS Shareholder who is an individual, a complying superannuation entity or the trustee of a trust may elect to adjust the cost base of the ICS Shares to include indexation (rather than applying the CGT discount discussed below) by reference to changes in the Consumer

Price Index from the calendar quarter in which the ICS Shares were acquired until the quarter ended 30 September 1999. An ICS Shareholder that is a company will be entitled to include that indexation adjustment without making an election if their ICS Shares were acquired at or before 11.45 am on 21 September 1999 and held for more than 12 months before their disposal.

The reduced cost base of ICS Shares is worked out similarly, but the reduced cost base is not subject to indexation.

The capital proceeds for the CGT event will be the Offer Consideration of \$0.20 cash per ICS Share disposed of by the ICS Shareholder.

Individuals, complying superannuation entities or trustees that have held ICS Shares for at least 12 months for CGT purposes and that have not elected to apply indexation to the cost base of their ICS Shares should be entitled to discount the amount of any capital gain (after application of capital losses) from the disposal of ICS Shares by 50% in the case of individuals and trusts or by 33 ⅓% for complying superannuation entities. For trusts, the ultimate availability of the discount may depend on a beneficiary's entitlement to the discount. Companies do not qualify for the CGT discount.

Capital gains (prior to any CGT discount) and capital losses of a taxpayer in a year of income are aggregated to determine whether there is a net capital gain. Any net capital gain is included in assessable income and therefore is potentially subject to income tax. Net capital losses may not be deducted against other income for income tax purposes, but may be carried forward to offset against future capital gains (subject to satisfaction of loss recoupment tests for certain taxpayers).

9.3 Foreign resident ICS Shareholders

For ICS Shareholders who are not Australian tax residents, the disposal of their ICS Shares should have no CGT consequences if the ICS Shares are not "taxable Australian property".

The ICS Shares will only be "taxable Australian property" for non-resident ICS Shareholders who:

- hold their ICS Shares in carrying on a business at or through a permanent establishment in Australia; or
- are individuals who made an election to disregard a CGT event I1 capital gain or capital loss in respect of their ICS Shares when they ceased to be an Australian tax resident.

These ICS Shareholders should be subject to Australian CGT consequences on disposal of their ICS Shares in a broadly similar manner to that set out in section 9.2

For other ICS Shareholders who are not Australian tax residents, the ICS Shares should not be taxable Australian property as their underlying value is not principally derived from Australian real property.

9.4 Foreign resident CGT withholding rules

Foreign resident capital gains withholding tax may apply in respect of ICS Shares sold pursuant to the Offer. These rules will not apply to a sale of ICS Shares on the ASX or where a relevant declaration is made.

9.5 GST

Holders of ICS Shares should not be liable to GST in respect of a disposal of those ICS Shares.

ICS Shareholders may be charged GST on costs (such as advisor fees) that relate to their participation in the Offer. ICS Shareholders may be entitled to input tax credits or reduced input tax credits for such costs, but should seek independent advice in relation to their individual circumstances.

10 Additional information

10.1 Issued capital

As at the date of this Target's Statement, ICS had:

- 10,604,019 ICS Shares on issue; and
- no performance rights, options or other securities on issue.

10.2 Substantial holders

The substantial holders of ICS Shares as at the Last Practicable Date were:

Substantial holder	Number of ICS Shares	Voting power
HSBC Custody Nominees (Australia) Limited for Damisuper Pty. Ltd. (DE and MA Banks Superfund)	2,036,324	19.2%
Dixon Trust Pty Limited	1,065,600	10.0%
King & Svenson Pty Ltd (RG King Super Fund A/C)	625,530	5.9%
Kevin Barry (and controlled entities)	535,572	5.1%

10.3 Consents

Boardroom Pty Limited has given, and not withdrawn before the lodgement of this Target's Statement with ASIC, its written consent to be named in this Target's Statement as ICS's share registrar in the form and context it is so named. Boardroom Pty Limited has not caused or authorised the issue of this Target's Statement, does not make or purport to make any statement in this Target's Statement or any statement on which a statement in this Target's Statement is based and takes no responsibility for any part of this Target's Statement other than any reference to its name.

As permitted by ASIC Class Order 13/521, this Target's Statement contains statements which are made, or based on statements made, in documents lodged by DWY with ASIC or the NSX. Pursuant to the Class Order, the consent of DWY is not required for the inclusion of such statements in this Target's Statement. Any ICS Shareholder who would like to receive a copy of any of those documents may obtain a copy (free of charge and within 2 business days of the request) during the Offer Period by contacting the ICS Shareholder email address at info@icsglobal.com.au.

As permitted by ASIC Corporations (Consents to Statements) Instrument 2016/72 (Corporations Instrument 2016/72), this Target's Statement may include or be accompanied by certain statements:

- which fairly represent what purports to be a statement by an official person;
- which are a correct and fair copy of, or extract from, what purports to be a public official document; or

- which are a correct and fair copy of, or extract from, a statement which has already been published in a book, journal or comparable publication.

10.4 Fees

As at the Last Practicable Date, the aggregate transaction costs and expenses incurred by ICS in connection with the Takeover Bid (including advisory fees, ASIC fees, registry, and printing and mailing costs) was approximately \$65,000 (excluding GST) (**Transaction Costs**).

The cash balance as at the Last Practicable Date, as set out in the Letter from the Chairman at the front of this Target's Statement (and elsewhere in this Target's Statement), does not take into account the Transaction Costs.

10.5 No other material information

This Target's Statement is required to include all the information that ICS Shareholders and their professional advisers would reasonably require to make an informed assessment whether to accept the Offer, but:

- only to the extent to which it is reasonable for investors and their professional advisers to expect to find this information in this Target's Statement; and
- only if the information is known to any ICS Director.

The ICS Directors are of the opinion that the information that ICS Shareholders and their professional advisers would reasonably require to make an informed assessment whether to accept the Offer is:

- the information contained in the Bidder's Statement (to the extent that the information is not inconsistent or superseded by information in this Target's Statement);
- the information contained in ICS' releases to the ASX, and in the documents lodged by ICS with ASIC before the date of this Target's Statement; and
- the information contained in this Target's Statement.

The ICS Directors have assumed, for the purposes of preparing this Target's Statement, that the information in the Bidder's Statement is accurate (unless they have expressly indicated otherwise in this Target's Statement). However, neither ICS nor the ICS Directors take any responsibility for the contents of the Bidder's Statement and are not to be taken as endorsing, in any way, any or all statements contained in it.

In deciding what information should be included in this Target's Statement, the ICS Directors have had regard to:

- the nature of the ICS Shares;
- the matters that ICS Shareholders may reasonably be expected to know;
- the fact that certain matters may reasonably be expected to be known to ICS Shareholders' professional advisers; and
- the time available to ICS to prepare this Target's Statement.

11 Glossary and interpretation

11.1 Glossary

The meanings of the terms used in this Target's Statement are set out below.

Term	Meaning
\$, A\$ or AUD	Australian dollar.
Announcement Date	12 December 2022.
ASIC	the Australian Securities and Investments Commission.
Associate	has the meaning given in Division 2 of Part 1.2 of the Corporations Act, as if section 12(1) of the Corporations Act included a reference to this Target's Statement and ICS or DWY (as applicable) was the designated body.
ASX	ASX Limited ABN 98 008 624 691 and, where the context requires, the financial market that it operates.
ASX Listing Rules	the Official Listing Rules of ASX, as amended or waived by ASX from time to time.
Bidder's Statement	the replacement bidder's statement of DWY in relation to the Offer dated 21 December 2022.
Business Day	a day on which banks are open for business in Sydney excluding a Saturday, Sunday or public holiday.
CGT	capital gains tax.
Corporations Act	the <i>Corporations Act 2001</i> (Cth) (as modified or varied by ASIC).
Dawney	Dawney & Co Limited ACN 138 270 201.
Dawney Group	Dawney and each of its subsidiaries, and a reference to a Dawney Group Member or a member of the Dawney Group is to Dawney or any of its subsidiaries.

Term	Meaning
DWY	DWY (No. 1) Pty Ltd ACN 664 056 320, a wholly owned subsidiary of Dawney.
ICS	ICSGlobal Limited ACN 073 695 584.
ICS Board	the board of directors of ICS.
ICS Director	any director of ICS comprising part of the ICS Board.
ICS Group	ICS and its subsidiaries as at the date of the Bidder's Statement.
ICS Share	a fully paid ordinary share in the capital of ICS.
ICS Shareholder	a registered holder of ICS Shares.
ICS Share Registry	Boardroom Pty Ltd ACN 003 209 836.
Last Practicable Date	30 December 2022.
MBC Business	has the meaning given in section 5.1.
NSX	the National Stock Exchange of Australia.
Offer	has the meaning set out in the Letter from the Chairman of the ICS Board at the front of this Target's Statement.
Offer Consideration	the consideration under the Offer, being \$0.20 cash for each ICS Share.
Offer Period	the period during which the Offer will remain open for acceptance in accordance with section 9 of the Bidder's Statement.
Prescribed Occurrences	means any of the following events: a. ICS converts all or any of its shares into a larger or smaller

Term	Meaning
	<p>number of shares;</p> <p>b. ICS or a subsidiary of ICS resolves to reduce its share capital in any way;</p> <p>c. ICS or a subsidiary of ICS:</p> <ol style="list-style-type: none"> enters into a buy-back agreement; or resolves to approve the terms of a buy-back agreement under section 257C(1) or section 257D(1) of the Corporations Act; <p>d. ICS or a subsidiary of ICS issues shares, or grants an option over its shares or agrees to make such an issue or grant such an option;</p> <p>e. ICS or a subsidiary of ICS issues, or agrees to issue, convertible notes;</p> <p>f. ICS or a subsidiary of ICS disposes, or agrees to dispose, of the whole, or a substantial part, of its business or property;</p> <p>g. ICS or a subsidiary of ICS charges, or agrees to charge, the whole or a substantial part, of its business or property;</p> <p>h. ICS or a subsidiary of ICS resolves that it be wound up;</p> <p>i. the appointment of a liquidator or provisional liquidator of ICS or of a subsidiary of ICS;</p> <p>j. a court makes an order for the winding up of ICS or of a subsidiary of ICS;</p> <p>k. an administrator of ICS, or of a subsidiary of ICS, being appointed under sections 436A, 436B or 436C of the Corporations Act;</p> <p>l. ICS or a subsidiary of ICS executing a deed of company arrangement; or</p> <p>m. the appointment of a receiver, or a receiver and manager, in relation to the whole, or a substantial part, of the property of ICS or of a subsidiary of ICS.</p>
Purchaser	has the meaning given in section 5.2.
Relevant Interest	has the meaning given in sections 608 and 609 of the Corporations Act.
Rights	all accretions, rights or benefits of whatever kind attaching to or arising from ICS Shares directly or indirectly after the date of the Bidder's Statement, including, without limitation, all dividends or other distributions and all rights to receive any dividends or other distributions, or to receive or subscribe for shares, stock units, notes, bonds, options or other securities, declared or paid by ICS or

Term	Meaning
	any of its subsidiaries.
Takeover Bid	the off-market takeover bid by DWY for all the ICS Shares on the terms and conditions of the Offer.
Takeovers Panel	the Australian Takeovers Panel.
Target's Statement	this document (including the attachments), being the statement of ICS under Part 6.5 Division 3 of the Corporations Act.

11.2 Interpretation

In this Target's Statement, unless expressly stated or the context otherwise appears:

- (a) words and phrases have the same meaning (if any) given to them in the Corporations Act;
- (b) words importing a gender include any gender;
- (c) words importing the singular include the plural and vice versa;
- (d) an expression importing a natural person includes any company, partnership, joint venture, association, corporation or other body corporate and vice versa;
- (e) a reference to a section or annexure is a reference to a section of and an annexure to this Target's Statement as relevant;
- (f) a reference to any statute, regulation, proclamation, ordinance or by law includes all statutes, regulations, proclamations, ordinances, or by laws amending, varying, consolidating or replacing it and a reference to a statute includes all regulations, proclamations, ordinances and by laws issued under that statute;
- (g) headings and bold type are for convenience only and do not affect the interpretation of this Target's Statement;
- (h) a reference to time is a reference to time in Sydney, Australia;
- (i) a reference to writing includes facsimile transmissions; and
- (j) a reference to dollars, \$, cents, ¢ and currency is a reference to the lawful currency of the Commonwealth of Australia.

12 Authorisation

This Target's Statement has been approved by a resolution passed by the ICS Board. All ICS Directors voted in favour of the resolution.

Date: 4 January 2023

Signed for and on behalf of ICS.



Kevin Barry

Chairman, ICSGlobal Limited

Corporate directory

ICSGlobal Limited

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Sydney NSW 2000
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