



CVC Notes 2 (ASX: CVCHA)

INVESTOR PRESENTATION

March | 2023

DISCLAIMER

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THE PROSPECTUS

CVC is the proposed issuer of redeemable, unsecured, non-convertible notes (**CVC Notes 2**). On 16 March 2023, CVC lodged a prospectus with ASIC containing the offer of the CVC Notes 2 (**Prospectus**). The Prospectus is available at www.cvc.com.au/investor-information/cvc-limited/corporate-governance. The offer under the Prospectus is comprised of a "Reinvestment Offer" and a "New Money Offer". Applications may only be made through a Broker and all applicants will need to complete an application form that will be in or accompany the Prospectus. Retail investors will need to be within the Notes Target Market. Potential investors should consider the Prospectus and the Target Market Determination before deciding to acquire the CVC Notes. 2.

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All dollar values are in Australian Dollars (A\$) and financial data is presented as at the date of this Presentation unless stated otherwise. CVC's results are reported under Australian International Financial Reporting Standards, or AIFRS.

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The information in this Presentation remains subject to change without notice.

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Artist Impression - Kirra



Artist Impression - Kirra



Artist Impression - Kirra

INTRODUCTION

CVC Limited (“CVC” or the “Company”) is offering 300,000 redeemable, unsecured, non-convertible notes (“CVC Notes 2”) with an aggregate Face Value of \$30m, with the ability to raise more or less, to maintain balance sheet strength, enabling the Company to take advantage of investment opportunities in relation to its existing and future pipeline

The Issuer

- ✓ ASX listed property investment company with over \$264m in statutory assets (\$477m after factoring in non statutory uplifts of \$213m as a result of independent valuations on significant property assets on an “as is” basis)
- ✓ Diversified portfolio of debt and equity investments
- ✓ Investment approach centres around protecting capital while generating returns for shareholder through actively creating value in property investments
- ✓ Disciplined approach towards capital and risk management
- ✓ Well credentialed management team, with extensive experience in business and property development
- ✓ Demonstrated track record as a listed note issuer

The Offer

- ✓ Offering 300,000 CVC Notes 2 with an aggregate Face Value of \$30m (with the ability to raise more or less)
- ✓ Currently has \$48.4m Convertible Notes (ASX:CVCG) on issue after having bought back \$11.6m on-market (maturing in June 2023)
- ✓ Reinvestment Offer and a New Money Offer
 - New money received will be used to fund CVC's general corporate purposes and will be used, in part, to redeem CVCG (for those that do not participate in the Reinvestment Offer) and/or other investment activities in accordance with CVC's Investment Guidelines
- ✓ Quarterly paying, floating rate, interest payments with an indicative margin range of 4.75% - 5.00% p.a. over 90-day BBSW (to be determined under the bookbuild)
- ✓ Participants in the Reinvestment Offer guaranteed 1:1 allocation and will receive \$2.00 in cash for each CVCG exchanged (akin to the early redemption premium on CVCG Notes)
- ✓ Gearing Ratio covenant of 40%

Defined terms have the meaning given to them in the Prospectus



CVC Company Overview



ABOUT CVC

CVC Limited is an ASX listed investment company with a strong focus on deploying capital into high conviction real estate opportunities

Capital Preservation & Seeking to Generate Attractive Returns

Investment approach

- ✓ CVC seeks to invest in opportunities that have embedded upside potential, harnessing its extensive network of people
- ✓ Actively seeks to **create** value in property investments through initiatives such as planning, developing and sourcing tenant commitments
- ✓ Focus on protecting capital while generating investment returns for shareholders

Property focus

- ✓ Extensive industry network allows CVC to invest alongside experienced partners and access a pipeline of quality property investment opportunities
- ✓ Portfolio positions spread between debt and equity investments, providing wide spectrum of investment opportunities
- ✓ Non-property portfolio will remain a small proportion of investment portfolio

Capital and risk management

- ✓ Dividend payment reliant on company performance and balanced against growing the assets of the business
- ✓ Strong focus on risk mitigation and management to minimise potential adverse effects on financial performance
- ✓ Demonstrated track record as a listed note issuer

Highly experienced management team

- ✓ Well credentialed management team who are hands on in the investment process
- ✓ Extensive experience in business and property development both in publicly listed and private entities

OVERVIEW OF CVC PORTFOLIO – 31 DEC 2022

Property investments represent the primary allocation within the CVC Portfolio



Property Investments	<p>Direct Property</p> <ul style="list-style-type: none">Relates to direct exposure, including in ordinary equity, preference equity, joint ventures and options to acquire an interest in direct property subject to planning outcomes <p>Property Backed Lending</p> <ul style="list-style-type: none">Comprises loans backed by underlying property assets with registered mortgages and additional corporate security and personal guaranteesOver the past 12 years, over \$390m has been deployed into property backed lendingOur current portfolio of loans spans Victoria, New South Wales and Queensland	74.7% \$191.1m
Other Investments	<p>Non-Property Investments</p> <ul style="list-style-type: none">Comprises listed investments, unlisted investments and secured lending opportunities that are non-property relatedAnticipated to remain only a small part of the overall CVC investment portfolio	14.2% \$36.4m
Other	<p>Cash</p> <ul style="list-style-type: none">\$28.4m of cash and cash equivalents	11.1% \$28.4m

All values are based on statutory values as at 31 December 2022

CVC – PROPERTY INVESTMENTS

Property investments include those held directly by CVC and property backed lending

Direct Property Investments

Investment Thematic

- Understand downside risk and seek capital protection in positions taken upfront (i.e. don't pay for potential future value today – create it after buying at current value). Look to add value to investment by advancing:
 - Planning outcomes; and / or
 - Development; and / or
 - Tenant commitments to site
- Invest alongside partners that are qualified, experienced and likeminded
- Look to maximise alignment of parties in all phases of a transaction
- Focus on a small number of meaningful, but diversified, projects – increase efficiency of management and be highly convicted to investment

Allocation

- Number of investments: 17

KEY INVESTMENT POSITIONS	STATUTORY EQUITY VALUE (DEC -22) [^]	IMPACT OF VALUATION ASSESSMENT*
Heathcote Road, Liverpool, NSW (67%) – Option Agreement (**)	\$15.7m	
Donnybrook Road, Donnybrook, VIC (49%)	\$5.8m	
Park Road, Marsden Park, NSW (66%) (**)	\$13.3m	
Logan Road, Woolloongabba, QLD (35%) (**)	\$8.5m	
Harpley Neighbourhood Shopping Centre, Werribee, VIC (100%)	\$20.2m	
Big Fish Retail and Commercial Centre, Caboolture, QLD (60%) (**)	\$34.7m	
Musgrave Street, Kirra, QLD (50%)	\$6.7m	
Lake Orr Drive, Burleigh Waters, QLD (60%)	\$6.1m	
Other Direct Property Investments (9 others)	\$33.0m	
TOTAL	\$144.0m	
IMPACT OF VALUATION ASSESSMENTS		\$213.5m
TOTAL VALUE INC VALUATION ASSESSMENTS IMPACT		\$357.5m

[^] Lower of cost and current market value. * Based on independent valuations of underlying property.

** Although CVC does not own 100% of the property, 100% of the value is recorded in the accounts due to the ownership structure.

CVC – PROPERTY INVESTMENTS

Property investments include those held directly by CVC and property backed lending

Property Backed Lending Investments

Investment Thematic

- Registered mortgages over real estate assets with guarantees from borrowers have been a strong performing segment for CVC, and is expected to continue being a strong performer as interest rates move and major banks activity in this space remains subdued
- Flexibility in structuring, efficient approval process and strong balance sheet capacity places CVC in a strong position to win transaction flow
- CVC's ability to understand real estate as an equity participant provides a unique insight into transaction evaluation and ongoing risk management
- Shorter maturity profile than direct property investments, providing nearer term cash flows (12 – 18 months)

Process

- Thorough investigation of macro and micro economic factors which will influence value of security
- Evaluate strength of expert due diligence reports against 'on the ground' information which is shared by our extensive industry network
- Thorough counterparty due diligence, ensuring appropriate expertise and resources

Allocation

- Number of investments: 10

DEBT TYPE	TYPICAL LVR RANGES
Senior	0-65%
Stretch Senior	0-70%
Mezzanine	60-75%



CVC – NON-PROPERTY INVESTMENTS

Non-property investments will remain a small portion of the portfolio going forward

Investment Thematic

- Focus on small number of concentrated investments
- It is anticipated that non-property investments will remain a relatively small proportion of the investment portfolio, with majority of effort being directed toward managing current property investments, with the objective of unlocking significant upside value which is inherent in them

Allocation

- Number of investments: 23

Selected Investments – Non Property Investments



NON PROPERTY INVESTMENT / POSITIONS	STATUTORY EQUITY VALUE (Dec -22)
CVC Emerging Companies Fund I and II	\$11.0m
Cyclopharm Limited	\$7.8m
Tas Foods Limited	\$2.5m
Corporate Loan	\$4.1m
Macarthur National Ltd	\$4.0m
Other Non Property Investments	\$7.0m
TOTAL	\$36.4m



CVC Financial Information



PRO-FORMA STATEMENT OF FINANCIAL POSITION

Set out below is a summary of CVC's historical consolidated statement of financial position, together with the pro-forma adjustment that assumes \$30m - \$50m is raised under the Offer

A\$ ('000'S)	31 DEC 2022 (REVIEWED)	PRO FORMA 31 DEC 2022 \$30M OFFER SIZE ²		PRO FORMA 31 DEC 2022 \$50M OFFER SIZE ³	
		ADJUSTMENT	BALANCE	ADJUSTMENT	BALANCE
FINANCIAL POSITION					
ASSETS					
Current Assets					
Cash ¹	28,435	3,083	31,518	(1,366)	27,069
Loans and receivables	42,166	-	42,166	-	42,166
Equity Investments	7,777	-	7,777	-	7,777
Investment properties	48,216	-	48,216	-	48,216
Other assets	494	-	494	-	494
Total Current Assets	127,088	3,083	130,171	(1,366)	125,722
Non Current Assets					
Loans and receivables	26,790	-	26,790	-	26,790
Equity investments	64,628	-	64,628	-	64,628
Investment properties	39,109	-	39,109	-	39,109
Deferred tax assets ⁴	4,181	422	4,603	605	4,786
Other assets	1,709	-	1,709	-	1,709
Total Non Current Assets	136,417	422	136,839	605	137,022
Total Assets	263,505	3,505	267,010	(761)	262,744
LIABILITIES					
Current Liabilities					
Trade and other payables	5,238	-	5,238	-	5,238
Borrowings ⁵	65,901	(24,788)	41,113	(47,954)	17,947
Provisions	601	-	601	-	601
Tax liability	2,234	(150)	2,084	(290)	1,944
Total Current Liabilities	73,974	(24,938)	49,036	(48,244)	25,730
Non Current Liabilities					
Trade and other payables	1,195	-	1,195	-	1,195
Borrowings ⁶	16,175	30,000	46,175	50,000	66,175
Deferred tax liability ⁴	1,972	(67)	1,905	(129)	1,843
Total Non Current Liabilities	19,342	29,933	49,275	49,871	69,213
Total Liabilities	93,316	4,995	98,311	1,627	94,943
NET ASSETS/EQUITY	170,189	(1,490)	168,699	(2,388)	167,801

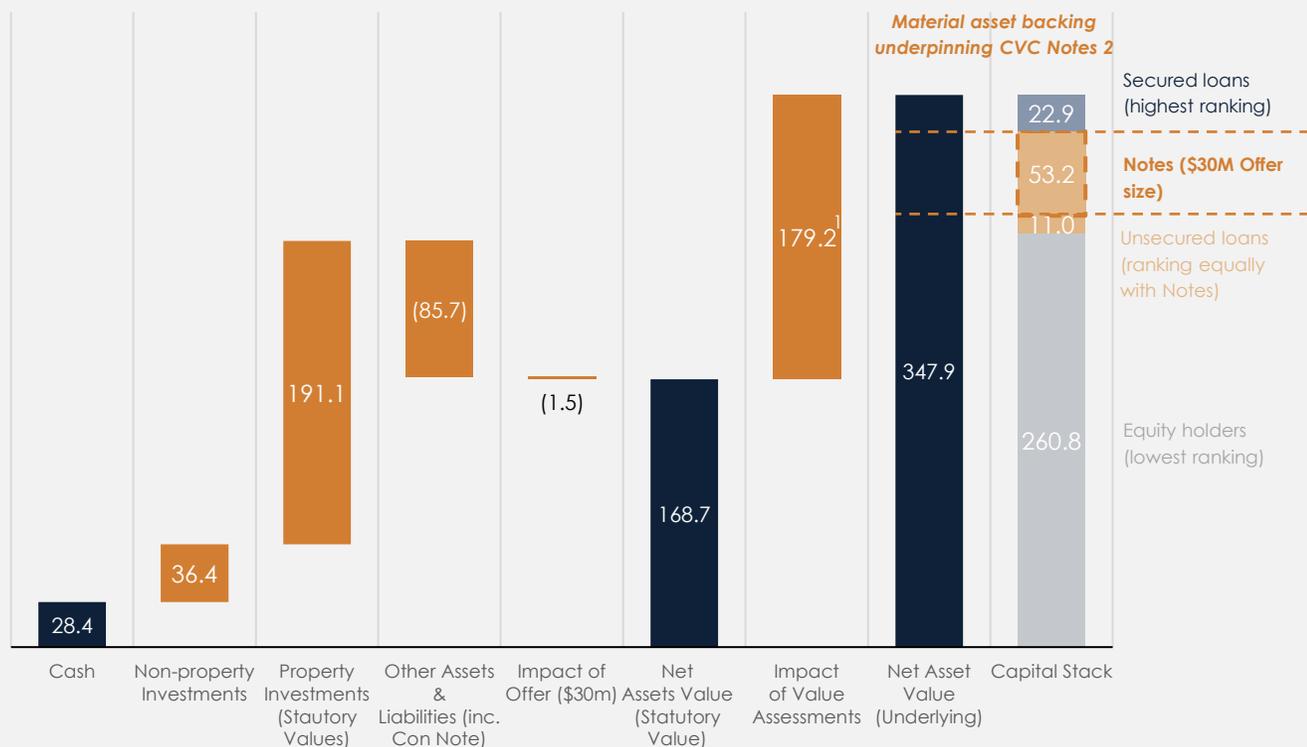
- \$264m total assets
 - Includes \$28.4m cash putting CVC in a strong position to meet financing costs and consider future investment opportunities
- \$82 million of outstanding interest bearing loans and borrowings:
 - \$22.9m in secured loans
 - \$58.9m in unsecured loans (inc. CVCG)
- Net Assets per share \$1.48 as at 31 December 2022 excluding non statutory uplift in asset values estimated at \$1.11 per share as a result of independent valuations of property assets classified as inventory
- In addition to the amounts recorded in the balance sheet, CVC has financial guarantees of \$22.7m

1. Includes the gross proceeds from the offer, gross expenses of the offer and repayment of existing notes.
2. \$30m Offer size assumes that \$25m CVCG will rollover into CVC Notes 2 under the Reinvestment Offer and \$5m will be raised from the New Money Offer.
3. \$50m Offer size assumes that all outstanding CVCG of \$48.4m will rollover into CVC Notes. 2 under the Reinvestment Offer and \$1.6m will be raised from the New Money Offer.
4. The tax impacts of the Offer and associated costs have been reflected in the pro forma adjustments. (The adjustment reflects the amortised value of the CVCG current borrowing liability at 31 December 2022 which are assumed to roll over in the \$30 million Offer size scenario and the \$50 million Offer size scenario. The respective values have been debited from current borrowing liability and offset by a corresponding credit to the non-current borrowing liability to reflect the CVC Notes 2.
5. A non-current liability of \$30m and \$50m has been recorded to reflect the face value of the CVC Notes 2 issued.

IMPACT OF MARKET VALUE ASSESSMENTS

After factoring in the impact of market value assessments, pro forma gearing is markedly lower than reported metrics

Group Net Assets (A\$M) - \$30M Offer size



- In accordance with the accounting standards, development projects are valued at the lower of cost and net realisable value
- Accordingly, the statutory values in the accounts do not reflect the market value of some of CVC's material assets
- CVC management have sought current independent market valuations on three major investments currently held at cost
 - Valued on the basis of their current land use entitlements (zoning) and therefore doesn't capture the additional value uplift likely to be achieved upon rezoning / further initiatives
- The valuations would represent an uplift of post-tax assets of \$179.2m
- This would reduce the gearing ratio to ~27% - a better reflection of CVC's 'true' gearing

1. Represents the net impact of value assessments (\$213.4m uplift in assets offset by \$34.2m increase in deferred tax liabilities) have been determined with reference to recent independent third party property valuations and the application of a discounted cash flow model for contracted property sales, anticipated to complete at a future date

	STATUTORY HISTORICAL 31 DEC 22 (REVIEWED)	PRO FORMA HISTORICAL 31 DEC 22 (\$30M OFFER)	PRO FORMA HISTORICAL 31 DEC 22 (\$50M OFFER)
Gearing Ratio (Covenant of 40%)*	35.60%	36.99%	36.31%
Adjusted Gearing Ratio**	26.91%	27.75%	27.29%

* Gearing Ratio = (Total Liabilities-Limited Recourse Debt)/(Total Liabilities + Total Equity - Limited Recourse Debt)
 ** Gearing Ratio adjusted for the impact of market value assessments

PRO FORMA RANKING

Based on CVC's reviewed financial statements as at 31 December 2022, as well as showing the pro forma impact of a \$30m - \$50m issue of CVC Notes 2



	RANKING	EXISTING CVC DEBT OBLIGATIONS	31 DEC 22 (REVIEWED) ¹	PRO FORMA HISTORICAL 31 DEC 22 (\$30M OFFER) ^{1,2}	PRO FORMA HISTORICAL 31 DEC 22 (\$50M OFFER) ^{1,3}
Higher ranking	Secured debt	Project related loans	\$22.9m	\$22.9m	\$22.9m
		Undrawn secured loan	None	None	None
	Unsecured debt (ranking equally)	Unsecured loans	\$11.0m	\$11.0m	\$11.0m
		CVC Notes	\$47.9m ⁴	\$53.2m	\$50.0m
	Unsecured subordinated debt		None	None	None
	Preference shares		None	None	None
Lower ranking	Ordinary equity	CVC ordinary shares	\$170.2m	\$168.7m	\$167.8m

1) These amounts may vary during the term of the Prospectus and during the term of the CVC Notes

2) \$30m Offer size assumes that \$25m CVCG will rollover into CVC Notes 2 under the Reinvestment Offer and \$5m will be raised from the New Money Offer.

3) \$50m Offer size assumes that all outstanding CVCG of \$48.4m will rollover into CVC Notes. 2 under the Reinvestment Offer and \$1.6m will be raised from the New Money Offer

4) The outstanding CVCG have a face value of \$48.4m and fair value of \$47.9m as at 31 December 2022. The difference between these value represents the equity component of the note's convertible feature

HISTORICAL FINANCIAL PERFORMANCE

Set out below is a summary of CVC's historical consolidated statement of financial performance for the years ended 30 June 2021, 30 June 2022 and half year ended 31 December 2022

A\$ (000'S)	30 JUN 2021 (AUDITED)	30 JUN 2022 (AUDITED)	31 DEC 2022 (AUDITED)
FINANCIAL PERFORMANCE			
Income			
Profit from development properties ¹	5,182	6,356	3,518
Change in fair value of investment property ²	8,544	5,823	-
Interest income ³	20,268	20,283	4,717
Equity investment profits ⁴	22,323	951	3,191
Other income	4,508	4,202	634
Total Income	60,825	37,615	12,060
Expenses			
Impairments ⁵	(2,897)	(162)	(4,073)
Other overhead and administration expenses	(10,173)	(13,042)	(4,029)
Total Expenses	(13,070)	(13,204)	(8,102)
Earnings Before Interest and Tax	47,755	24,411	3,958
Finance costs ⁶	(9,873)	(9,247)	(3,768)
Income tax expense	(9,869)	(2,256)	(122)
Net Profit After Tax	28,013	12,908	68

1. Income generated from development properties is presented net of related expenditure

2. Investment properties are recorded at fair value at balance date, with movements during the period recognised as income or an expense

3. Interest and related income is generated from loans and receivable balances and recognised as income when earned

4. Equity investment profits includes net gain on financial assets at fair value through profit or loss and share of net profits for the period from investments held in associates accounted for using the equity method

5. Impairment losses are recognised in relation to the assessment of the recoverable amounts of investments in associates, properties, financial and other assets

6. Finance costs include interest expense related to the CVCG Notes and other borrowings

HISTORICAL CASH FLOW STATEMENT

Set out below is a summary of CVC's historical consolidated statement of cash flows for the years ended 30 June 2021, 30 June 2022 and half year ended 31 December 2022

A\$ ('000'S)	30 JUN 2021 (AUDITED)	30 JUN 2022 (AUDITED)	31 DEC 2022 (AUDITED)
STATEMENT OF CASH FLOWS			
Operating Activities			
Net cashflows from property development	(4,118)	(8,418)	(9,320)
Net cashflows from share investing	9,377	(4,012)	10,325
Net lending	16,858	(5,271)	18,664
Dividend income	7,336	1,763	2,134
Interest income	15,007	17,071	4,864
Interest paid	(6,315)	(4,030)	(2,068)
Net general operating expenditure	(2,222)	(11,108)	(6,176)
Taxes paid	76	(5,277)	(6,750)
Cash Movement from Operating Activities	35,999	(19,282)	11,673
Investing Activities			
Disposal of subsidiaries, net of cash	-	3,065	-
Other	(188)	(93)	(16)
Cash Movement from Investing Activities	(188)	2,972	(16)
Financing Activities			
Net borrowings	3,769	4,534	(2,056)
Dividends paid	(7,179)	(15,104)	(5,982)
Share/convertible note buy-backs	(4,976)	(3,514)	(1,483)
Transaction with non-controlling interest	5,703	1,049	(110)
Cash Movement from Financing Activities	(2,683)	(13,035)	(9,631)
Net Change in Cash Balances	33,128	(29,345)	2,026
Opening cash balances	22,626	55,754	26,409
Closing Cash Balances	55,754	26,409	28,435



CVC Offer Overview



CVC NOTE 2 OFFER OVERVIEW



CVC is offering 300,000 CVC Notes 2 with an aggregate Face Value of

\$30m

(with the ability to raise more or less) to maintain balance sheet strength, enabling the Company to take advantage of investment opportunities in relation to its existing and future pipeline

The full terms are available in the Prospectus, however key terms have been summarised to right

Offer	<ul style="list-style-type: none"> Offer of fully paid, redeemable, unsecured, non-convertible notes ("CVC Notes 2") Includes a Reinvestment Offer under which Eligible CVCG Holders can apply to reinvest some or all their CVCG into Notes
Issuer	<ul style="list-style-type: none"> CVC Limited (ASX: CVC)
Quotation	<ul style="list-style-type: none"> Application has been made for CVC Notes 2 to be quoted on the ASX under the code 'CVCHA'
Offer size	<ul style="list-style-type: none"> 300,000 CVC Notes 2 with an aggregate Face Value of \$30m (including the Reinvestment Offer), with the ability to raise more or less
Use of proceeds	<ul style="list-style-type: none"> To maintain balance sheet strength, enabling the Company to take advantage of investment opportunities in relation to its existing and future pipeline New money received will be used to fund CVC's general corporate purposes and, in part, to redeem CVCG (for those that do not participate in the Reinvestment Offer) and/or other investment activities in accordance with CVC's Investment Guidelines
Issue date	<ul style="list-style-type: none"> 14 April 2023
Maturity Date	<ul style="list-style-type: none"> Unless redeemed earlier, or purchased by CVC and cancelled, CVC will redeem all outstanding CVC Notes 2 on 31 March 2026
Interest Rate	<ul style="list-style-type: none"> Floating interest rate equal to the sum of the 90-day BBSW Rate plus the Margin Margin to be determined under the Bookbuild and is expected to be between 4.75% - 5.00%
Interest payment	<ul style="list-style-type: none"> Payable quarterly in arrears, with the first interest payment payable on 30 June 2023 If an amount is not paid on or before the due date, interest will be paid on the outstanding amount
Face Value	<ul style="list-style-type: none"> \$100 per CVC Note 2
Status and ranking of the Notes	<ul style="list-style-type: none"> Unsecured and ranking for payment after any secured creditors are paid, but ahead of Ordinary Shares
Financial covenants	<ul style="list-style-type: none"> Gearing ratio not to exceed 40%
Issuer call	<ul style="list-style-type: none"> Early Redemption at the option of the Issuer after 2nd anniversary, with an Early Redemption Premium Payable
Early Redemption Premium	<ul style="list-style-type: none"> \$2 per Note after the 2nd anniversary of the Issue Date and prior to the Maturity Date or at any time a Delisting Event occurs prior to the Maturity Date
Change of control	<ul style="list-style-type: none"> Early Redemption at the option of Noteholders

Defined terms have the meaning given to them in the Prospectus

OFFER STRUCTURE AND NOTES TARGET MARKET



<p>The Offer is comprised of a Reinvestment Offer and a New Money Offer.</p> <p>Applications must be made through a Broker and retail investors will need to be within the Notes Target Market</p>	Offer Structure	<ul style="list-style-type: none"> • Reinvestment Offer, under which Eligible CVCG Holders may elect to exchange their CVCG for CVC Note 2 on a 1:1 basis and receive the following in cash for each CVG exchanged for CVC Notes 2: <ul style="list-style-type: none"> – \$2.00 per CVCG; plus – Any outstanding and unpaid interest on each CVCG • New Money Offer, under which a client of a Broker who is either an Institutional Investor or retail investor within the Notes Target Market who has received personal advice from a licensed professional advisor may apply through their Broker for an allocation of Notes <ul style="list-style-type: none"> – Eligible CVCG Holders who elect to reinvest all their CVCG can also apply under the New Money offer for additional CVC Notes 2
	Applications	<ul style="list-style-type: none"> • Both components of the Offer require Applications to be made through a Broker • The Offer does not include a direct offer to CVC securityholders, and CVC securityholders wishing to apply for CVC Notes 2 (including those wishing to apply in the Reinvestment Offer) will need to apply through a Broker • If you are a retail investor, you will need to be within the target market referred to in the TMD in order to be eligible to apply for CVC Note 2
	Notes Target Market	<ul style="list-style-type: none"> • CVC has made a target market determination (TMD) in accordance with its obligations under the new Design and Distribution Obligations (DDO) legislation • TMD is available at www.cvc.com.au/investor-information/cvc-limited/corporate-governance • It describes, among other things, the class of retail investors that comprise the target market for Notes being investors who: <ul style="list-style-type: none"> – are seeking to acquire an investment product with the ability to generate income; – are not seeking capital growth; – have a medium investment timeframe; – can bear the risk associated with an investment in Notes, in particular, the lack of certainty as to payment of distributions and the potential loss of some or all the capital invested in Notes; and – seek the ability to dispose of the Notes by sale on a licensed securities exchange at the price available on the exchange
	Minimum parcel size	<ul style="list-style-type: none"> • \$5,000
	Arranger and Lead Manager	<ul style="list-style-type: none"> • E&P Corporate Advisory Pty Ltd

Defined terms have the meaning given to them in the Prospectus

OPTIONS FOR ELIGIBLE CVCG HOLDERS



Key difference between CVC Notes 2 and CVCG

Item	CVCG	CVC Notes 2
Trustee	Certane CT Pty Ltd (formerly known as AET Corporate Trust Pty Limited) (ABN 12 106 424 088)	Melbourne Securities Corporation Ltd (ACN 160 326 545)
Convertibility	CVCG are convertible to shares	CVC Notes 2 are not convertible to shares
Redemption	The Issuer may redeem the all of the notes before their maturity date, but not prior to 3 years from the date they were issued.	The Issuer may redeem the all of the notes before their maturity date, but not prior to 2 years from the date they were issued.
Early redemption premium	<ul style="list-style-type: none"> \$4.00 per Note where Redeemed between the 3rd and 4th anniversary of the Issue Date; and \$2.00 per Note where redeemed after the 4th anniversary of the Issue Date and prior to the Maturity Date. 	<ul style="list-style-type: none"> \$2.00 per Note after the 2nd anniversary of the Issue Date and prior to the Maturity Date or at any time a Delisting Event occurs prior to the Maturity Date
Gearing ratio for Permitted New Debt	CVC could enter into Financial Indebtedness for moneys borrowed or raised pursuant to any financial accommodation the terms of which were commercial, arm's length and did not contain any unusual or onerous terms and on an incurrence basis did not result in the gearing ratio exceeding 40%. The definition of Financial Indebtedness included guarantees and deferred purchase price.	The definition of Financial Indebtedness does not include guarantees and deferred purchase price.
Quorum	Under the CVCG, the quorum for meeting of CVCG holders was 5%	<p>The quorum for meeting of holders of CVC Notes 2 is:</p> <ul style="list-style-type: none"> Ordinary resolution: 10% (no requirement for quorum if meeting previously adjourned because lack of quorum) Special resolution: >50% (10% for meeting previously adjourned because lack of quorum)
Maturity Date	22 June 2023	31 March 2026

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Options available to eligible CVCG Holders

- 1 Reinvest some or all your CVCG in CVC Notes 2 by participating in the Reinvestment Offer**
 - CVCG Holders may elect to exchange their CVCG for CVC Note 2 on a 1:1 basis and receive the following in cash for each CVG exchanged for CVC Notes 2:
 - \$2.00 per CVCG; plus
 - Any outstanding and unpaid interest on each CVCG
 - Guaranteed an Allocation of 1 CVC Note 2 for every 1 CVCG you reinvest when you apply under the Reinvestment Offer
- 2 Take no action – your CVCG will be redeemed for \$100 (plus all accrued and unpaid interests) per CVCG on 22 June 2023**
- 3 Sell your CVCG on market through your broker at the prevailing market price**
- 4 Convert the CVCG to ordinary shares in accordance with the CVCG terms**
- * Option 1 is not available to ineligible CVCG Holders**

KEY DATES AND CONTACTS

KEY DATES FOR THE OFFER

Lodgment of the Prospectus with ASIC and the ASX	16 March 2023
Bookbuild commences to determine the Margin	16 March 2023
Exposure Period	17 – 23 March 2023
Announcement of the Margin	24 March 2023
Lodgment of Replacement Prospectus with ASIC and the ASX (with final Margin)	27 March 2023
Opening Date for the Offer	27 March 2023
Closing Date for the Offer (including Reinvestment Offer and Broker Firm Offer)	5 April 2023
Settlement Date	13 April 2023
Issue Date	14 April 2023
Holding statement for CVC Notes 2 dispatched	17 April 2023
CVC Notes 2 commences trading on ASX	18 April 2023

KEY DATES FOR CVCG HOLDERS

Reinvestment Offer Record Date	15 March 2023
CVCG Reinvestment Date	14 April 2023
Last day of trading for CVCG on ASX	9 June 2023
Date all outstanding CVCG will be redeemed	22 June 2023

KEY DATES FOR CVC NOTES 2

Interest Payment Dates	The first interest payment date is 30 June 2023 and then quarterly for the months ending September, December, March
Maturity Date	31 March 2023

CONTACTS

Issuer	CVC Limited	+61 2 9087 8000
Arranger & Lead Manager (E&P)	Scott Favaloro	+61 3 9631 9877
	Stephanie Kelaher	+61 3 9235 9726

Defined terms have the meaning given to them in the Prospectus



CVC Key Risks



KEY RISKS

There are risks associated with CVC's business and risk associated with an investment in the Notes, many of which are outside the control of CVC. The key risks outlined in this presentation are not exhaustive and are in summary form only – for a full list of risk factors please refer to the Prospectus

The liquidity of the CVC Notes 2 may be low	The market for the CVC Notes 2 may not be liquid. If liquidity is low, there is a risk that, if you wish to sell your CVC Notes 2 prior to the Maturity Date, you may not be able to do so at a price acceptable to you, or at all, and there is a risk that the market price will become more volatile in general. Although the CVC Notes 2 are intended to be quoted on ASX, there may be insufficient liquidity for you to be able to sell your CVC Notes 2. CVC does not guarantee that you will be able to sell your CVC Notes 2.
CVC Notes 2 are unsubordinated obligations	In the event of a Winding Up, if the Notes are still on issue, they will rank for payment; ahead of Ordinary Shares, equally with all equally ranking Capital Securities, and behind Senior Creditors
Interest payments are not guaranteed	CVC expects to make interest payments using available cash balances and cash flow from the Issuer's investments. CVC's ability to generate cash flows from its operations is not assured. Interest payments are not guaranteed by CVC, the Trustee or any other entity.
Changes in interest rate	Interest on the Notes is calculated by reference to the Bank Bill Rate. The Interest Rate will fluctuate over time and may result in an attractive return on investment.
Future issues of debt or other securities by CVC	CVC may issue further securities, including further CVC Notes that rank for interest, redemption or payment in a winding up of CVC ahead of, equally with or behind the Notes without approval of Holders
Redemption risk	CVC expects to be able to redeem the Notes using the proceeds from future debt or equity raising, cash flows from operations (if available) or proceeds from the sale of investments. There is a risk that CVC may be unable to redeem the Notes at the Maturity Date.
Early redemption risk	Notes may be redeemed early by CVC in certain circumstances. Where redeemed, Notes will be redeemed at their Face value of \$100 per Note (plus any accrued interest and applicable Early Redemption Premium (if any)). There is a risk that the relevant redemption amount may be less than the then current market value of the Notes or the timing of such redemption may not accord with a Holder's individual financial circumstances or tax position.
No voting rights	There is a risk that investors may be affected by corporate decisions made by CVC. Investors have no voting or other rights in relation to the CVC. In addition, the Notes do not confer on investors any right to subscribe for new securities in CVC or to participate in any new or bonus issue of securities. Therefore, investors will not be able to influence decisions that may have adverse consequences for them
Modification, waivers and substitution	CVC may in certain circumstances amend the Terms without the consent of Holders (refer to Clause 12.2 of the Terms). CVC may also amend the Terms if the amendment has been approved by a Holders Resolution or, if the Trustee reasonably considers that the amendment will materially and adversely affect the rights of all Holders, by a Special Resolution of Holders. There is a risk that an amendment or a substitution of the Terms will be made, and with which Holders may not agree.
Enforcement risk	The Terms provide that rights under the Notes and the Note Trust Deed may generally only be enforced by the Trustee and not by the Holders directly. Holders must therefore notify their claims to the Trustee and rely on enforcement by the Trustee, except in certain circumstances where the Trustee has failed to take action after being directed by Holders to do so. Holders may, by ordinary or special resolution, waive breaches or amend the Note Trust Deed. A large Holder may influence the outcome of any such vote.

Defined terms have the meaning given to them in the Prospectus

KEY RISKS



There are risks associated with CVC’s business and risk associated with an investment in the Notes, many of which are outside the control of CVC. The key risks outlined in this presentation are not exhaustive and are in summary form only – for a full list of risk factors please refer to the Prospectus

Notes not rated	The notes issued by CVC are unrated. A note that is unrated may experience adverse effects on market price and liquidity.
Taxation treatment	A general description of the Australian taxation consequences of investing in the Notes is set out in Section 9 of the Prospectus. The information in Section 9 is provided in general terms and is not intended to provide specific advice in relation to the circumstances of any particular potential investor or Holder. Accordingly, you should seek independent advice in relation to your individual tax position before you choose to apply for or invest in the Notes
FATCA withholding and reporting	If CVC or any other person is required to withhold amounts under or in connection with FATCA from any payments made with respect to the Notes, Holders and beneficial owners of Notes, will not be entitled to receive any gross up or additional amounts to compensate them for such withholdings. FATCA is complex and its application to the Notes remains uncertain. Prospective investors are advised to consult their own tax advisers about the application of FATCA to the Notes.
General investment risk	There is a risk that CVC may not be able to generate returns on its investments at a higher value than the original acquisition cost which could materially reduce CVC’s revenue and profitability. CVC also invests excess funds into property investments that are managed by external property developers. There are risks the underlying property investments will not be sufficient to pay either the forecast investment returns or part or all of the original capital invested.
Property investment risk	The realisable value of CVC’s investments is affected by general and specific market conditions that affect the timing and amount of the income realised as well as regulatory impacts including development consents, development costs increasing, cost and availability of finance, contract terminations and level of foreign investment.
Investment market risk	The market value of the investments in which the Group invests can fluctuate as a result of market conditions, variations in the investment portfolio, interest rates and the availability of information through due diligence. The value of CVC’s investments changes over short or extended periods of time. Markets tend to move in cycles with different asset classes underperforming at different times over extended periods of time.
Investment concentration risk	CVC’s investment strategy includes making significant investments and undertaking active management roles in property projects. As CVC reduces its holding of legacy, non-property assets, investment concentration risk continues to increase.
Project approval risk	The success of certain property projects is dependent on the ability of CVC or the developer to obtain rezoning and development approvals from government bodies. This process involves obtaining approvals outside of the control of CVC.
Development risk	The proceeds generated from a property project is closely tied to the approval and development process. Unanticipated factors can influence the realisable value of a property such as changes in planning and government policies.

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CVC Appendix 1: Property Investments



CVC – PROPERTY INVESTMENTS

Property investments include those held directly by CVC and property backed lending

Significant Direct Property Investments – Current

Donnybrook Road, Donnybrook, VIC

- Purchased two sites in 2015 and 2016 in joint venture with Villa World Limited (now Avid Property Group) for \$22.8m (CVC ownership 49%)
- Sought rezoning to allow development of residential and industrial land
- Achieved rezoning in January 2022 with contracts for the residential zoned land totalling \$92m
- The balance industrial land holding of 75 hectares is being progressed through planning permit phase such that construction of an industrial estate can commence

Heathcote Road, Liverpool, NSW

- Option to acquire 16.7Ha site in Liverpool, NSW, entered into in 2016 (CVC ownership 66.7%)
- Site currently zoned industrial, rezoning application submitted for approximately 5,000 apartments and further commercial, retail and associated uses
- Exercise price of option \$165m with \$30.3m deposit payment due in July 2023 if option exercised. Further instalments of \$3m per year due in 2024 to 2026 with balance due in 2027
- Valuation uplift in underlying land on the basis of its current industrial zoning with further upside potential if rezoned to mixed use uses – rezoning supported by Liverpool City Council

Logan Road, Woolloongabba, QLD

- 9,361 sqm development site located in Woolloongabba, Brisbane, with the site including an office / warehouse with total lettable area of 9,887 sqm (CVC ownership 35%)
- Currently leased to ASX listed tenant (AP Eagers) until November 2024, providing stable income
- Mixed-use development has been approved



CVC – PROPERTY INVESTMENTS

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Significant Direct Property Investments - Current

Lake Orr Drive, Burleigh Waters, QLD

- Contracted to purchase 5.4Ha of development land in Gold Coast for \$45m (CVC 60% in partnership with private developer) in March 2022, with settlement to occur in August 2023
- Strategy to deliver infrastructure to allow development or divestment of a variety of super lots which can be developed into residential, retirement, commercial and retail uses
- Detailed planning work being undertaken with subdivision work forecast to commence in 2023

Musgrave Street, Kirra, QLD

- Development of 11 premium one per floor apartments in Kirra Beach, QLD (50% CVC in partnership with private developer)
- Construction commenced, presales in place
- Anticipated completion date of H2 FY2024, with an expected end value in excess of \$50m

Harpley Shopping Centre Land, Werribee, VIC

- Purchased four sites with an area of 4.4Ha in Lend Lease master planned community in Werribee, Victoria for \$18.5m in 2020 and 2021 (100% CVC)
- Development to incorporate:
 - 8,000sqm Coles anchored neighbourhood centre
 - Medical centre, Service station, Childcare centre, fast food outlet and Commercial development
- End value in excess of \$85m
- Construction to commence in H2 FY2023



CVC – PROPERTY INVESTMENTS

Property investments include those held directly by CVC and property backed lending

Significant Direct Property Investments - Current

Pumicestone Road, Caboolture, QLD

- Purchased 15Ha site in 2015 for \$5.35m (60% CVC)
- Completed Ampol anchored travel centre and McDonalds store
- Completed Coles and Chemist Warehouse anchored 7,200sqm neighbourhood centre
- Construction of Bunnings Warehouse completed in February 2023 and settlement of that property has occurred as it was pre-sold to ASX listed REIT
- Further Bulky Goods Centre commenced with tenant commitments from Pet Stock, Super Cheap Auto. Anticipated to complete in Q3 FY2023
- Further sites to provide for childcare, convenience retail and tavern/pub uses

Park Road, Marsden Park, NSW

- Purchased in 2013 in partnership with Leamac Property Group for \$9.0m (CVC ownership 66%)
- Rezoning application submitted to approval for approximately 550 residential allotments
- Progressing rezoning with NSW Department of Planning



CVC – PROPERTY INVESTMENTS

Property investments include those held directly by CVC and property backed lending

Selected Property Backed Lending Investments - Current

Hawksburn, VIC (\$4.5m)

- Registered 2nd mortgage mezzanine investment to assist in the construction of 13 luxury apartments in inner Melbourne suburb
- Owner occupier market with construction nearing completion
- Anticipated repayment H1 FY2024

Vermont, VIC (\$5.2m)

- Registered 1st mortgage investment against land going through planning process to allow residential development
- Large scale infill site with support for rezoning from Council
- Anticipated repayment H2 FY2023



CVC – PROPERTY INVESTMENT CASE STUDIES

CVC has a strong track record of creating value in property investments

Driving value through...

✓ Planning

✓ Rezoning

✓ Developing

✓ Sourcing tenant commitments

East Bentleigh, VIC

- Purchased 4.3Ha industrial site in partnership with MAKE Property Group in 2015 for \$25m
- Provided \$4.0m in equity capital for 50% ownership in property
- Funded \$8m in mezzanine project funding to assist settlement and progressing planning
- Progressed planning application to rezone the land from industrial to mixed use
- Rezoning occurred with use rights allowing residential, commercial, retail and other associated uses
- Sold 50% ownership in project in 2022 which achieved IRR of 23.28% resulting in equity profit of \$12.4m
- Mezzanine debt delivered IRR of 16.08%

Port Macquarie, NSW

- Optioned and subsequently purchased 5Ha site identified for potential Restricted Retail Development in 2013.
- Secured rezoning and development approval for 20,718 sqm of Bulky Goods area
- Secured Bunnings Warehouse as anchor tenant
- Sold site on a 'fund through' structure to property syndication business
- Managed construction and delivery of all building works over a 12 month period
- Delivered equity profit of \$18.3m with an IRR of 32.47%





CVC Appendix 2: Board and Management Team



BOARD & MANAGEMENT

Experienced and well credentialed Board and Management Team



**Craig
Treasure**

*Executive
Chairman*

Craig has over 35 years' experience in business and property development both in publicly listed and private entities, and brings with him a wealth of knowledge and industry connections within the property sector.

Craig was CEO and Managing Director of ASX listed Villa World Limited (ASX: VLW) until it was acquired and delisted in late 2019.

Craig provides strategic input to the business along with Board leadership, whilst working closely with the executive group developing our people and corporate culture. From a property perspective he provides an experienced overview of the transactions being undertaken by the company.



**Mark
Avery**

*Managing
Director*

Mark is an experienced property executive with 20 years of experience gained across private and listed property development and investment groups.

Mark joined CVC in 2010 and was responsible for the real estate investments of the company since that time. He became CEO and Managing Director in 2019.

Mark holds bachelor degrees in Commerce and Planning & Design from the University of Melbourne and a Masters of Business Administration from AGSM.



**John
Leaver**

*Executive
Director*

John founded CVC over 30 years ago and has been a key contributor to its strategy and operations since that time.

He served as Managing Director from 1984 to 2001 and is currently an executive of the business.

John has previously been a Director of Sunland Group Limited (ASX: SDG) and multiple other private and public entities.



**Ian
Campbell**

*Independent
Director*

Ian brings to CVC 30 years of experience as a former partner with Ernst and Young and predecessor firms, principally working with entrepreneurial companies in preparing them for growth, sale and the capital markets.

Ian is currently a Non-Executive Director of Kip McGrath Education Centres Limited (ASX:KME) and Redox Limited.

Ian's previous Non-Executive Director roles include Gloria Jeans Coffees International Pty Limited, Young Achievement Australia Limited and Green's Foods Holdings Pty Limited.



Contact Details

CVC Group



Suite 40.04
Level 40 Governor Phillip Tower
1 Farrer Place
Sydney NSW 2000

P (02) 9087 8000

W www.cvc.com.au