

13 November 2013

Australian Stock Exchange
Continuous Disclosure Area

Via: E Lodgement

Merger of Evergreen Capital Partners and Freehold Investment Management

Treasury Group Limited (TRG) is pleased to announce the successful completion of a merger of Evergreen Capital Partners (Evergreen) with Freehold Investment Management (Freehold).

Freehold is an investment manager established in 2009 specialising in investment into direct property, Australian Real Estate Investment Trusts (A-REITs) and unlisted property funds. Currently, Freehold has approximately \$135 million in funds under management or advice across its A-REITs and Listed Infrastructure strategy, and its unlisted and direct property funds. Evergreen has been managing the A-REITs and Listed Infrastructure strategy in joint venture with Freehold for over three years and the merger further strengthens the relationship between the two businesses.

In addition to listed portfolio management expertise, Freehold introduces strong credentials in direct property funds management to the TRG investment suite. The co-founders of Freehold, Grant Atchison and Darren Brusnahan, both have significant experience in funds management, direct property project management, design and construction. Together with Tim Hannon from Evergreen and Andrew Smith, the management team of the merged business is well credentialed across both listed and unlisted real estate funds management strategies.

Evergreen is a boutique funds management business focussed on a combined A-REITs & Infrastructure strategy. Having invested into Evergreen during 2012, TRG has previously flagged that Evergreen was under review. The updated focus to its investment strategy and the merger with Freehold announced today are the outcomes of that review.

Under the transaction structure, Evergreen shareholders sold their shares in Evergreen in return for equity securities (shares and options) in Freehold. Following the transaction, Freehold owns 100% of the issued capital in Evergreen. TRG now holds options in Freehold which, upon conversion, will deliver an equity interest of 30% on a fully diluted basis. However, over time TRG's equity interest may be reduced to 15% if certain business performance and/or other milestones are met including milestones in relation to profitability and level of funds under management. Previously, TRG held a 30% equity interest in Evergreen.

Treasury Group CEO Andrew McGill said "the merger of Evergreen with Freehold strengthens the management and financial resources available to each business and provides an improved financial platform for further growth. We look forward to

commencing work with Grant, Darren and their colleagues at Freehold and continuing to work with Tim and his team.”

Freehold Managing Director Grant Atchison said “the merger represents a natural progression from the existing successful joint venture, where individual relationships extend back nine years. We will continue to focus on delivering investor focused listed and direct real estate solutions, with a broader set of in house investment skills following the merger.”

Yours faithfully

A handwritten signature in black ink, appearing to read 'JMRp', written in a cursive style.

Reema Ramswarup
Company Secretary