

15 November 2019

Neel Bhowmick
Adviser, Listings Compliance
Australian Securities and Investment Commission
20 Bridge Street
Sydney NSW 2000

Dear Neel

Late disclosure of director's relevant interest

As you know, we act for Teaminvest Private Group Ltd (**Company**).

The Company has recently become aware that a director, Howard Coleman, has a relevant interest in 1,164,259 shares in the Company that are registered to BNP Paribas Nominees Pty Ltd ATF IB AU NOMS RETAILCLIENT DRP (**BNP**). This relevant interest should have been disclosed in Howard's initial interest notice at the time of the Company's admission on 24 May 2019.

1 Howard's relevant interest in shares held on behalf of the Conscious Investor Fund

Howard controls an entity which holds a 21.25% interest in Conscious Capital Ltd (**CCL**). CCL is the manager of a wholesale fund, Conscious Investor Fund (**CIF**), and, as a result, CCL has the power to control the votes attached to shares in the Company beneficially owned by CIF. CIF is the beneficial owner of the 1,164,259 shares registered to BNP. Pursuant to section 608(3) of the *Corporations Act 2001* (Cth) (**Corporations Act**), Howard therefore has a relevant interest in the shares in the Company held by BNP.

Although Howard has held this relevant interest since the Company's admission, it was not disclosed at the time because Howard was under the mistaken understanding that his holding in CCL had been diluted below the 20% threshold prescribed in section 608(3)(a) of the Corporations Act. It came to his attention on 12 November 2019 that the dilution did not take place. As a result, Howard has only just become aware that he had a relevant interest in the shares held by BNP on behalf of CIF.

2 Howard's relevant interest in shares held on behalf of the Teaminvest Diversified Growth Fund

Separately, you may be aware that on 12 November 2019, the Company released an Appendix 3Y and Form 604 disclosing that Howard's relevant interest in the Company increased due to Wealth Winning Investments Pty Ltd (**WWI**) entering into an agreement to acquire a controlling interest in Diversified Growth Management Pty Ltd (**DGM**), the manager of Teaminvest Diversified Growth Fund (**TDGF**). TDGF is the beneficial owner of 5,532,744 shares in the Company. Howard had a relevant interest in these shares which arose because he controlled 31.9% of the voting power in WWI.

Today, Howard sold a portion of the shares he controlled in WWI. This sale has reduced his voting power in WWI below 20%. As a result, Howard has ceased to hold a relevant interest in the shares beneficially held by TDGF.

3 Substantial holder and director's interest notifications

I have enclosed a draft Appendix 3Y and Form 604 which shows an overall decrease to Howard's relevant interest in the Company due to the combined effect of:



- (a) the disclosure of Howard's relevant interest in the shares held by BNP on behalf of CIF; and
- (b) Howard ceasing to have a relevant interest in the shares held beneficially by TDGF due to a relevant interest due to the reduction of his voting power in WWI below 20%.

4 Steps being undertaken by the Company to ensure compliance

In order to ensure that there are no other undisclosed relevant interests, the Company will undertake a review of all directors' relevant interests to ensure that they comply with any relevant Corporations Act provisions and the ASX Listing Rules.

* * *

Yours faithfully,

Anand Sundaraj
Principal

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	Teaminvest Private Group Ltd
ABN	74 629 045 736

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Howard Harry Coleman
Date of last notice	12 November 2019

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct and indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<p>18,750 ordinary shares held by Colfam Superannuation Pty Ltd ACN 089 158 716 ATF Colfam Super Fund. Mr Coleman has power to control the votes attached to these shares in accordance with s608(1)(b) of the Corporations Act 2001 (Cth) (Corporations Act).</p> <p>2,176,659 ordinary shares held by Electronic Marketing Pty Ltd ACN 070 938 519 ATF Colfam Trust. Mr Coleman has power to control the votes attached to these shares in accordance with s608(1)(b) of the Corporations Act.</p> <p>12,600,000 ordinary shares held by Teaminvest Pty Ltd ACN 133 389 910. Mr Coleman has voting power above 20% in this entity in accordance with s608(3)(a) of the Corporations Act.</p>

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Date of change	24 May 2019 and 14 November 2019
No. of securities held prior to change	70,000 fully paid ordinary shares as registered holder
Class	Fully paid ordinary shares
Number acquired	Since the company's admission, Mr Coleman has controlled an entity which has more than 20% of the voting power in Conscious Capital Ltd (CCL). CCL is the manager of Conscious Investor Fund (CIF) and has the power to control the votes attached to securities beneficially held by CIF. CIF beneficially holds 1,164,259 shares in the company. In accordance with ss 608(1) and 608(3)(a) of the Corporations Act, Mr Coleman has a relevant interest in these shares. Mr Coleman has held this relevant interest since the company's admission but has only just become aware of it.
Number disposed	Mr Coleman has ceased to have a relevant interest in the securities held by Theta Asset Management Ltd ATF Teaminvest Diversified Growth Fund (TDGF). This relevant interest arose due to Mr Coleman's control of an entity which had more than 20% of the voting power in Wealth Winning Investments Pty Ltd (WWI). As announced on 12 November 2019, WWI has entered into an agreement to acquire control of Diversified Growth Management Pty Ltd (DGM). DGM is the manager of TDGF and has the power to control the votes attached to securities beneficially held by TDGF. Mr Coleman has reduced his voting power in WWI below 20%.
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	No shares in the Company have been acquired or disposed.

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

No. of securities held after change	<p>70,000 fully paid ordinary shares as registered holder</p> <p>18,750 fully paid ordinary shares held by Colfam Superannuation Pty Ltd ACN 089 158 716 ATF Colfam Super Fund</p> <p>2,176,659 fully paid ordinary shares held by Electronic Marketing Pty Ltd ACN 070 938 519 ATF Colfam Trust</p> <p>12,600,000 fully paid ordinary shares held by Teaminvest Pty Ltd ACN 133 389 910</p> <p>1,164,259 fully paid ordinary shares beneficially held by TDGF</p>
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	No shares in the Company have been acquired or disposed. The increase in relevant interest arises via disclosure of Mr Coleman's voting power above 20% in CCL. The decrease in relevant interest arises through the reduction of Mr Coleman's voting power below 20% in WWI.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A

+ See chapter 19 for defined terms.

Appendix 3Y Change of Director's Interest Notice

Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	N/A
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

⁺ See chapter 19 for defined terms.