

TiP Group

Teaminvest Private Group Limited (ASX: TIP)

ACN 629 045 736

Interim **REPORT** half-year ended 31 December 2022



Interim Report

half-year ended
31 December 2022



Contents

About TIP Group4

Appendix 4D Report.6

CEO’s Letter9

Corporate Directory17

Audited Financial Statement18

About TIP Group

TIP Group is an ASX-listed financial institution focussed on transferring knowledge and wealth between generations. TIP aims to be the financial institution of choice for first-generation wealth, linking the knowledge and capital accumulated over their careers with the next generation of business leaders to achieve outstanding returns.



Noble purpose

Transferring knowledge and wealth between generations.



Vision

To build a society in which the knowledge and wealth we accumulate over a lifetime isn't lost, forcing the next generation to learn (and earn) it all again.



Mission

We invest the wealth and experience of successful people to develop the next generation of business leaders, enhancing the legacy of all.



Gold's Gym - from the Colour Capital stable

1. Company details

Name of entity:	Teaminvest Private Group Limited
ABN:	74 629 045 736
Reporting period:	For the half-year ended 31 December 2022
Previous period:	For the half-year ended 31 December 2021

2. Results for announcement to the market

			\$'000
Revenues from ordinary activities	up	29% to	57,020
Profit from ordinary activities after tax attributable to the owners of Teaminvest Private Group Limited	up	603% to	1,897
Profit for the half-year attributable to the owners of Teaminvest Private Group Limited	up	603% to	1,897

Dividends

The company declared a dividend of 0.275 cents per share for the half year ended 31 December 2022 on 20 February 2023.

Comments

The profit for the Group after providing for income tax amounted to \$1,897,000 (31 December 2021: \$270,000).

Refer to the 'CEO letter' for further details of operations and commentary on the results.

Other information requiring disclosures to comply with Listing rule 4.2A is contained in, and this Appendix 4D should be read in conjunction with, the Interim Financial Report for the half-year ended 31 December 2022.

The information in this Appendix 4D should also be read in conjunction with the Group's 30 June 2022 Annual report.

3. Net tangible assets

	Reporting period Cents	Previous period Cents
Net tangible assets per ordinary security	31.39	29.81

The net tangible assets calculation does not include deferred tax liabilities of \$5,347,000 (31 December 2021: \$5,500,000), right-of-use assets of \$2,670,000 (31 December 2021: \$3,366,000) but includes lease liabilities of \$3,137,000 (31 December 2021: \$4,335,000).

4. Control gained over entities

Not applicable.

5. Loss of control over entities

Not applicable.

6. Dividends

Current period

The company declared a dividend of 0.275 cents per share on 20 February 2023.

Previous period

On 17 February 2022, the company declared a maiden dividend of 0.25 cents per share. On 24 August 2022 the company declared a dividend of 0.30 cents per share for payment on 14 October 2022.

7. Dividend reinvestment plans

On 29 August 2022, the board of directors announced a dividend reinvestment plan. Refer to this [Link](#) to our website for full details.

8. Details of associates and joint venture entities

Name of associate / joint venture	Reporting entity's percentage holding		Contribution to profit/(loss) (where material)	
	Reporting period %	Previous period %	Reporting period \$'000	Previous period \$'000
Colour Capital Pty Ltd	33.30%	33.30%	498	406
Multimedia Technology Pty Ltd	30.00%	30.00%	389	1,109
Teaminvest Private Insurance Services Pty Ltd	50.00%	50.00%	5	16
Wood & Lee Pty Ltd	50.00%	50.00%	-	11
Conscious Capital Ltd	50.00%	-	5	-
Enhanced Trading Solutions UK Ltd	16.00%	-	(120)	-
<i>Group's aggregate share of associates and joint venture entities' profit (where material)</i>				
Profit from ordinary activities after income tax			777	1,542

9. Foreign entities

Details of origin of accounting standards used in compiling the report:

Not applicable.

10. Audit qualification or review

Details of audit/review dispute or qualification (if any):

None. The financial statements were subject to a review by the auditors and the review report is attached as part of the Interim Report.

11. Attachments

Details of attachments (if any):

The Interim Report of Teaminvest Private Group Limited for the half-year ended 31 December 2022 is attached.

12. Signed

As authorised by the Board of Directors

Signed



Date: 20 February 2023

Andrew Coleman
Managing Director and Chief Executive Officer
Sydney

CEO's Letter



A return to growth

After a covid affected FY22, the financial half-year ended 31 December 2022 (1H23) saw Teaminvest Private Group Limited (TIP) return to profitable growth. Highlights include:

- Proportional Revenue of \$83.0m (up 10%);
- Proportional EBITDA of \$6.4m (up 63%);
- Statutory Revenue of \$57.8m (up 26%);
- Statutory Profit of \$1.9m (up 603%);
- Establishing our Wealth division (including operations in the United Kingdom);
- Acquiring a 50% stake in Conscious Capital, the trustee and manager of the Conscious Investor Fund; and
- Declaring a fully-franked interim dividend of 0.275 cents per share, 10% higher than 1H22.

The dividend includes the ability to participate in our dividend reinvestment plan (available on the ASX and our website). For this interim dividend, shares will be issued at the 30-day volume weighted average price leading up to the record date.

Proportional Results

Proportional Results are the proportional revenue and EBITDA for our Group (Proportional Results). Proportional Results are the sum of the proportion of each Portfolio Company's revenue and EBITDA attributable to TIP Group. They are a non-IFRS measure which we find more useful for understanding operating performance than Statutory Comprehensive Income (SCI) reported in accordance with accounting standards.

In 1H23 we report two segments: TIP Equity and TIP Wealth.

(\$m) Segment	Revenue					Δ%	EBITDA					Δ%
	1H19	1H20	1H21	1H22	1H23		1H19	1H20	1H21	1H22	1H23	
Equity	61.2	69.5	71.2	75.1	82.2	9%	4.4	6.0	7.4	6.2	6.6	6%
Wealth (incl. UK)					0.8						(0.2)	
Pre-abnormal	61.2	69.5	71.2	75.1	83.0	10%	4.4	6.0	7.4	6.2	6.4	2%
Abnormal		2.8						2.8	(0.6)	(2.3)		
Total	61.2	72.4	71.2	75.1	83.0	10%	4.4	8.8	6.8	3.9	6.4	63%

Group Proportional EBITDA was up 63% to \$6.4m. This performance was driven by gains in our well-established Equity division which rebounded from the impact of the construction shut-down, and a small loss incurred by the newly established Wealth division.

While we regard revenue as less important than profit (as the saying goes: “revenue is vanity while profit is sanity”), Proportional Revenue grew 10% to a new high of \$83.0m.

TIP Equity

TIP Equity is our private equity operations. Established in 2012, Equity forms the bulk of our business as of 1H23 and is led by Dean Robinson.

Equity grew Proportional Revenue by 9% to \$82.2m, and Proportional EBITDA by 6% to \$6.6m, compared to 1H22. This performance was driven by significant growth in East Coast Traffic Control [ECT], Automation Group [AG] and Colour Capital, coupled with the beginnings of a return to more normal trading in the construction market.

East Coast Traffic Control [ECT] (100% owned) grew revenue by 124% and EBITDA by 440% compared to 1H22. Led by Greg Jeckeln, ECT continues to grow its reputation as the traffic controller of choice for regional Australia: with customers from the South Western Slopes region in New South Wales to Cairns now benefitting from their best-in-class service. For those keeping score, ECT’s profit for the first six months of FY23 is 17% higher than their previous best annual result (FY21) and more than our entire pro-forma Group EBITDA in FY17 (the first time we published an aggregate figure as part of our IPO prospectus). I can only congratulate the outstanding efforts of the team who continue to take this business from strength to strength.

Automation Group (100% owned), grew revenue by 103% and EBITDA by 416% compared to 1H22. When we acquired Automation Group in FY21, I wrote that “Integrating Automation Group increases our technical abilities in the fast-growing industries of automation, artificial intelligence, robotics and remote management” – and with the adoption of automation and artificial intelligence accelerating, the value that AG provides is increasing rapidly. The challenge for the team led by Graham Nisbet is not finding opportunities, but working out which of the many they should focus on first.

*Group Proportional EBITDA was up 63%
to \$6.4m for the half*

Colour Capital (33% owned and equity accounted in SCI) delivered a record operating result by continuing to develop and support franchisees. Colour Capital operates the GJ Gardner home building master franchises for NSW/ACT and WA, the Gold's Gym's business in Australia and New Zealand, and the Raw Energy café business in Australia. Colour Capital's focus on assisting franchisees continues to deliver results with revenue up 26% and EBITDA up 29% compared to 1H22.

With the construction shut-down and supply-chain impacts working their way through the economic system, our construction businesses saw a significant improvement in performance. Whilst the full effect on longer-term contracts has still not worked its way out, strong leadership by Stephen Pribula and Chris Farmer at Icon Metal, and Carol Morley at TIP Residential Group, saw a combined \$2.3m improvement in EBITDA from these two businesses in 1H23 compared to 1H22. This is a testament to the impact of leadership in turbulent times and we look forward to further improvements over the second half. Fellow shareholders may note how quickly my commentary in our FY22 report that “these changes are good long-term strategy and position the business to grow in a disrupted industry, but they come at a short-term cost” has been proved correct. Irrespective of any recovery in economic goodwill, accounting rules mean that the non-cash impairment we took last year can never be reversed (for a more detailed discussion of the divergence between economic and accounting goodwill, see my CEO letter in our FY22 report).



Graham Lusty Trailers

TIP Wealth

TIP Wealth is our wealth management and investment banking business, focused on using the Group's insights and networks to deliver superior client outcomes. Wealth operates in Australia and the United Kingdom, and provides a platform for substantial growth. The division is led by Michael Baragwanath.

Established at the start of the half, TIP Wealth has spent its first six months of operations building capacity and bedding down its cornerstone operations. These now include:

- A 50% stake in Teaminvest Private Insurance Services, a boutique insurance broker established in August 2019;
- 100% ownership of TIP Trustees, a provider of trustee and custodial services, acquired in May 2020;
- A 70% stake in Diversified Growth Management, the manager of the Teaminvest Diversified Growth Fund, acquired in November 2021;
- An indirect minority stake in Enhanced Trade Solutions, an inventory financing business based in the United Kingdom, acquired in April 2022;
- 100% ownership of TIP Wealth Invest No 1 and TIP Wealth RE No 1, the trustee and manager of the Teaminvest Access Fund (formerly known as the Burman Australian Concentrated Shares Fund), acquired in June 2022;
- A corporate advisory practice specializing in providing M&A and capital raising advisory services to medium-sized enterprises, established in July 2022;
- 100% ownership of Co-Living Futures, the manager of the Future Property Fund, established in October 2022;
- A 50% stake in Conscious Capital, the trustee and manager of the Conscious Investor Fund acquired late in this half; and
- Teaminvest UK & Europe, an online version of our existing Australian education business which launched early in 2H23 (after the reporting period).

Wealth earns revenues in four ways:

- Education fees, comprising a monthly fee paid by participants in Teaminvest UK & Europe;
- Advisory fees, usually comprising a small retainer and a much larger success fee;
- Operation fees, usually determined as a small proportion of funds under management (FUM), paid to cover the provision of trustee, custodial and administrative functions; and
- Performance fees, usually linked to outperformance relative to a compounding high-water mark or industry benchmark.

*Wealth spent 1H23 building
capacity and bedding
down operations*

Operation fees tend to be small and regular (usually less than 150 basis points (bps) annually of FUM). Corporate advisory and performance fees are irregular (in that they depend on success and are paid only upon achieving results at the end of some pre-determined period) but can be significant (often 300 to 500 bps of total deal size in the case of advisory, and 1,500 to 2,000 bps of outperformance in the case of performance fees).

In its first half of operations, Wealth delivered Proportional Revenue of \$0.8m and a Proportional EBITDA loss of \$0.2m. As of 31 December 2022, TIP Wealth acts as manager or trustee on \$153m in FUM.

Statutory Comprehensive Income (SCI)

Unlike Proportional Results, which are compiled on a proportional ownership (i.e. operating) basis, SCI is calculated in accordance with the Australian accounting standards in force at any time. It encompasses consolidation accounting where we control a business, equity accounting where we own a substantial share and have significant influence (typically between 20% and 50%), and investment accounting where we don't have significant influence (typically less than 20%).

While SCI is the official published result of the Group, shareholders should be aware of its limitations when using it to understand operating performance. The table below sets out our SCI and a summary balance sheet.

(\$m)					(\$m)				
P&L	1H20	1H21	1H22	1H23	Balance Sheet	1H20	1H21	1H22	1H23
Revenue	46.4	48.7	45.8	57.8	Current assets	29.4	36.8	33.5	37.4
Operating expenses	(39.8)	(44.0)	(43.8)	(53.1)	Non-current assets	73.7	77.7	94.8	80.6
EBITDA	6.6	4.7	2.0	4.7	Total assets	103.1	114.5	128.4	118.0
D&A	(1.4)	(1.3)	(2.1)	(1.9)	Current liabilities	20.5	23.3	20.1	27.5
EBIT	5.2	3.4	(0.1)	2.8	Non-current liabilities	4.2	2.8	8.5	7.5
Interest income / (expense)	(0.2)	(0.2)	(0.1)	(0.2)	Total liabilities	24.7	26.2	28.5	35.0
PBT	5.0	3.2	(0.2)	2.6	Equity	78.4	88.3	99.8	83.0
Tax income / (expense)	0.5	(0.2)	0.5	(0.7)	Cash	8.2	11.3	9.9	5.9
Statutory NPAT	5.4	3.0	0.3	1.9	Total debt (traditional)	2.9	2.4	1.6	0.6
Abnormal items	(2.8)	0.4	1.6	-	Total debt (AASB 16)	7.3	5.8	6.0	3.7
Operating NPAT	2.6	3.4	1.9	1.9					

Explanation of abnormal items

There were no abnormal items in 1H23.

During our comparison period (1H22) the Group experienced one-off abnormal impacts from the Sydney coronavirus construction shut-down and its flow on effects. If you would like more information, greater detail can be found in the 1H22 CEO letter.

Half ahead

In my FY22 letter I wrote:

“FY23 promises to deliver significant growth. The expansion of our geographical footprint, our increase in financial services offerings, and the continued mentorship and development of our talented Portfolio Company management, positions TIP Group strongly for the next twelve months.”

Whilst I am not in the business of making predictions, 1H23 has been pleasing with our talented Portfolio Company management continuing to focus on the three things that (to paraphrase Warren Buffett) “matter most”:

1. Continually delighting customers;
2. Eliminating unnecessary costs; and
3. Innovating to do the first two better.

Whilst our new foray into Wealth is too young to deliver a meaningful impact this half, it further increases our moats as a group. As Head of Wealth Michael Baragwanath puts it: “Wealth is Equity’s unfair advantage”. It may take a while for Wealth to deliver results on the scale that Equity already does (it took ten years for Equity to get here!), but I am confident that as our wealth and investment banking operations grow – guided by our Teaminvest methodology of Conscious Investing – they will become an increasingly important part of our business. Whether we see that in 2H23, or only later, will be a function of how quickly our initiatives can scale.

*Wealth is
Equity’s unfair
advantage*



The decade to 2032

Teaminvest was established in late 2007 as a private membership organisation for those who wish to educate themselves to manage their wealth wisely rather than paying others to do it badly for them.

In 2012, TIP was formed to offer Teaminvest members the opportunity to invest in (and mentor) the next generation of business leaders. Using the same investment principles, TIP allowed participants to provide hands-on capital and advice directly to entrepreneurs.

But as we grew, we realised just how poorly the financial services landscape caters for first generation wealth:

- For those growing wealth, existing players offer little education and advice beyond risk mitigation and index-tracking;
- For those deploying wealth, few quality investment opportunities are offered to investors on the primary market; and
- For entrepreneurs needing capital, most funders are interested only in extremes: either growth at any cost, or totally averse to risk. Very few talk about what matters: delighting customers; eliminating unnecessary costs; and continuously improving products and services.

All are symptoms of the same problem: a financial industry focused on quarterly results and uninterested in self-directed investors.

As a company founded on the principles of conscious investing, it is in our DNA to approach the market differently. Seeking to educate, looking for long-term investment opportunities and seeing our role as custodians of the future – whether a family's future when growing wealth, or a businesses future when deploying it.

Integrating Wealth (the process of accumulating and deploying capital) with Equity (putting it productively to use) is what we have always done. Our goal for the decade to 2032 is do more of it: becoming the financial institution of choice for first generation wealth and fulfilling our noble purpose of transferring knowledge and wealth between generations.

*The knowledge you bring, and
the value you add, accelerates
our growth*

A final word

If you are excited by our noble purpose, and would like to participate in our unique organisation, please apply to become a Selected Shareholder. The knowledge you bring, and the value you add, accelerates our growth.

Existing Selected Shareholders, and those considering becoming a Selected Shareholder, will be pleased to know that a clearer distinction is now made between those in possession of inside information and those participating in analysis, mentorship and development. This simplifies when you need (or don't need) approval to trade, and expands your trading windows. A copy of the new terms can be found on our website.

I look forward to seeing you at future strategy days.

Best wishes,



Andrew Coleman

CEO

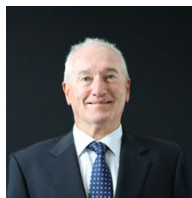
Teaminvest Private Group Limited



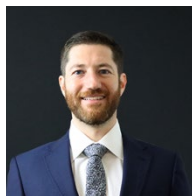
Kitome

Corporate Directory

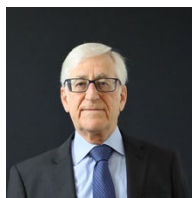
Directors



Malcolm Jones - Chair



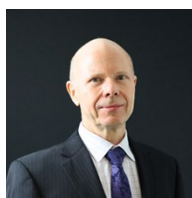
Andrew Coleman



Howard Coleman



Ian Kadish



Regan Passlow

Company secretaries



Anand Sundaraj



Dean Robinson

Teaminvest Private Group Limited

ABN 74 629 045 736

Interim Report - 31 December 2022

Directors' report	2
Auditor's independence declaration	3
Statement of profit or loss and other comprehensive income	4
Statement of financial position	5
Statement of changes in equity	6
Statement of cash flows	7
Notes to the financial statements	8
Directors' declaration	17
Independent auditor's review report to the members of Teaminvest Private Group Limited	18

The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'Group') consisting of Teaminvest Private Group Limited (referred to hereafter as the 'Company' or 'parent entity') and the entities it controlled at the end of, or during, the half-year ended 31 December 2022.

Directors

The following persons were directors of Teaminvest Private Group Limited during the whole of the financial half-year and up to the date of this report, unless otherwise stated:

Malcolm Jones - Chair
Andrew Coleman
Howard Coleman
Ian Kadish
Regan Passlow

Principal activities

During the financial half-year, the principal continuing activities of the Group consisted of investing in Australian businesses.

Review of operations

The profit for the Group after providing for income tax amounted to \$1,897,000 (31 December 2021: \$270,000).

After a COVID affected FY22, the financial half year ended 31 December 2022 saw the Group return to profitable growth.

Refer to the 'CEO letter' for further details of operations and commentary on the results.

Significant changes in the state of affairs

On 25 November 2022, shareholders approved the acquisition of 50% of the shares in Conscious Capital Ltd for \$3,750,000. For more information about this acquisition, refer to the market announcement released to the ASX on 25 August 2022.

There were no other significant changes in the state of affairs of the Group during the financial half-year.

Rounding of amounts

The Company is of a kind referred to in Corporations Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest thousand dollars, or in certain cases, the nearest dollar.

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out immediately after this directors' report.

This report is made in accordance with a resolution of directors, pursuant to section 306(3)(a) of the Corporations Act 2001.

On behalf of the directors



Andrew Coleman
Managing Director and Chief Executive Officer

20 February 2023
Sydney

DECLARATION OF INDEPENDENCE BY RYAN POLLETT TO THE DIRECTORS OF TEAMINVEST PRIVATE GROUP LIMITED

As lead auditor for the review of Teaminvest Private Group Limited, for the half-year ended 31 December 2022, I declare that, to the best of my knowledge and belief, there have been:

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and
2. No contraventions of any applicable code of professional conduct in relation to the review.

This declaration is in respect of Teaminvest Private Group Limited and the entities it controlled during the period.



Ryan Pollett
Director

BDO Audit Pty Ltd

Sydney, 20 February 2023

For the half-year ended 31 December 2022

Consolidated	Note	31 Dec 2022 \$'000	31 Dec 2021 \$'000
Revenue			
Revenue from contracts with customers	4	57,020	44,292
Share of profits of associates accounted for using the equity method		777	1,542
Other income	5	192	680
Interest revenue calculated using the effective interest method		65	4
Expenses			
Raw materials and consumables used		(21,366)	(17,808)
Employee benefits expense		(26,313)	(22,429)
Depreciation/amortisation	6	(1,804)	(2,097)
Impairment of receivables		(108)	(141)
Occupancy expense		(347)	(338)
Other expenses		(5,244)	(3,835)
Finance costs		(239)	(126)
Profit/(loss) before income tax		2,633	(256)
Income tax (expense)/benefit		(736)	526
Profit after income tax benefit for the year attributable to the owners of Teaminvest Private Group Limited		1,897	270
Other comprehensive income for the year, net of tax		-	-
Total comprehensive income for the year attributable to the owners of Teaminvest Private Group Limited		1,897	270
Attributable to			
Equity holders of the parent		1,953	218
Non-controlling interest		(56)	52
		Cents	Cents
Basic earnings per share	11	1.48	0.17
Diluted earnings per share	11	1.48	0.17

The above statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes

Consolidated	Note	31 Dec 2022 \$'000	30 June 2022 \$'000
Assets			
Current assets			
Cash and cash equivalents		5,859	6,426
Trade and other receivables		10,574	8,577
Contract assets		7,035	10,545
Inventories		11,955	10,688
Income tax		369	369
Prepayments and other deposits		1,366	1,819
Held for sale	12	271	-
Total current assets		37,429	38,424
Non-current assets			
Investments accounted for using the equity method	13	27,807	23,804
Other financial assets		411	411
Property, plant and equipment		5,363	5,694
Right-of-use assets		2,670	2,956
Intangibles	7	44,342	44,868
Total non-current assets		80,593	77,733
Total assets		118,022	116,157
Liabilities			
Current liabilities			
Trade and other payables		18,984	14,520
Contract liabilities		3,559	7,660
Borrowings		571	586
Lease liabilities		1,509	1,573
Employee benefits		2,364	2,379
Provisions		497	307
Total current liabilities		27,484	27,025
Non-current liabilities			
Lease liabilities		1,628	2,057
Deferred taxes		5,347	5,005
Employee benefits		545	557
Total non-current liabilities		7,520	7,619
Total liabilities		35,004	34,644
Net assets		83,018	81,513
Equity			
Issued capital	8	88,301	88,301
Accumulated losses		(5,508)	(7,069)
Capital Contribution		229	229
Total equity attributable to the equity holders of the Parent		83,022	81,461
Non-controlling interest		(4)	52
Total equity		83,018	81,513

The above statement of financial position should be read in conjunction with the accompanying notes

Consolidated	Issued capital \$'000	Retained profits \$'000	Capital Contribution \$'000	Total equity \$'000	Non- controlling interests	Total equity
Balance at 1 July 2021	87,597	11,011	-	98,608	-	98,608
Profit/(loss) after income tax for the year	-	218	-	218	52	270
Other comprehensive income for the year, net of tax	-	-	-	-	-	-
Total comprehensive income for the year	-	218	-	218	52	270
Change in ownership interest:						
Acquisition of a subsidiary with NCI	-	-	229	229	28	257
Total change in ownership interest	-	-	229	229	28	257
<i>Transactions with owners in their capacity as owners:</i>						
Issue of ordinary shares for settlement of share-based payments	380	-	-	380	-	380
Issue of ordinary shares related to contingent consideration	324	-	-	324	-	324
Balance at 31 December 2021	88,301	11,229	229	99,759	80	99,839

Consolidated	Issued capital \$'000	Accumulated losses \$'000	Capital Contribution \$'000	Total equity \$'000	Non- controlling interests	Total equity
Balance at 1 July 2022	88,301	(7,069)	229	81,461	52	81,513
Profit/(loss) after income tax for the year	-	1,953	-	1,953	(56)	1,897
Other comprehensive income for the year, net of tax	-	-	-	-	-	-
Total comprehensive income for the year	-	1,953	-	1,953	(56)	1,897
Dividends paid	-	(392)	-	(392)	-	(392)
	-	(392)	-	(392)	-	(392)
Balance at 31 December 2022	88,301	(5,508)	229	83,022	(4)	83,018

The above statement of changes in equity should be read in conjunction with the accompanying notes

Consolidated	Note	Consolidated	
		31 Dec 2022 \$'000	31 Dec 2021 \$'000
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		55,810	51,416
Payments to suppliers and employees (inclusive of GST)		(54,642)	(51,932)
Dividends received		525	1,024
Dividend paid		(392)	-
Interest received		65	4
Other revenue		-	345
Interest and other finance costs paid		(239)	(126)
Income taxes paid		-	(136)
Net cash from operating activities		1,127	595
Cash flows from investing activities			
Net cash acquired from business combinations		-	127
Payments for other financial assets		-	(300)
Payments for property, plant and equipment		(1,208)	(1,496)
Payments for intangibles		(61)	(212)
Proceeds from disposal of property, plant and equipment		575	625
Net cash used in investing activities		(694)	(1,256)
Cash flows from financing activities			
Repayments from borrowings		(15)	(771)
Repayment of lease liabilities		(985)	(971)
Repayment of invoice discounting		-	(70)
Net cash used in financing activities		(1,000)	(1,812)
Net decrease in cash and cash equivalents		(567)	(2,473)
Cash and cash equivalents at the beginning of the financial year		6,426	12,346
Cash and cash equivalents at the end of the financial year		5,859	9,873
Represented by:			
Cash and cash equivalents		5,859	9,873
Less: bank overdraft		-	-
		5,859	9,873

The above statement of cash flows should be read in conjunction with the accompanying notes

Note 1. General information

The financial statements cover Teaminvest Private Group Limited as a Group consisting of Teaminvest Private Group Limited ('Company' or 'parent entity') and the entities it controlled at the end of, or during, the half-year (referred to in these financial statements as the 'Group'). The financial statements are presented in Australian dollars, which is Teaminvest Private Group Limited's functional and presentation currency.

Teaminvest Private Group Limited is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

Suite G.01 and G.02
23 Ryde Road
Pymble 2073

A description of the nature of the Group's operations and its principal activities are included in the directors' report, which is not part of the financial statements.

For the purposes of the consolidated financial statements, Teaminvest Private Pty Ltd has been identified as the accounting parent and the Teaminvest Private Group Limited as the legal parent.

The financial statements were authorised for issue, in accordance with a resolution of directors, on 20 February 2023. The directors have the power to amend and reissue the financial statements.

Note 2. Significant accounting policies

These general purpose financial statements for the interim half-year reporting period ended 31 December 2022 have been prepared in accordance with Australian Accounting Standard AASB 134 'Interim Financial Reporting' and the Corporations Act 2001, as appropriate for for-profit oriented entities. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 'Interim Financial Reporting'.

These general purpose financial statements do not include all the notes of the type normally included in annual financial statements. Accordingly, these financial statements are to be read in conjunction with the annual report for the year ended 30 June 2022 and any public announcements made by the Company during the interim reporting period in accordance with the continuous disclosure requirements arising under Australian Securities Exchange Listing Rules and the Corporations Act 2001.

The principal accounting policies adopted are consistent with those of the previous financial year and corresponding interim reporting period, unless otherwise stated.

New or amended Accounting Standards and Interpretations adopted

The Group has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

Any new, revised or amending Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

Note 3. Operating segments

Identification of reportable operating segments

The Group is organised into three statutory operating segments. These operating segments are based on the internal reports that are reviewed and used by the Board of Directors who are identified as the Chief Operating Decision Makers ('CODM') in assessing performance and in determining the allocation of resources. Further details are as follows:

Segment name	Description
Equity segment	The Equity segment includes seven wholly-owned subsidiaries of the Group: Lusty TIP Trailers Pty Ltd, Icon Metal Pty Ltd, Coastal Energy Pty Ltd, East Coast Traffic Controllers Pty Ltd, Teaminvest Private Residential Group Pty Ltd, Teaminvest Pty Ltd and Automation Group Investments Pty Ltd. There are 3 associate entities: Colour Capital Pty Ltd, Multimedia Technology Pty Ltd and Wood & Lee Pty Ltd.
Wealth segment	The Wealth segment includes three wholly-owned subsidiaries of the Group: TIP Trustees Limited, TIP Wealth RE No.1 and Teaminvest Private Financial Services Pty Ltd; one 70% owned subsidiary, Diversified Growth Management Pty Ltd and 50% interest owned in Teaminvest Private Insurance Services Pty Ltd and Conscious Capital Ltd.
UK segment	The UK segment includes an 80% owned subsidiary: TIP Group UK Pty Ltd and one associate entity, Enhanced Trading Solutions UK Ltd.

Management opted to change the way segments were reported in the current financial year to appropriately reflect and manage the business activities which are similar in its operations. Last year's results have been restated under the new operating segments for comparative purposes.

There is no aggregation of operating segments.

The CODM reviews EBITDA (earnings before interest, tax, depreciation and amortisation). The accounting policies adopted for internal reporting to the CODM are consistent with those adopted in the financial statements.

The information reported to the CODM is on a monthly basis.

Intersegment transactions

There were no intersegment transactions.

Intersegment receivables, payables and loans

There were intersegment loans from Equity to UK of \$1,900,000, and Equity to Wealth of \$300,000.

Note 3. Operating segments (continued)

Operating segment information

Consolidated - 31 Dec 2022	Equity \$'000	Wealth \$'000	UK \$'000	Total \$'000
Revenue				
Sales to customers	56,011	596	53	56,660
Other revenue	360	-	-	360
Total	56,371	596	53	57,020
EBITDA	5,681	35	(337)	5,379
Depreciation and amortisation expense				(1,804)
Interest revenue				65
Other income				192
Finance costs				(239)
Corporate overheads				(960)
Profit before income tax				2,633
Income tax expense				(736)
Profit after income tax				1,897
Assets				
Segment assets	110,697	889	1,858	113,444
<i>Unallocated assets:</i>				
Income tax receivable				369
Corporate assets				4,209
Total assets				118,022
Liabilities				
Segment liabilities	27,437	15	122	27,574
<i>Unallocated liabilities:</i>				
Deferred tax liability				5,347
Corporate liabilities				2,082
Total liabilities				35,004

Note 3. Operating segments (continued)

Restated operating segment information

Consolidated - 31 Dec 2021	Equity \$'000	Wealth \$'000	UK \$'000	Total \$'000
Revenue				
Sales to customers	43,795	298	-	44,093
Other revenue	199	-	-	199
Total	43,994	298		44,292
 EBITDA	 2,764	 132		 2,896
 Depreciation and amortisation expense				(2,097)
Interest revenue				4
Other income				680
Finance costs				(126)
Corporate overheads				(1,101)
Loss before income tax expense				(256)
Income tax benefit				526
Profit after income tax expense				270
 Assets				
<i>Segment assets</i>	<i>123,140</i>	<i>856</i>	<i>-</i>	<i>123,996</i>
<i>Unallocated assets:</i>				
Corporate assets				4,374
Total assets				128,370
 Liabilities				
<i>Segment liabilities</i>	<i>21,129</i>	<i>117</i>	<i>-</i>	<i>21,246</i>
<i>Unallocated liabilities:</i>				
Provision for income tax				55
Deferred tax liability				5,500
Corporate liabilities				1,730
Total liabilities				28,531

Note 4. Revenue

Consolidated	31 Dec 2022 \$'000	31 Dec 2021 \$'000
Revenue from contracts with customers		
Sale of goods	25,147	20,771
Rendering of services	31,513	23,322
	<u>56,660</u>	<u>44,093</u>
Other revenue		
Other sales revenue	360	199
	<u>360</u>	<u>199</u>
Revenue	<u>57,020</u>	<u>44,292</u>

Disaggregation of revenue

The disaggregation of revenue from contracts with customers is as follows:

	Equity \$'000	Wealth \$'000	UK \$'000	Total \$'000
Consolidated - 31 December 2022				
Geographical Regions				
Australia	56,011	596	53	56,660
Timing of Revenue recognition				
Goods transferred at a point in time	25,147	-	-	25,147
Services transferred at a point in time	8,426	473	-	8,899
Services transferred over time	22,438	123	53	22,614
	<u>56,011</u>	<u>596</u>	<u>53</u>	<u>56,660</u>

	Equity \$'000	Wealth \$'000	UK \$'000	Total \$'000
Consolidated - 31 December 2021				
Geographical Regions				
Australia	43,795	298	-	44,093
Timing of Revenue recognition				
Goods transferred at a point in time	20,771	-	-	20,771
Services transferred at a point in time	5,014	298	-	5,312
Services transferred over time	18,010	-	-	18,010
	<u>43,795</u>	<u>298</u>	<u>-</u>	<u>44,093</u>

Note 5. Other income

Consolidated	31 Dec 2022 \$'000	31 Dec 2021 \$'000
Government grants	-	297
Reimbursement of expenses	-	8
Other	-	40
Net gain on disposal of property, plant, and equipment	192	335
Other Income	192	680

Note 6. Depreciation and amortisation

Consolidated	31 Dec 2022 \$'000	31 Dec 2021 \$'000
<i>Profit before income tax includes the following specific expenses:</i>		
<i>Depreciation</i>		
Leasehold improvements	34	39
Plant and equipment	299	269
Motor vehicles	314	215
Buildings right-of-use assets	564	905
Plant and equipment right-of-use assets	7	11
Motor vehicles right-of-use assets	-	15
Total depreciation	1,217	1,454
<i>Amortisation</i>		
Patents and trademarks	23	24
Customer contracts	134	130
Technology based intangible assets	223	28
Formation cost	-	42
Network & relationships	181	-
Other intangible assets	26	419
Total amortisation	587	643
Total depreciation and amortisation	1,804	2,097

Note 7. Non-current assets - intangibles

	Goodwill \$'000	Patents and Trademarks \$'000	Customer contracts \$'000	Confidential Information & Know How \$'000	Technology based intangible assets \$'000	Network & Relationships \$'000	Brand \$'000	Other Intangible Assets \$'000	Total \$'000
Balance as at 30 June 2021	42,279	480	2,536	5,926	6,702	2,166	1,756	1,199	63,044
Additions	-	-	-	-	-	-	-	96	96
Additions through business combinations	283	-	-	-	-	-	-	147	430
Disposals	-	-	-	-	-	-	-	(54)	(54)
Amortisation expense	-	(61)	(283)	-	(447)	(361)	-	(885)	(2,037)
Impairment	(16,476)	-	-	-	-	-	-	(134)	(16,610)
Other	-	-	(1)	-	-	-	-	-	(1)
Balance as at 30 June 2022	26,086	419	2,252	5,926	6,255	1,805	1,756	369	44,868
Additions	-	-	-	-	-	-	-	61	61
Additions through business combinations	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-
Amortisation expense	-	(23)	(134)	-	(223)	(181)	-	(26)	(587)
Impairment	-	-	-	-	-	-	-	-	-
Other	-	-	-	-	-	-	-	-	-
Balance as at 31 December 2022	26,086	396	2,118	5,926	6,032	1,624	1,756	404	44,342

Note 8. Equity - issued capital

	31 Dec 2022 Shares	30 Jun 2022 Shares	31 Dec 2022 \$'000	30 Jun 2022 \$'000
Ordinary shares - fully paid	131,730,901	131,730,901	88,301	88,301

Movements in ordinary share capital

Details	Date	Shares	Issue Price	\$'000
Balance	30 June 2022	131,730,901	-	88,301
Balance	31 December 2022	131,730,901	-	88,301

Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the Company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Share buy-back

There is no current on-market share buy-back.

Note 9. Equity - dividends

There was a dividend declared of 0.275 cents during the current financial period.

Note 10. Contingent liabilities

The Group has given bank guarantees as at 31 December 2022 of \$500,000 (30 June 2022: \$1,517,489).

Note 11. Earnings per share

	Consolidated	
	31 Dec 2022	31 Dec 2021
	\$'000	\$'000
Profit after income tax attributable to the owners of Teaminvest Private Group Limited	1,953	218
Weighted average number of ordinary shares used in calculating basic earnings per share	131,730,901	130,932,317
Adjustments for calculation of diluted earnings per share:		
Shares issued for bonuses and fees	-	-
Weighted average number of ordinary shares used in calculating diluted earnings per share	131,730,901	130,932,317
Basic earnings per share	1.48	0.17
Diluted earnings per share	1.48	0.17

Note 12. Held for sale

In November 2022, the Group determined to sell the remaining assets of Coastal Energy Pty Ltd and cease operations. A buyer for the assets has been located and the sale is expected to be completed before April 2023. The company contributed an after-tax loss of \$370,931 to the group for the period.

Note 13. Acquisition of an associate

The Group acquired a 50% interest in Conscious Capital Limited, the trustee and manager of the Conscious Investor Fund. The Group's interest in Conscious Capital Limited is accounted for using the equity method in the consolidated financial statements. The consideration paid for this interest was \$3,750,000. The company made a profit of \$10,104 for the period 1 July 2022 to 31 December 2022. The acquisition was approved on 25 November 2022 and payment occurred after the reporting period. Under the terms of the contract the economic benefits flow to the Group from 1 July 2022. Refer to note 14 for details of the settlement.

Note 14. Events after the reporting period

Subsequent to the close of the reporting period, the Group completed payment for the acquisition of 50% of Conscious Capital Limited. Payment comprised cash of \$1,781,249 and 3,775,888 shares. The shares were issued on 30 January 2023 and cash transferred in early February.

No matter or circumstance has arisen since 31 December 2022 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

31 December 2022

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, Australian Accounting Standard AASB 134 'Interim Financial Reporting', the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes give a true and fair view of the Group's financial position as at 31 December 2022 and of its performance for the financial half-year ended on that date; and
- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of directors made pursuant to section 303(5)(a) of the Corporations Act 2001.

On behalf of the directors



Andrew Coleman
Managing Director and Chief Executive Officer

20 February 2023
Sydney

INDEPENDENT AUDITOR'S REVIEW REPORT

To the members of Teaminvest Private Group Limited

Report on the Half-Year Financial Report

Conclusion

We have reviewed the half-year financial report of Teaminvest Private Group Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 31 December 2022, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the half-year ended on that date, a summary of significant accounting policies and other explanatory information, and the directors' declaration.

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the accompanying half-year financial report of the Group does not comply with the *Corporations Act 2001* including:

- (i) Giving a true and fair view of the Group's financial position as at 31 December 2022 and of its financial performance for the half-year ended on that date; and
- (ii) Complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

Basis for conclusion

We conducted our review in accordance with ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*. Our responsibilities are further described in the *Auditor's Responsibilities for the Review of the Financial Report* section of our report. We are independent of the Company in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to the audit of the annual financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001* which has been given to the directors of the Company, would be the same terms if given to the directors as at the time of this auditor's review report.

Other matter

The annual report of Teaminvest Group Limited for the year ended 30 June 2022 was audited by another auditor who expressed an unmodified opinion on that report on 24 August 2022.



Responsibility of the directors for the financial report

The directors of the Company are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the half-year financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

Auditor's responsibility for the review of the financial report

Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the Group's financial position as at 31 December 2022 and its financial performance for the half-year ended on that date and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

BDO Audit Pty Ltd

BDO


Ryan Pollett
Director

Sydney, 20 February 2023



TiP Group

Corporate Office:

Ground Floor Suite 2
23 Ryde Rd
Pymble NSW 2073