



Move Logistics Group Limited

Proforma Statement of Financial Position – 31 December 2021

Overview:

The proforma statement of financial position of Move Logistics Group Limited ("Move" or the "Company" or "MLG") set out below has been prepared by the Directors solely for the purposes of satisfying the requirements of the Australian Securities Exchange (ASX) in relation to the Company's application to be listed on the ASX by way of a Foreign Exempt Listing.

The Directors are responsible for the preparation and presentation of the proforma statement of financial position. The proforma statement of financial position has been prepared in accordance with the recognition and measurement principles of New Zealand equivalents to the International Financial Reporting Standards (NZIFRS) and the Company's accounting policies as set out in Note 2 of the Interim Financial Statements for the period ended 31 December 2021 and Note 2 of the Audited Financial Statements for the year end 30 June 2021. The audited accounts are available at:

<https://www.nzx.com/companies/MOV/announcements>

The proforma statement of financial position is presented in an abbreviated form and does not include all the presentation and disclosures statements or comparative information required by NZ IFRS and other mandatory professional reporting requirements applicable to annual general purpose financial reports prepared in accordance with the Corporations Act.

The proforma statement of financial position reflects the historical statement of financial position of Move Logistics Group Limited as at 31 December 2021 as extracted from the reviewed interim financial statements lodged with the New Zealand Stock Exchange on 22 February 2022 adjusted to reflect the proforma adjustments taking into account the effect of the bank refinancing and subsequent drawdown to satisfy the ASX' requirements regarding working capital requirements. These adjustments reflect the impact of the changes to the statement of financial position as if they were in place as at 31 December 2021.

The proforma statement of financial position has been provided for indicative purposes only and is not represented as being indicative of Move's view on its future financial position.

The proforma statement of financial position has been reviewed in accordance with Australian Standard on Assurance Engagements ASAE 3450 (Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information) by PricewaterhouseCoopers Securities Ltd (PwCS). Investors should note the scope and limitations of the Investigating Accountants Report attached to Appendix 1.

Move's annual financial statements will continue to be prepared in accordance with New Zealand Equivalents to International Financial Reporting Standards ('NZ IFRS') and International Financial Reporting Standards ("IFRS") and audited in accordance with International Standards on Auditing ("ISA's) and International Standards on Auditing (New Zealand) ('ISAs (NZ)')

Move Logistics Group Limited
Proforma Statement of Financial Position
As at 31 December 2021

	Unaudited 1 31-Dec-21 \$'000	Repay UDC 2 \$'000	Drawdown ANZ 2 \$'000	Post Refinance Proforma \$'000	Drawdown ANZ Flexible Facility 3 \$'000	Unaudited Proforma \$'000
NZD \$'000						
ASSETS						
Current Assets						
Cash and cash equivalents	18,992	-7,899	4,443	15,536	12,000	27,536
Inventories	81			81		81
Trade and other receivables	61,479			61,479		61,479
Tax receivable	333			333		333
Total Current Assets	80,885	-7,899	4,443	77,429	12,000	89,429
Non-Current Assets						
Property, plant and equipment	82,893			82,893		82,893
Right of use assets	167,865			167,865		167,865
Intangible assets	20,083			20,083		20,083
Investments in associates	323			323		323
Total Non-Current Assets	271,164	0	0	271,164	0	271,164
TOTAL ASSETS	352,049	-7,899	4,443	348,593	12,000	360,593
Equity						
Share capital	75,154			75,154		75,154
Other reserves	68			68		68
Accumulated losses	-2,241			-2,241		-2,241
Equity attributable to owners of the parent	72,981	0	0	72,981	0	72,981
Non-controlling interest in equity	2,082			2,082		2,082
TOTAL EQUITY	75,063	0	0	75,063	0	75,063
Liabilities						
Current Liabilities						
Trade and other payables	41,855			41,855		41,855
Deferred revenue	248			248		248
Borrowings	7,939	-4,189	1,250	5,000		5,000
Lease liability	27,606			27,606		27,606
Employee entitlements	12,251			12,251		12,251
Total Current Liabilities	89,899	-4,189	1,250	86,960	0	86,960
Non-Current Liabilities						
Borrowings	25,544	-3,710	3,193	25,027	12,000	37,027
Lease liability	148,620			148,620		148,620
Convertible note	7,478			7,478		7,478
Derivative financial instrument	834			834		834
Deferred income tax liability	2,140			2,140		2,140
Provisions for other liabilities and charges	2,471			2,471		2,471
Total Non-Current Liabilities	187,087	-3,710	3,193	186,570	12,000	198,570
TOTAL LIABILITIES	276,986	-7,899	4,443	273,530	12,000	285,530
TOTAL EQUITY & LIABILITIES	352,049	-7,899	4,443	348,593	12,000	360,593

Notes:

1. The statutory statement of financial position as at 31 December 2021 has been sourced from the reviewed interim financial statements of MOVE Logistics Group Limited (MLG).
2. In March 2022, the UDC facility was repaid in full and a drawdown on MLG's three year ANZ Flexible Loan Facility (the ANZ Facility) was made.
3. The proforma statement of financial position reflects a further drawdown of \$12.0 million of cash on 27 June 2022 under the ANZ Facility. The size of this drawdown is influenced by the need to satisfy the ASX's requirement that MLG have a minimum working capital balance (as shown in its proforma statement of financial position) of at least AUD\$1.5 million. This drawdown results in MLG holding a higher cash balance than MLG would maintain in the ordinary course (by an amount in the order of \$12.0 million). As a result, to the extent that MLG does not require this additional amount of cash in the period immediately after Listing, it would repay the excess cash under the ANZ Facility. That amount would then be available for MLG to draw down in the future should the need for that cash arise.
4. As announced to the market on 3 May 2022 in the Business Update and Earnings Guidance, MLG has commenced a formal sale process in relation to the Specialist and Lifting business. In the 30 June 2022 accounts, it is anticipated that the net assets of the business will be reclassified into a held for sale asset in accordance with NZ IFRS 5.
5. On 20 June 2022, MLG entered into a co-funding agreement for \$10 million with Waka Kotahi NZ Transport Agency to accelerate its Oceans strategy. MLG has not yet drawn any funds under this agreement.



The Directors
Move Logistics Group Limited
330 Devon Street East
Fitzroy New Plymouth 4312
New Zealand

28 June 2022

Dear Directors

Investigating Accountant's Report

Independent Limited Assurance Report on Move Logistics Group Limited's proforma statement of financial position as at 31 December 2021 and Financial Services Guide

We have been engaged by Move Logistics Group Limited (the **Company** or **you** or **MLG**) to report on proforma statement of financial position of the Company as at 31 December 2021 for inclusion in the Company's application to be listed on the Australian Securities Exchange (**ASX**) as a foreign exempt listing (**ASX Document**).

Expressions and terms defined in the ASX Document have the same meaning in this report.

The nature of this report is such that it can only be issued by an entity which holds an Australian financial services licence under the Corporations Act 2001. PricewaterhouseCoopers Securities Ltd, which is wholly owned by PricewaterhouseCoopers holds the appropriate Australian financial services licence under the Corporations Act 2001. This report is both an Investigating Accountant's Report, the scope of which is set out below, and a Financial Services Guide, as attached at Appendix A.

Scope

You have requested PricewaterhouseCoopers Securities Ltd to review the proforma statement of financial position as at 31 December 2021 of the Company (**the responsible party**) to be included in the ASX Document.

The historical financial information which forms the starting point for the proforma statement of financial position has been prepared in accordance with the recognition and measurement principles contained in New Zealand equivalents to International Financial Reporting Standards (NZ IFRS) and the Company's adopted accounting policies. The historical financial information has been extracted from the unaudited Interim Financial Statements for of the Company for the year ended 31 December 2021. The historical financial information is presented in the ASX Document in an abbreviated form, insofar as it does not include all of the presentation and disclosures required by New Zealand equivalents to International Financial Reporting Standards (NZ IFRS) and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the Corporations Act 2001.



The pro forma statement of financial position has been derived from the historical financial information of the Company, after adjusting for the effects of pro forma adjustments described in the footnotes to the proforma statement of financial position as if those event(s) or transaction(s) had occurred as at the date of the historical financial information. Due to its nature, the pro forma historical financial information does not represent the Company's actual or prospective financial position, financial performance, and cash flows.

Directors' responsibility

The directors of the Company are responsible for the preparation of the historical financial information and pro forma historical financial information, including its basis of preparation and the selection and determination of pro forma adjustments made to the historical financial information and included in the pro forma historical financial information. This includes responsibility for its compliance with applicable laws and regulations and for such internal controls as the directors determine are necessary to enable the preparation of historical financial information and pro forma historical financial information that are free from material misstatement.

Our responsibility

Our responsibility is to express a limited assurance conclusion on the financial information based on the procedures performed and the evidence we have obtained. We have conducted our engagement in accordance with the Standard on Assurance Engagement ASAE 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information*.

A review 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 reasonable 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.

Our engagement did not involve updating or re-issuing any previously issued audit or review report on any financial information used as a source of the financial information.

Conclusions

Pro Forma statement of financial position

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the pro forma statement of financial position of the Company as at 31 December 2021 included in the ASX Document is not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in the footnotes to the proforma statement of financial position being the recognition and measurement principles contained in New Zealand equivalents to International Financial Reporting Standards (NZ IFRS) and the Company's adopted accounting policies applied to the historical financial information and the event(s) or transaction(s) to which the pro forma adjustments relate, as described in the footnotes to the proforma statement of financial position, as if those event(s) or transaction(s) had occurred as at the date of the historical financial information.

Notice to investors outside Australia

Under the terms of our engagement this report has been prepared solely to comply with Australian Auditing Standards applicable to review engagements.

This report does not constitute an offer to sell, or a solicitation of an offer to buy, any securities. We do not hold any financial services licence or other licence outside Australia. We are not recommending or making any representation as to suitability of any investment to any person.

**Restriction on Use**

Without modifying our conclusions, we highlight this report has been solely prepared to accompany the proforma statement of financial position included in the ASX Document. As a result, the proforma statement of financial position and this report may not be suitable for use for another purpose.

Consent

PricewaterhouseCoopers Securities Ltd has consented to the inclusion of this assurance report in the public document in the form and context in which it is included.

Liability

The liability of PricewaterhouseCoopers Securities Ltd is limited to the inclusion of this report in the ASX Document. PricewaterhouseCoopers Securities Ltd makes no representation regarding, and has no liability for, any other statements or other material in, or omissions from the ASX Document.

Independence or Disclosure of Interest

PricewaterhouseCoopers Securities Ltd does not have any interest in the outcome of this transaction other than the preparation of this report for which normal professional fees will be received.

Financial Services Guide

We have included our Financial Services Guide as Appendix A to our report. The Financial Services Guide is designed to assist retail clients in their use of any general financial product advice in our report.

Yours faithfully

A handwritten signature in black ink, appearing to read "Glen Hadlow", written in a cursive style.

Glen Hadlow
Authorised Representative
PricewaterhouseCoopers Securities Ltd



Appendix A – Financial Services Guide

PRICEWATERHOUSECOOPERS SECURITIES LTD

FINANCIAL SERVICES GUIDE

This Financial Services Guide is dated 28 June 2022

1. About us

PricewaterhouseCoopers Securities Ltd (ABN 54 003 311 617, Australian Financial Services Licence no 244572) ("**PwC Securities**") has been engaged by Move Logistics Group Limited (the "**Company**") to provide a report in the form of an Investigating Accountant's Report in relation to the pro forma financial information (the "**Report**") for inclusion in the ASX Document dated 28 June 2022.

You have not engaged us directly but have been provided with a copy of the Report as a retail client because of your connection to the matters set out in the Report.

2. This Financial Services Guide

This Financial Services Guide ("**FSG**") is designed to assist retail clients in their use of any general financial product advice contained in the Report. This FSG contains information about PwC Securities generally, the financial services we are licensed to provide, the remuneration we may receive in connection with the preparation of the Report, and how complaints against us will be dealt with.

3. Financial services we are licensed to provide

Our Australian financial services licence allows us to provide a broad range of services, including providing financial product advice in relation to various financial products such as securities, interests in managed investment schemes, derivatives, superannuation products, foreign exchange contracts, insurance products, life products, managed investment schemes, government debentures, stocks or bonds, and deposit products.

4. General financial product advice

The Report contains only general financial product advice. It was prepared without taking into account your personal objectives, financial situation or needs.

You should consider your own objectives, financial situation and needs when assessing the suitability of the Report to your situation. You may wish to obtain personal financial product advice from the holder of an Australian Financial Services Licence to assist you in this assessment.



5. Fees, commissions and other benefits we may receive

PwC Securities charges fees to produce reports, including this Report. These fees are negotiated and agreed with the entity who engages PwC Securities to provide a report. Fees are charged on an hourly basis or as a fixed amount depending on the terms of the agreement with the person who engages us. In the preparation of this Report our fees are charged as at the date of this Report amount to AUD\$40,000.

Directors or employees of PwC Securities, PricewaterhouseCoopers, or other associated entities may receive partnership distributions, salary or wages from PricewaterhouseCoopers.

6. Associations with issuers of financial products

PwC Securities and its authorised representatives, employees and associates may from time to time have relationships with the issuers of financial products. For example, PricewaterhouseCoopers may be the auditor of, or provide financial services to, the issuer of a financial product and PwC Securities may provide financial services to the issuer of a financial product in the ordinary course of its business.

7. Complaints

If, for any reason, you are not satisfied with the advice or service you receive from PwCS or from our authorised representatives, you are entitled to make a complaint.

If you wish to make a complaint please initially lodge your complaint with your adviser. We have established procedures to ensure all complaints are resolved quickly and fairly. A copy of our internal complaints handling procedure can be provided to you upon request.

If you do not receive a satisfactory outcome to your complaint, you have the right to contact the Australian Financial Complaints Authority ("AFCA"). AFCA provides independent financial services complaint resolution that is free to consumers.

Australian Financial Complaints Authority
GPO Box 3, Melbourne VIC 3001
Tel: 1800 931 678 (Free Call)

E-mail: info@afca.org.au
Website: www.afca.org.au

PwCS is a member of AFCA. You will not be charged for using the AFCA service.

8. Contact Details

PwC Securities can be contacted by sending a letter to the following address:

Glen Hadlow
One International Towers Sydney, Watermans Quay,
Barangaroo NSW 2000