

Equal Access Buy-Back Booklet

Navalo Financial Services Group Limited

This is an important document and requires your urgent attention.

If you are in any doubt as to how to deal with this Booklet, please consult your legal, financial, taxation or other professional adviser immediately.

If you have recently sold all of your Shares, please disregard all enclosed documents.

Important Notices

General

This Booklet is dated 25 March 2024.

Navalo Financial Services Group Limited (**Navalo or Company**) is offering Eligible Shareholders the opportunity to participate in the Buy-Back.

You should read this entire Booklet before making a decision on whether to participate in the Buy-Back.

If you decide not to participate in the Buy-Back, you do not need to do anything. If you decide to participate in the Buy-Back, your acceptance must be provided to the Company by no later than 5:00pm (Sydney time) on the Closing Date (being Monday 22 April 2024).

Purpose of this Booklet

The purpose of this Booklet is to provide important information regarding the Buy-Back and is provided to assist Eligible Shareholders in making an informed decision about whether to participate.

Eligibility

Shareholders who hold Shares at 5:00pm (Sydney time) on the Buy-Back Record Date, being Thursday 21 March 2024 will be entitled to participate in the Buy-Back.

Participation in the Buy-Back is voluntary. Eligible Shareholders do not have to participate in the Buy-Back if they do not want to.

Investment decisions

This Booklet does not take into account the investment objectives, financial situation, tax position and requirements of any particular person. This Booklet should not be relied on as the sole basis for any investment decision in relation to Shares. Independent financial and taxation advice should be sought before making any decision to invest in Navalo or in relation to the Buy-Back. It is important that you read the entire Booklet before making any investment decision.

Eligible Shareholders should carefully consider these factors in light of their particular investment objectives, financial situation, tax position and requirements. If Eligible Shareholders are in any doubt on these matters, they should consult their legal, financial, taxation or other professional adviser before deciding whether to participate in the Buy-Back. Past performance is no indication of future performance.

Forward looking statements

This Booklet includes certain prospective financial information which has been based on current expectations about future events. **The prospective financial information is, however, subject to risks, uncertainties and assumptions that could cause actual results to differ materially from the expectations described in such prospective financial information.** The assumptions on which

prospective financial information is based may prove to be correct or may be affected by matters not currently known to, or considered material by, Navalo.

Actual events or results may differ materially from the events or results expressed or implied in any forward looking statement and deviations are both normal and to be expected. None of Navalo, the officers of Navalo or any person named in this Booklet make any representation or warranty (either express or implied) as to the accuracy or likelihood of fulfilment of any forward looking statement, or any events or results expressed or implied in any forward looking statement. You are cautioned not to place undue reliance on those statements.

Any forward looking statements in this Booklet reflect views held only as at the date of this Booklet.

Defined terms

Capitalised terms in this Booklet are defined either in the Glossary in Section 6 of this Booklet or where the relevant term is first used.

References to **dollars** or **\$** are references to the lawful currency of Australia. Any discrepancies between the totals and the sum of all the individual components in the tables contained in this Booklet are due to rounding.

Electronic document

This Booklet can be downloaded from the Company's website at the following URL: <https://www.navalo.com.au/investors/announcement/s/>.

Chairman's Letter

Dear Shareholder

On behalf of the Board of the Company, I am pleased to invite you to participate in an equal access buy-back of up to 704,748 fully paid ordinary shares in the capital of the Company on the terms set out in this Booklet (**Buy-Back**).

As announced on 29 February 2024, as the Company is now unlisted and shares in the Company have limited sources of liquidity, some shareholders have enquired about options to realise their investment in the Company. In response, the Company is conducting the Buy-Back to provide Shareholders with a liquidity event in relation to their Shares. After considering other alternatives for returning capital to Shareholders, the Board is of the view that the best way to achieve this objective is through an equal access buy-back.

Subject to a maximum buy-back of 704,748 fully paid ordinary shares on issue (**Maximum Buy-Back Amount**), Navalo will offer to buy-back up to all of each Eligible Shareholder's Shares at the Buy-Back Price, being \$0.2838 per Share. Shareholders may accept the Buy-Back offer in relation to all or some of their Shares. If the total number of acceptances exceeds the Maximum Buy-Back Amount, the number of each accepting Shareholder's Shares will be reduced by the proportion needed to ensure Navalo buys back no more than the Maximum Buy-Back Amount.

The Buy-Back is open to all Eligible Shareholders. In general, Shareholders who are registered holders of Shares at 5:00pm (Sydney time) on Thursday 21 March 2024, and who are not Ineligible Shareholders, will be eligible to participate.

The decision to participate in the Buy-Back is optional. I urge you, in making a decision about your participation in the Buy-Back, to discuss your own particular circumstances with financial, taxation and/or other professional advisors.

For general information on the Buy-Back, you can contact the Registry by email at hello@automicgroup.com.au or by phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia).

If you wish to participate, please ensure your Buy-Back Acceptance Form is received by the Registry, or you have lodged your acceptance of the Buy-Back online via the Automic Investor Portal, by no later than 5:00pm on Monday 22 April 2024.

Yours sincerely



Andrew Lockhart
Chairman

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Important dates and times

Announcement of Buy-Back	Tuesday 19 March 2024
Buy-Back Record Date <i>Shares acquired after this date will not confer an entitlement to participate in the Buy-Back</i>	Thursday 21 March 2024
Opening Date	Tuesday 26 March 2024
Closing Date	Monday 22 April 2024
Buy-Back Date <i>Announcement of the number of Shares being bought back and any scale back</i>	Friday 26 April 2024
Buy-Back proceeds dispatched to successful participants by cheque or direct credit to their nominated account, as applicable	Friday 26 April 2024

The above dates are subject to change and are indicative only. While Navalo does not expect any changes to these dates, it reserves the right to change them without prior notice. Subject to the Corporations Act, any change to these dates and times will be publicly announced on Navalo's website as soon as it is reasonably practicable to do so.

Navalo also reserves the right to terminate the Buy-Back at any time prior to the Buy-Back Date by making an announcement to that effect.

1. Overview of the Buy-Back

1.1. What is the Buy-Back?

The Company is proposing to undertake the Buy-Back by offering Eligible Shareholders the opportunity to sell some or all of their Shares to the Company at the Buy-Back Price (being \$0.2838 per Share). The Buy-Back is an equal access scheme under section 257B of the Corporations Act.

The purpose of the Buy-Back is to provide an opportunity for Eligible Shareholders to realise their investment in the Company.

If the total number of Shares offered for sale under the Buy-Back at the Buy Back Price exceed the Maximum Buy-Back Amount (i.e. 704,748 Shares), there will be a scale back on a pro-rata basis by the proportion needed to ensure Navalo buys back no more than the Maximum Buy-Back Amount.

Any Shares bought back are then cancelled. The result is that the number of Shares on issue is reduced by the number of Shares bought back.

1.2. Buy-Back

Details of the Buy-Back are summarised below. Please refer to Section 3 for further details of the terms and conditions on which the Company proposes to undertake the Buy-Back.

Item	Detail
Buy-Back Price	The buy-back price is \$0.2838 per Share.
Why is the Company conducting the Buy-Back?	The purpose of the Buy-Back is to provide Shareholders with a liquidity event in relation to their Shares. The Board considered a number of potential liquidity mechanisms for Shareholders and has ultimately decided that an equal access buy-back is the most efficient means of allowing Shareholders to realise some or all of their investment in the Company (subject to any required scale-back).
Eligibility to participate	Eligible Shareholders are entitled to participate in the Buy-Back. Generally speaking, Shareholders who are not Ineligible Shareholders and who hold Shares at 5:00pm on the Buy-Back Record Date (being Thursday 21 March 2024) will be Eligible Shareholders. Please refer to Section 3.3 for further details regarding eligibility. Participation in the Buy-Back is voluntary. An Eligible Shareholder may elect not to participate in the Buy-Back.
Shares that may be accepted into the Buy-Back	Eligible Shareholders may choose to sell all, some or none of their Shares held on the Buy-Back Record Date.
Maximum Buy-Back Amount	The Maximum Buy-Back Amount is 704,748 Shares. This number represents 10% of the smallest number at any time during the twelve months prior to the date of this Booklet of votes attaching to voting shares of Navalo (known as the "10/12 limit" under section 257B(4) of the Corporations Act).
Scale back if the cap is exceeded	Under section 257B(1) of the Corporations Act, an equal access scheme buy-back does not require shareholder approval if the number of shares to be bought back would not exceed the 10/12 limit under section 257B(4) of the Corporations Act. Accordingly, if the total number of Shares acceptances exceeds the Maximum Buy-Back Amount, the Company will scale back the number of Shares it will buy from each Eligible Shareholder who participates in the Buy-Back by the same proportion (with fractions of Shares rounded down to the nearest Share) to ensure Navalo buys back no more than the Maximum Buy-Back Amount.

Cancellation of Shares bought back	All Shares bought back by Navalo will be automatically cancelled upon being bought back. This will reduce the total number of Shares on issue by the number of Shares bought back.
Offer and acceptance process	<p>This Booklet comprises an offer to Eligible Shareholders to participate in the Buy-Back on the basis set out in Section 3.</p> <p>Eligible Shareholders will have until the end of the Buy-Back Offer Period to submit a Buy-Back Acceptance in respect of some or all of their Shares.</p> <p>Eligible Shareholders can withdraw or amend their Buy-Back Acceptance by lodging a Buy-Back Withdrawal/Amendment Form before 5:00pm (Sydney time) on the Closing Date (being Monday 22 April 2024, unless the Company announces a later date), in accordance with the instructions set out in Section 3.12 and on the Buy-Back Withdrawal/Amendment Form.</p> <p>A copy of the Buy-Back Withdrawal/Amendment Form is available from the following URL: https://investor.automic.com.au/#/home</p> <p>The Company reserves the right to withdraw the offer to participate in the Buy-Back if the Board determines it is necessary to do so.</p>
Source of funding for the Buy-Back Price	The Company will draw down on the short term loan facility provided by Metrics to Navalo, as announced by Navalo on 29 February 2024, to fund the payment of the Buy-Back Price in respect of any Shares bought back.
Impact of the Buy-Back on the Company's franking account	The Company's franking account will not be affected by the Buy-Back.

1.3. Buy-Back Price

The Buy-Back Price has been determined based on a valuation of Navalo of approximately \$2 million. This valuation is consistent with the valuation used in the most recent share issue by Navalo to MBFH (being a related body corporate of Navalo's major shareholder, Metrics) at a price per share equal to the Buy-Back Price (being \$0.2838 per share). The Board also considers the valuation appropriate having regard to the net assets of the Company of approximately \$2.5 million as at 29 February 2024, as shown in the balance sheet in Section 2.3.

For completeness, the Board notes that the recent valuation of Navalo determined by RSM Australia in relation to the proposed acquisition of Metrics Business Finance was prepared on the assumption that Navalo would have access to sufficient working capital available to meet the forecasts prepared by management. This could have been achieved with the acquisition of Metrics Business Finance and the consequential injection of cash from Metrics Business Finance. The Board does not consider that the RSM Australia valuation is supportable in the present circumstances and has therefore proposed a Buy-Back Price of \$0.2838, in line with the price per share used in the placement to MBFH.

1.4. Advantages and disadvantages of the Buy-Back

The advantages of participating in the Buy-Back include:

- All Eligible Shareholders will have an equal opportunity to participate in the Buy-Back.
- Eligible Shareholders will have the ability to choose whether or not to participate in the Buy-Back and will retain the flexibility to tailor their participation to suit their individual circumstances.
- No brokerage is payable on the sale of Shares through the Buy-Back.
- The Buy-Back provides liquidity for Shareholders who want to realise value for their investment in a short timeframe.

The disadvantages of participating in the Buy-Back include:

- Shareholders will not know the exact amount of their Shares that will be bought back under the Buy-Back until the Buy-Back Date.
- The Buy-Back will reduce the cash reserves held by Navalo.
- Some Shareholders may realise a loss for their investment as a result of participating in the Buy-Back at a price of \$0.2838 per Share.
- The Buy-Back may, depending on the amount of acceptances, impact the control of the Company, as summarised in Section 2.6.

1.5. Other relevant factors to remaining a Shareholder or partially exiting some of your investment in Navalo

The Board is of the view that the following considerations are also relevant factors for Eligible Shareholders to assess when deciding whether or not to participate in the Buy-Back:

- Ability to sell shares – now that the Company is unlisted, Shareholders may find it difficult to sell some or all of their Shares. The Buy-Back provides Shareholders with the ability to realise some or all of their investment in the Company.
- Concentration of voting power – the Buy-Back will, to the extent Shareholders participate, result in the cancellation of Shares in the Company. Accordingly, this will have an impact on the voting power of all Shareholders who elect not to participate in the Buy-Back.

As at the date of this Booklet, the Company's largest Shareholder, Metrics, has a percentage shareholding of approximately 85.19%. Additionally, a related body corporate of Metrics, MBFH, has a percentage shareholding of approximately 3%. As such, the combined shareholding and voting power of Metrics and MBFH is approximately 88.19%.

Metrics has committed that it and MBFH will not participate in the Buy-Back. As a result, although they will not acquire a relevant interest in any additional Shares, their voting power will increase in the Company following the cancellation of Shares bought back in the Buy-Back.

If the Company buys back the Maximum Buy-Back Amount and on the basis that Metrics and MBFH do not participate in the Buy-Back, it is expected that the combined shareholding and voting power of Metrics and MBFH would increase to 95.83%.

This will mean that the acquisition of a relevant interest in any further Shares by Metrics or MBFH will no longer be regulated by the Corporations Act.

In addition, depending on the number of Shares bought back under the Buy-Back, Metrics may, alone or together with its related bodies corporate, hold a beneficial interest in over 90% of the Shares. In these circumstances, Metrics (or a related body corporate of Metrics) may seek to compulsorily acquire the remaining Shares in the Company.

Please refer to Section 2.6 for further information.

- Additional funding requirements – the Board expects that further funding will be required during 2024 to meet the Company's ongoing working capital requirements. As at the date of this Offer Booklet, the form of any such funding has not been determined. The Board will consider any further capital raising initiatives and assess them on their merits at the appropriate time.
- No further risk or benefits – Shareholders who choose to exit their investment in the Company (whether through participation in the Buy-Back or otherwise) will have no further risks or exposure in connection with holding Shares. Conversely, Shareholders who choose to exit their investment in the Company will also have no potential to be paid dividends in the future by the Company.
- Disclosure and compliance – the Company is required to prepare annual financial reports that are audited and lodged with ASIC. The latest annual report (which includes the audited financial statements) for the financial year ended 30 June 2023 is available on the Company's website.

Further information regarding the potential financial impact of the Buy-Back on the Company's financial position is set out in Section 2.3.

- Tax benefits or costs – there may be individual tax benefits (or costs) of participating or not participating in the Buy-Back. Accordingly, Shareholders should consult their own tax advisor for specific and personal taxation advice in connection with the Buy-Back, in order to assess the impact on their own circumstances.

Enquiries

If you have any questions in relation to the Buy-Back or the content of this Booklet, please contact the Registry by email at hello@atomicgroup.com.au or by phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia).

Definitions and Interpretation

Some words used in this Booklet have defined meanings. These definitions are contained in Section 6.

Further Advice

This document does not contain financial product advice, tax advice or legal advice and has been prepared without taking into account your particular objectives, financial situation or needs. You should consider obtaining independent advice before making any financial decisions.

How to Participate

It is each Eligible Participant's choice whether or not to participate in the Buy-Back.

If you DO choose to participate in the Buy-Back:

- You may accept the Offer in respect of some or all of your Shares by submitting your acceptance online via the Automatic Investor Portal, or by completing and returning the Buy-Back Acceptance Form in accordance with the instructions on that form. Please see Section 3.9 for further information.
- You may do this on and from the Opening Date, being Tuesday 26 March 2024, until the end of the Buy-Back Offer Period being 5:00pm on Monday 22 April 2024.
- If the total number of acceptances exceeds the Maximum Buy-Back Amount, the number of Shares bought back from each participating Shareholder will be reduced by the proportion needed to ensure Navalo buys back no more than the Maximum Buy-Back Amount.
- You can withdraw or amend your acceptance by lodging a Buy-Back Withdrawal/Amendment Form before 5:00pm (Sydney time) on the Closing Date, being Monday 22 April 2024. Please see Section 3.12 for further information.
- Navalo will announce the number of Shares being bought back and any scale back on Friday 26 April 2024.

This process is described in more detail in Section 3.

If you choose NOT to participate in the Buy-Back you do not need to take any action. The number of Shares you hold will not change as a result of the Buy-Back.

2. Impact of the Buy-Back on the Company

2.1. Introduction

This Section 2 sets out the implications of the Buy-Back for the Company, should it be implemented.

2.2. How will the Buy-Back be funded?

As announced by the Company on 29 February 2024, the Company recently settled a funding package of approximately \$5 million from its major shareholder, Metrics. The funding package comprised an issue of Shares to a related body corporate of Metrics at \$0.2838 per Share to raise \$508,005.97 (**Placement**) and a short term loan facility from Metrics of up to \$4,493,000 (**Loan**).

The Company will apply part of the Loan to fund the Buy-Back at the same price per share as the Placement, being \$0.2838 per Share.

2.3. Effect on the Company's financial position

The precise impact of the Buy-Back cannot be determined until the size of the Buy-Back is known. Assuming the Company receives acceptances for the Maximum Buy-Back Amount, the Buy-Back will reduce the Company's cash reserves by \$200,007.48.

In order to illustrate the potential financial impact of the implementation of the Buy-Back, set out below is an unaudited pro forma balance sheet which shows the effect of the Buy-Back if it had occurred on 29 February 2024 assuming a buy-back price of \$0.2838 per Share and acceptances being received for the Maximum Buy-Back Amount.

This unaudited pro forma balance sheet is based on the unaudited consolidated management balance sheet of the Company as at 29 February 2024.

The unaudited pro forma balance sheet is intended to be illustrative only and will not reflect the actual position and balances as at the date of completion of the Buy-Back.

The unaudited pro forma balance sheet does not comply with the presentation and disclosure requirements of Australian Accounting Standards.

Copies of the Company's most recent audited financial statements, being statements for the half-year ending on 31 December 2023, are available on the Company's website.

A\$'000	Historical 29 February 2024	Unaudited Pro Forma 29 February 2024 (Assuming Buy-Back price of \$0.2838 per share, and the maximum amount was bought back)
Current Assets		
Cash	12,782	12,582
Receivables	66,499	66,499
Prepayments and other assets	882	882
Total Current Assets	80,164	79,964
		-
Non-current Assets		
Receivables	51,670	51,670
Property, plant and equipment	30	30
Right-of-use assets	-	-

A\$'000	Historical 29 February 2024	Unaudited Pro Forma 29 February 2024 (Assuming Buy-Back price of \$0.2838 per share, and the maximum amount was bought back)
Other assets	48	48
		-
Total Non-current Assets	51,748	51,748
		-
Total Assets	131,912	131,712
		-
Current Liabilities		-
Trade and other payables	2,732	2,732
Loans and borrowings	4,493	4,493
Lease liabilities	0	0
Employee benefit liabilities	596	596
Total Current Liabilities	7,821	7,821
		-
Non-current Liabilities		-
Loans and borrowings	121,313	121,313
Lease liabilities	0	0
Employee benefit liabilities	274	274
		-
Total Non-current Liabilities	121,587	121,587
		-
Total Liabilities	129,408	129,408
		-
Net Assets	2,503	2,303
		-
Equity		-
Issued capital ¹	60,231	60,031
Accumulated losses	58,479	58,479
Other capital reserves	949	949
Other reserves	197	197
Total Equity	2,503	2,303

Notes:

Note 1

Issued capital	'000s
Opening Issued Capital	60,231
Share Buy-Back	200
Closing Issued Capital	60,031

References to “proforma” financial information are to non-IFRS financial information prepared in accordance with ASIC Regulatory Guide 230 (Disclosing non-IFRS financial information) issued in December 2011. Non-IFRS financial information may not have been subject to audit or review.

2.4. Effect on creditors

Section 257A(a) of the Corporations Act provides that a company may only buy back its shares if the buy-back does not materially prejudice the company’s ability to pay its creditors.

The Board has considered the impact that the Buy-Back will have on the Company’s ability to pay its creditors and has determined that the Company has the capacity to buy back the Maximum Buy-Back Amount without prejudicing the Company’s ability to pay its creditors.

2.5. Effect on share capital structure

As at the date of this Booklet, the Company has 8,837,494 Shares on issue. All of the Shares that are bought back will be cancelled. Consequently, the Buy-Back will reduce the total number of Shares on issue.

The Company is proposing to acquire up to 704,748 Shares, being the Maximum Buy-Back Amount. Assuming that the Company receives acceptances for the Maximum Buy-Back Amount, the Buy-Back will reduce the total number of Shares on issue from 8,837,494 to 8,132,746 Shares.

2.6. Effect on control of the Company

As a consequence of the cancellation of Shares bought back by the Company if the Buy-Back is implemented, the percentage shareholding and voting power of Shareholders who do not participate in the Buy-Back will increase.

As at the date of this Booklet:

- Metrics holds a percentage shareholding of approximately 85.19% in the Company; and
- a related body corporate of Metrics, MBFH, holds a percentage shareholding of approximately 3% (as a result of its participation in the Placement).

As a result, Metrics and MBFH have voting power of approximately 88.19% in the Company.

For completeness, the Company notes that Pinnacle Investment Management Group Limited (and certain of its subsidiaries) (**Pinnacle**) also hold a relevant interest in the Company’s Shares as a result of indirectly holding over 20% of the voting power in Metrics. Based on its understanding of Pinnacle’s relevant interest in Shares, the Company expects that Pinnacle’s relevant interest in Shares will be equivalent to Metrics’ interest in Shares from time to time. However, the Company notes that Metrics is the registered holder of the Shares in which Pinnacle has a relevant interest, and that Pinnacle’s relevant interest in those Shares only arises as a result of it holding indirectly greater than 20% shareholding in Metrics (pursuant to subsection 608(3) of the Corporations Act). The Company’s understanding is that control over the Shares in which Pinnacle has an interest (including the voting of those Shares) is exercised by Metrics.

Metrics has committed that it and MBFH will not participate in the Buy-Back. As a result, although they will not acquire a relevant interest in any additional Shares their voting power will increase in the Company following the cancellation of Shares that have been bought back in the Buy-Back.

If the Company receives acceptances for the Maximum Buy-Back Amount and on the basis that Metrics and MBFH do not participate in the Buy-Back, it is expected that the combined percentage shareholding and voting power of Metrics and MBFH will increase to 95.83%.

This will mean that the acquisition of any further Shares by Metrics or MBFH will no longer be regulated by Chapter 6 of the Corporations Act.

In addition, depending on the number of acceptances received by the Company, Metrics may, in its own right or with its related bodies corporate, hold full beneficial interests in at least 90% of the Shares.

If this occurs, Metrics or MBFH or any related body corporate (**90% Holder**) may be entitled to compulsorily acquire all of the remaining Shares under the general compulsory acquisition power in Chapter 6A of the Corporations Act.

Generally speaking, this would involve:

- a 90% Holder obtaining a report from an independent expert nominated by ASIC stating whether, in the expert's opinion, the terms proposed for the compulsory acquisition represent fair value for the Shares;
- a 90% Holder preparing a compulsory acquisition notice which sets out the cash sum for which the 90% Holder proposes to acquire the Shares (which may be less than the Buy-Back Price), informs Shareholders about the procedure to object if they wish to do so and specifying a period of at least 1 month for Shareholders to object, gives details of Shares the 90% Holder has purchased in the last 12 months and discloses other information known to the 90% Holder that is material to deciding whether to object to the acquisition (**compulsory acquisition notice**);
- a 90% Holder lodging the compulsory acquisition notice with ASIC within six months of achieving the 90% holding and giving the compulsory acquisition notice, the independent expert's report and an objection form to Shareholders; and
- a 90% Holder may proceed with the compulsory acquisition if Shareholders who have objected to the acquisition between them hold less than 10% by value of the Shares the subject of the compulsory acquisition notice or the compulsory acquisition is approved by the Court.

Shareholders should be aware that the proposed purchase price under a compulsory acquisition notice may differ from the Buy-Back Price under the Buy-Back.

2.7. Director participation

Directors and senior management who hold Shares are entitled to participate in the Buy-Back.

Matthew Pringle (being the only current director who holds Shares) has advised the Board that he intends to accept the current Buy-Back for all of the Shares that he currently holds (subject to any applicable scale-back). Mr Pringle currently holds 3,365 Shares in his personal capacity and 3,365 Shares through an entity that he controls.

3. Terms on which the Buy-Back will be undertaken

3.1. Offer

This Booklet comprises and accordingly constitutes an offer to Eligible Shareholders to participate in the Buy-Back on the basis set out in this Section 3 (**Offer**).

3.2. Buy-back process

- You may accept the Offer in respect of some or all of your Shares by submitting your acceptance online via the Automic Investor Portal, or by completing and returning the Buy-Back Acceptance Form in accordance with the instructions on that form. Please see Section 3.9 for further information.
- You may do this on and from the Opening Date, being Tuesday 26 March 2024 until the end of the Buy-Back Offer Period being 5:00pm on Monday 22 April 2024.
- If the total number of acceptances under the Buy-Back exceeds the Maximum Buy-Back Amount, the number of your Shares that will be bought back will be reduced on a pro-rata basis by the proportion needed to ensure Navalo buys back no more than the Maximum Buy- Back Amount.
- You can withdraw or amend your acceptance by lodging a Buy-Back Withdrawal/Amendment Form before 5:00pm (Sydney time) on the Closing Date, being Monday 22 April 2024, in accordance with the instructions on that form. Please see Section 3.12 for further information.
- Navalo will announce the number of Shares being bought back and any scale back on Friday 26 April 2024.
- This process is described in more detail in the following paragraphs.

3.3. Shareholders who will be entitled to participate in the Buy-Back

Shareholders entitled to participate in the Buy-Back are referred to in this Booklet as Eligible Shareholders.

Generally speaking, a Shareholder will be an Eligible Shareholder if they are not an Ineligible Shareholder and they hold Shares as at 5:00pm on the Buy-Back Record Date, being Thursday 21 March 2024.

Entitlement to participate in the Buy-Back will be personal to each Eligible Shareholder. An Eligible Shareholder will not be able to transfer their right to participate in the Buy-Back.

An Ineligible Shareholder is not entitled to participate in the Buy-Back. The Offer is not made to any Ineligible Shareholder, and the Company will treat any Buy-Back Acceptance Form or acceptance through the Automic Investor Portal submitted by or on behalf of an Ineligible Shareholder as invalid.

ASIC has provided the Company with relief under section 257D(4) of the Corporations Act to allow the Company to exclude Ineligible Shareholders from the Offer and still constitute an equal access buy-back for the purposes of section 257B(2) of the Corporations Act.

3.4. Participation is not compulsory

Participation in the Buy-Back will be optional. If an Eligible Shareholder does not wish to participate, they will not need to do anything.

Shareholders who do not participate in the Buy-Back will continue to hold their Shares.

3.5. Shares that may be accepted into the Buy-Back

An Eligible Shareholder may accept the Offer in respect of some or all of the Shares held by them on the Buy-Back Record Date, provided that at 5:00pm (Sydney time) on the Closing Date they still hold at least that number of Shares they accepted to sell into the Buy-Back (see also Section 3.13 in relation to restrictions on trading accepted Shares).

If an Eligible Shareholder purports to accept the Offer in respect of more Shares than they hold at the Buy-Back Record Date, the Company may, in its absolute discretion and without prejudice to its other

rights or remedies, reject the acceptance or treat the acceptance as relating to the maximum number of Shares the Eligible Shareholder held on the Buy-Back Record Date.

Shareholders should note that it is a term of the Buy-Back that they warrant to the Company that:

- any of their Shares that they accept into the Offer will, at the date of the transfer to the Company, be fully paid and free from all mortgages, charges, liens, encumbrances and interests of third parties of any kind, including any restrictions on transfer;
- they are an Eligible Shareholder;
- they have full power and capacity to sell and transfer their Shares to the Company; and
- they are a person who may lawfully participate in the Buy-Back. Please see Section 3.9 for further details.

3.6. Buy-Back Price

The Company will buy-back each Share at a price per Share of \$0.2838.

3.7. Scale back

The Company will need to apply a scale back if the number of Shares accepted by Shareholders in the Buy-Back exceeds the Maximum Buy-Back Amount. The number of Shares that will be bought back from each Eligible Shareholder who participated in the Buy-Back will be reduced by the same proportion (with fractions of Shares rounded down to the nearest Share) to ensure Navalo buys no more than the Maximum Buy-Back Amount. The details of any scale back are expected to be announced on Friday 26 April 2024.

3.8. Buy-Back Offer Period

The Buy-Back Offer Period is currently scheduled to open on the Opening Date (being, Tuesday 26 March 2024). Shareholders may accept the Offer at any time from that date until 5:00pm (Sydney time) on the Closing Date (being Monday 22 April 2024). The Company may reschedule, withdraw or extend the Buy-Back Offer Period, but does not currently plan to. If the Closing Date is changed, the change will be publicly announced on the Company's website.

You will be taken to have submitted your acceptance when the Registry receives your validly signed and completed Buy-Back Acceptance Form or lodgment of your acceptance online through the Automic Investor Portal.

3.9. Accepting the Offer

You may accept the Offer online through the Automic Investor Portal in accordance with the instructions below or by submitting a completed Buy-Back Acceptance Form in accordance with the instructions on that form.

A personalised Buy-Back Acceptance Form is enclosed with this Offer Booklet.

Completed Buy-Back Acceptance Forms can be submitted by:

- email to submissions@automicgroup.com.au;
- mail to:
Navalo Financial Services Group Limited – Buy-Back
C/- Automic Group
GPO Box 5193
Sydney NSW 2001
- hand delivery (between Sydney office hours 9.00am – 5.00pm Sydney time) to:
Automic Group Level 5
126 Phillip Street
Sydney NSW 2000

Acceptances must be received prior to 5.00pm (Sydney time) on the Closing Date (being Monday 22 April 2024).

(a) How to access the Automic Investor Portal

You can submit your acceptance **online via the Automic Investor Portal** by following these steps:

- **Existing users:** If you have an existing Automic Investor Portal account, with access to the Company, you do not need to register and can log in with your existing username and password at <https://investor.automic.com.au>

If you do not automatically see your Company shareholding in your account, you can easily add it by selecting the "Add holding" button on the top right-hand corner of the screen and following the prompts.

- **New users:** If you do not have an existing Automic account you will need to register for Investor Portal by visiting <https://investor.automic.com.au/#/signup> and following these steps:
 1. In the Company Name field, select "Navalo Financial Services Group Limited"
 2. Enter your Security Holder Reference Number (SRN) per your holding statement
 3. Enter the postcode (Australian address) or click "change country" to select the country code (overseas address) relevant to your holding
 4. Tick the "I'm not a robot" box and click "Next"
 5. Complete the prompts to set up your Username and Password

Once you are logged in, **select "Offers"** from the left-hand vertical menu **and follow the prompts.**

(b) How to download documents in the Automic Investor Portal

As noted above, your personalised Buy-Back Acceptance Form accompanies this Offer Booklet.

You can also download a Buy-Back Acceptance Form, Offer Booklet or a Buy-Back Withdrawal/Amendment Form from the Automic Investor Portal by following these steps:

<p>I already have an online account with the Automic Share registry</p>	<p>https://investor.automic.com.au</p> <p>Select: "Existing Users Sign In". Once you have successfully signed in, click on "Documents and Statements".</p> <p>Download the relevant documents as required.</p>
<p>I don't have an online account with Automic – but wish to register for one</p>	<p>https://investor.automic.com.au/#/signup</p> <p>Select: Navalo Financial Services Group Limited from the dropdown list in the ISSUER field.</p> <p>Enter your holder number SRN (from your latest Holding Statement). Enter your Postcode (AU only) or Country of Residence (if not Australia). Tick "I am not a robot", then follow the prompts.</p> <p>Once you have successfully signed in, click on "Documents and Statements".</p> <p>Download the relevant documents as required.</p>
<p>I don't have an online account with Automic – but want to use Automic for this Offer only</p>	<p>https://investor.automic.com.au/#/loginsah</p> <p>Select: Navalo Financial Services Group Limited from the dropdown list in the ISSUER field.</p> <p>Enter your holder number SRN (from your latest Holding Statement). Enter your Postcode (AU only) or Country of Residence (if not Australia). Tick "I am not a robot", then follow the prompts.</p>

Once you have successfully signed in, click on “Documents and Statements”. Download the relevant documents as required.
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3.10. Effect of accepting the Offer

An Eligible Shareholder who accepts the offer (including by submitting a Buy-Back Acceptance Form) will be agreeing to sell to the Company the number of Shares nominated by them when accepting the Offer, or such lesser number of Shares as may result from the application of any scale back or adjustment to the number of Shares accepted into the Offer, contemplated by Section 3.7, on the following basis:

- you agree:
 - that the Company publicly announcing on the Company’s website any scale back to the number of Shares accepted in the Buy-Back is effective notice or communication of the Company’s rejection of such number of Shares that exceed the Maximum Buy-Back Amount; and
 - to the number of Shares you nominated in the Buy-Back Acceptance Form or nominated in an acceptance lodged via the Automic Investor Portal being reduced by the amount required to ensure that the Company buys no more than the Maximum Buy-Back Amount;
- you waive any requirement to receive further notice or communication from the Company of the agreement to buy-back your Shares;
- you agree that a contract to buy-back your Shares is formed on the Buy-Back Date and that the purchase of the relevant Shares is taken to occur at that time;
- you warrant to the Company that:
 - you are the registered holder of the Shares and that all your Shares (including any rights and entitlements attaching to those Shares) that are transferred to the Company under the Buy-Back will, at the date of the transfer of them to the Company, be fully paid and free from all mortgages, charges, liens, encumbrances and interests of third parties of any kind, whether legal or otherwise, and restrictions on transfer of any kind;
 - you are an Eligible Shareholder;
 - you have full power and capacity to sell and to transfer the Shares together with all rights attaching to such Shares; and
 - you are a person to whom the Offer may lawfully be made, can receive the proceeds of the sale of your Shares and whose participation in the Buy-Back is permitted under the laws of the jurisdiction in which you are resident;
- you authorise the Company (and its officers, agents, contractors and advisers) to correct any error in or omission from your Buy-Back Acceptance Form and/or Buy-Back Withdrawal/Amendment Form, or any error in or omission from any acceptance of the Offer submitted via the Automic Investor Portal, and to insert any missing details;
- you undertake not to sell or offer to sell Shares to any other person if, as a result, you will at any time after you submit your Buy-Back Acceptance Form or accept the Offer via the Automic Investor Portal until the Buy-Back Date hold fewer Shares than the number of Shares you have accepted into the Buy-Back;
- you authorise the Company to procure that the number of Shares you accepted into the Buy-Back be transferred to a sub-position on the register of members of the Company which will prevent them from being dealt with following receipt of your Buy-Back Acceptance Form or acceptance via the Automic Investor Portal otherwise than in accordance with the Buy-Back;
- you acknowledge that neither the Company nor any other party involved in the Buy-Back has provided you with financial product advice, or any securities recommendation, or has any obligation to provide this advice or recommendation, concerning your decision to participate in the Buy-Back;
- you authorise the Company to make payment to you in Australian currency as follows:
 - if you have submitted account details to the Registry in accordance with the instructions in Section 3.11 prior to 5:00pm (Sydney time) on the Closing Date, by direct credit to your nominated account; or

- if you have not submitted account details to the Registry in accordance with the instructions in Section 3.11 prior to 5:00pm (Sydney time) on the Closing Date, by cheque to your address shown on the register of members of the Company as at 5:00pm (Sydney time) on the Closing Date;
- you will be taken to have accepted the risk associated with the form of payment above and acknowledge that dispatch of payment as per above satisfies the Company's obligation to make payment to you for the Shares bought back;
- you accept the responsibility for fully observing the laws and regulatory requirements of the relevant jurisdiction(s) that apply to you in connection with this Booklet and the Buy-Back, including the obtaining of any governmental, exchange control or other consents, the making of any filings that may be required, the compliance with other necessary formalities and the payment of any taxes or other requisite payments due in such jurisdiction;
- you recognise damages are not an adequate remedy for breach of these covenants, undertakings, agreements, representations and warranties;
- you undertake that if you breach any of these covenants, undertakings, agreements, representations or warranties you will indemnify the Company for all its costs or losses arising from the breach; and
- any obligation of the Company to buy-back Shares from you is conditional on your compliance with the covenants, undertakings, agreements, representations and warranties listed above.

3.11. Payment for Shares acquired under the Buy-Back

Eligible Shareholders who accept the Offer may nominate a bank account for receipt of the Buy-Back proceeds via direct credit at the following website: <https://investor.automic.com.au/#/home>

Eligible Shareholders who accept the Offer but do not nominate a bank account for receipt of the Buy-Back proceeds through the above website will receive payment by cheque. Cheques will be mailed to the Eligible Shareholder's address shown on the register of members of the Company as at 5:00pm (Sydney time) on the Closing Date.

Payment by direct credit and dispatch of cheques is expected to occur on Friday 26 April 2024.

3.12. Withdrawing or amending acceptances

Set out below are the procedures for withdrawing or amending your acceptance in the Buy-Back. The effect of withdrawing or amending one or more of your acceptances will be to withdraw those acceptances, and, in the case of an amendment, to replace the relevant acceptances with new acceptances.

Withdrawals or amendments made in accordance with these procedures may not take immediate effect. You should take this into account if you wish to sell any Shares which you have accepted into the Buy-Back.

To withdraw or amend an acceptance that has been received by the Registry, you will need to complete and submit a Buy-Back Withdrawal/Amendment Form, using the procedures set out on the Buy-Back Withdrawal/Amendment Form.

A copy of the Buy-Back Withdrawal/Amendment Form can be downloaded from the Automic Investor Portal. Please see Section 3.9 for details on how to access the portal and download documents.

The Registry must receive your Buy-Back Withdrawal/Amendment Form by no later than 5:00pm (Sydney time) on the Closing Date. Any forms received after this time will not be effective for withdrawing or amending your acceptance.

3.13. Restriction on trading accepted Shares

Shares accepted into the Buy-Back at any time during the Buy-Back Offer Period must not be sold or otherwise transferred to any other person unless they have first been withdrawn from the Buy-Back pursuant to a withdrawal or amendment made in accordance with the procedures described above.

The number of Shares in respect of which an Eligible Shareholder accepts the Offer will be removed from their holding and placed in a “sub-position” in the register of members of the Company. The Eligible Shareholder will not be able to deal with those Shares until they have been released from the sub-position. For the Shares to be released from that sub-position, the Eligible Shareholder must withdraw or amend their acceptance in accordance with the procedures described above.

If an Eligible Shareholder sells Shares after submitting an acceptance such that at the Buy-Back Date they do not hold at least the number of Shares they accepted into the Buy-Back, the Company may, in its absolute discretion and without prejudice to its other rights and remedies, reject their acceptance in its entirety or treat the acceptance as if they had accepted the Offer in respect of the number of Shares held by them at 5:00pm (Sydney time) on the Closing Date.

3.14. Company’s right to vary dates and times or to terminate the Buy-Back

While the Company does not presently anticipate changing any of the dates and times in relation to the Buy-Back (including the Opening Date, the Closing Date and the Buy-Back Record Date), it reserves the right to vary them where lawful to do so.

Any change in date or time will take effect from the time it is authorised by the Board and will be publicly announced on the Company’s website as soon as practicable following the Board’s authorisation. Any such change will be taken to amend this Booklet (and the Buy-Back Acceptance Form and/or Buy-Back Withdrawal/Amendment Form) accordingly.

The Company may also decide not to proceed with the Buy-Back. Without limitation, the Company reserves the right to terminate the Buy-Back at any time prior to the date on which the Company enters into the contracts to buy-back Shares, by making an announcement on the Company’s website to that effect.

3.15. Company’s right to adjust or reject acceptances

The Company may, in its absolute discretion and at any time, deem any acceptance it receives to be a valid acceptance, disregard or not accept any acceptance and may waive any or all of the requirements for making, amending or withdrawing an acceptance. It may do each of these things in relation to some, all or any number of acceptances it receives.

3.16. Cancellation of bought back Shares

In accordance with the Corporations Act, all Shares bought back under the Buy-Back will be cancelled.

3.17. Governing law

Contracts under which the Company buys back certain of its Shares, and the Buy-Back generally, will be governed by the laws of New South Wales.

4. Australian Tax Implications for Eligible Shareholders

4.1. General

This section is a general summary of the Australian income tax implications of the Buy-Back for certain Eligible Shareholders.

Accordingly, Eligible Shareholders should seek and rely upon their own independent professional advice before concluding on the particular taxation treatment that will apply to them.

The comments in this section deal only with the Australian income taxation implications of the Buy-Back if an Eligible Shareholder (**you**):

- are a resident for Australian income tax purposes; and
- hold your Shares on capital account.

The comments in this section do not apply to you if you:

- are not a resident for Australian income tax purposes; or
- hold your Shares as revenue assets or trading stock (which will generally be the case if you are a bank, insurance company or carry on a business of share trading); or
- are subject to the “taxation of financial arrangements” rules (commonly referred to as the TOFA rules) in Division 230 of the Income Tax Assessment Act 1997 in relation to your holding of Shares; or
- acquired your Shares under any employee share scheme.

If you are such a Shareholder, you should seek your own independent professional tax advice applicable to your particular circumstances.

This taxation summary is necessarily general in nature and is based on the Australian tax legislation and administrative practice of the Commissioner of Taxation (**Commissioner**) in force as at the date of this Booklet.

The income tax implications of the Buy-Back will vary depending upon your particular circumstances. It is strongly recommended that you seek your own independent professional taxation advice applicable to your particular circumstances. Neither the Company nor any of its officers or employees, nor its taxation and other advisers, accepts any liability or responsibility in respect of any statement concerning taxation consequences, or in respect of the taxation consequences.

4.2. Buy-Back

The Buy-Back is an ‘off-market’ buy-back for Australian income tax purposes. This means that the amount a Shareholders receives from participating in the Buy-Back may comprise of:

- a Capital Component; and
- a Dividend Component – which is the Buy-Back Price less the Capital Component.

Generally, a company will adopt the average capital per share methodology as outlined in Australian Taxation Office (**ATO**) Practice Statement Law Administration 2007/9: Share buy-backs (PS LA 2007/9) as being representative of the appropriate Capital Component of the share buy-back price. The Dividend Component is generally then determined based on the difference between the share buy-back price and the Capital Component (determined in accordance with the average capital per share methodology).

The Company has adopted the average capital per share methodology to determine the Capital Component of the Buy-Back Price. Pursuant to that determination, the Buy-Back Price will be debited in full against the Company’s share capital account and no amount will be debited against the Company’s retained earnings.

As such, no part of the Buy-Back Price should be treated as a Dividend Component paid by the

Company and no franking credits will be received by Eligible Shareholders in connection with the Buy-Back and payment of the Buy-Back Price.

The following income tax consequences should arise for Eligible Shareholders who are resident for Australian income tax purposes and, hold their Shares on capital account::

- no part of the Buy-Back Price should be treated as a dividend for income tax purposes;
- Eligible Shareholders should realise either a capital gain or a capital loss when CGT event A1 is triggered on disposal of their Shares under the Buy-Back;
- this capital gain or capital loss will arise as at the date that the contract to dispose of the Shares is entered into by each Eligible Shareholder with the Company, being the Buy-Back Date (not when the Buy-Back Price is received by the Shareholders);
- the Buy-Back Price should be treated as a capital amount and as the capital proceeds from disposal of the Shares for capital gains tax (CGT) purposes (subject to any adjustment under 159GZZZQ of the Income Tax Assessment Act 1936);
- an Eligible Shareholder will make a capital gain if the Buy-Back Price exceeds the Eligible Shareholder's CGT cost base in their Shares. An Eligible Shareholder will make a capital loss if the Buy-Back Price is less than the Eligible Shareholder's reduced cost base in their Shares. Generally, the CGT cost base for a Share will be the amount the shareholder paid to acquire the Share together with certain incidental costs of acquisition, for example stamp duty and brokerage, and certain incidental costs of disposal;
- a capital loss that arises from the Buy-Back can only be used to offset capital gains made by the Eligible Shareholder. Capital losses not used in an income year may be carried forward to be used to offset capital gains arising in a later income year; and
- Shareholders who are individuals, complying superannuation entities or trustees that have held their Shares for at least 12 months prior to the date of the contract to dispose of the Shares should be entitled to discount the amount of any capital gain from the disposal of their Shares (after applying any current year or carried forward capital losses). The amount of this discount (known as the "CGT discount concession") is 50% for individuals and trustees and 33.33% for complying superannuation entities. The CGT discount concession is not available for companies (not acting as trustees). Trustees should seek specific advice regarding the income tax consequences arising from making distributions attributable to discount capital gains.

The Commissioner has a number of specific anti-avoidance provisions (relating to capital/dividend streaming, schemes to obtain imputation benefits, value shifting and share capital tainting) that can be applied in relation to off-market share buybacks (including but not limited to sections 45A/45B/45C of the Income Tax Assessment Act 1936, section 177EA of the Income Tax Assessment Act 1936, section 204-30 of the Income Tax Assessment Act 1997, Divisions 725 and 727 of the Income Tax Assessment Act 1997 and Sub-division 197-C of the Income Tax Assessment Act 1997). The Company does not consider that the Commissioner should apply any of those specific anti-avoidance provisions. However, please note that the Company has not applied to the ATO for a class ruling to confirm the Australian income tax consequences of the Buy-Back for Eligible Shareholders.

Goods and services tax

Goods and services tax ("GST") should not be payable by an Eligible Shareholder in respect of the Buy-Back as the Buy-Back should be treated as an input taxed financial supply for GST purposes.

Independent GST advice should be obtained by an Eligible Shareholder that is registered (or required to be registered) for GST who is seeking to claim input tax credits for GST on transaction costs incurred in relation the Buy-Back of their Shares.

5. Additional Information Regarding the Buy-Back

5.1. Introduction

This Section 5 includes additional information that Navalo considers is material to the decision on whether to participate in the Buy-Back.

5.2. What if I have more than one holding of Shares?

You will receive a personalised Buy-Back Acceptance Form for each separate beneficial holding of Shares. For example, if you hold some Shares in your name, some Shares jointly with your spouse and some Shares on trust for another person or entity, you will receive three Buy-Back Acceptance Forms. You may nominate to sell Shares into the Buy-Back from any or all of your separate beneficial holdings provided that you complete the Buy-Back Acceptance Form, or lodge an acceptance via the Automic Investor Portal, and follow the instructions for each holding you wish to sell. Any scale back that applies to Shares nominated into the Buy-Back will be applied to each of those beneficial holdings as if they were held by different persons (refer to Section 3 for further details).

(a) Shares held by trustees and nominees

Trustees and nominees who hold Shares should inform the beneficial owners of the Shares about the Buy-Back, subject to any legal restrictions in the countries where such beneficial owners are resident, and then aggregate all acceptances received from beneficial owners. It is the responsibility of the trustee or nominee to complete one aggregated Buy-Back Acceptance Form, or lodge an acceptance via the Automic Investor Portal, on behalf of all beneficial owners.

Any scale back that applies to Shares accepted into the Buy-Back by trustees and nominees will be performed on a registered shareholder basis.

(b) Shares held jointly with another person

If you hold your Shares jointly with another person (for example, your spouse) you must complete and return the Buy-Back Acceptance Form or lodge an acceptance online via the Automic Investor Portal in accordance with instructions for joint holdings on the Buy-Back Acceptance Form.

5.3. Can I still vote if a general meeting is held during the Buy-Back Offer Period?

Yes. Shareholders who accept Shares into the Buy-Back will still be entitled to vote (in accordance with the voting rights attached to their Shares) at any general meeting of Navalo held during the Buy-Back Offer Period and prior to the Buy-Back Date. Navalo does not currently intend to hold any general meetings during that period.

5.4. Restrictions on the payment of Buy-Back proceeds

Navalo will pay Eligible Shareholders the Buy-Back Price for each of their Shares that are bought back, unless it is prohibited from doing so.

5.5. Stamp duty

Stamp duty will not be payable on the transfer of your Shares under the Buy-Back or their subsequent cancellation.

5.6. Brokerage

You should not have to pay brokerage or any other transaction costs if you sell your Shares in the Buy-Back.

5.7. Unsuccessful Acceptances

Shares that have been nominated into the Buy-Back but are not bought back will be released to Eligible Shareholders' holdings as soon as processing of the Buy-Back has been completed after the Closing

Date.

5.8. Independent advice

Eligible Shareholders should consult their legal, financial, taxation or other professional adviser if they have any queries regarding:

- the Buy-Back;
- the taxation implications for them if the Buy-Back is implemented and their acceptance is successful;
or
- any other aspects of this Booklet and the Offer.

6. Glossary

6.1. Terms

The following terms used in this Booklet have the meanings given to them below, unless the context otherwise requires.

ASIC	Australian Securities and Investments Commission
Board	the board of directors of the Company
Buy-Back	the equal access buy-back of Shares on the terms set out in this Booklet
Buy-Back Acceptance Form	the form of offer by an Eligible Shareholder to sell Shares to the Company under the Buy-Back (and includes a Buy-Back Acceptance Form amended in accordance with the procedures set out in the Buy-Back Documents). A copy of the form is enclosed with this Offer Booklet and may also be downloaded from the Automatic Investor Portal in accordance with the instructions in Section 3.9.
Buy-Back Date	the date and time the Board determines the total number of Shares to be bought back in accordance with the terms and conditions of this Buy-Back
Buy-Back Documents	this Booklet, the Buy-Back Acceptance Form and the Buy-Back Withdrawal/Amendment Form
Buy-Back Offer Period	the period within which Eligible Shareholders may lodge, withdraw or amend an acceptance in accordance with the Buy-Back Documents
Buy-Back Price	\$0.2838 per Share
Buy-Back Record Date	Thursday 21 March 2024
Buy-Back Withdrawal Amendment Form	the form entitled 'Buy-Back Withdrawal/Amendment Form' that is required to withdraw or amend a previously submitted Buy-Back acceptance. A copy of the form is available for download from the Automatic Investor Portal in accordance with the instructions in Section 3.9.
Closing Date	Monday 22 April 2024
Company or Navalo	Navalo Financial Services Group Limited (ACN 152 260 814)
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Eligible Shareholder	a Shareholder at 5:00pm (Sydney time) on the Buy-Back Record Date who is not an Ineligible Shareholder
Ineligible Shareholder	any person who: (a) holds Shares and to whom the Company would be prohibited from paying money pursuant to any act, rule or regulation of Australia which prohibits the Company from making payments to foreign persons; or (b) does not have a registered address in Australia or New Zealand and holds Shares and resides in a jurisdiction where it would be illegal under the laws of that jurisdiction to permit shareholders residing in that jurisdiction to receive an invitation, or to participate in the Buy-Back (or which has laws which the Company determines would be impractical for it to comply with in order to permit Shareholders residing in that jurisdiction to

	<p>receive the Offer, or to participate in the Buy-Back); or</p> <p>(c) is acting on behalf of or for the account of a person who holds Shares and resides in a jurisdiction outside Australia or New Zealand where it would be illegal under the laws of that jurisdiction to permit such person residing in that jurisdiction to receive the Offer, or to participate in the Buy-Back, for a Shareholder (or which has laws which the Company determines would be impractical for it to comply with in order to permit Shareholders residing in that jurisdiction to receive the Offer, or to participate in the Buy-Back, for a Shareholder).</p> <p>For the avoidance of doubt, Ineligible Shareholders include any person who is (or who is acting on behalf of or for the account of a person who is) in the United States or a US Person.</p>
Maximum Buy-Back Amount	704,748 Shares
MBFH	Metrics Business Finance Holdings Pty Ltd
Metrics	MCH Investment Management Services Pty Ltd as trustee for the MCP Credit Trust 1
Offer	the Company's offer to buy-back Shares from Shareholders on the terms and conditions set out in the Buy-Back Documents as amended in accordance with the procedures set out in the Buy-Back Documents
Opening Date	Tuesday 26 March 2024
Registry	Automic Pty Ltd (ACN 152 260 814)
Share	a fully paid ordinary share in the capital of the Company
Shareholder	a registered holder of Shares
U.S. Person	the meaning given in Regulation S under the U.S. Securities Act of 1933 (as amended)

