



Target Market Determination - Employee Offer

Product	Employee Preference Shares in Investors Central under a prospectus dated 3 November 2023 (" Employee Offer ")
Issuer	Investors Central Limited ACN 143 097 385 ("Investors Central")
Effective Date	3 November 2023

ABOUT THIS DOCUMENT

This Target Market Determination ("**TMD**") is required under section 994B of the *Corporations Act 2001 (Cth)* in relation to an offer to issue preference shares (known as Employee Preference Shares) under a prospectus dated 3 November 2023 (**Prospectus**) to Eligible Employees (as that term is defined in the Prospectus). A copy of the Prospectus is available on the Finance One SharePoint.

Any recipient of this TMD should carefully read and consider the Prospectus in full and take advice from their professional adviser before making a decision to invest.

To apply for Employee Preference Shares, investors must complete the application in, or accompanying, the Prospectus. This TMD is not a disclosure document for the purposes of the *Corporations Act 2001 (Cth)*.

This document does not provide a full summary of terms of offer of Employee Preference Shares under the Prospectus. The document forms part of the design and distribution arrangements for the product and outlines distribution conditions and restrictions as well as reporting requirements for distributors.

TARGET MARKET SUMMARY

The Employee Preference Shares (**the Product**) is likely to be appropriate for an investor in Australia:

- Seeking to invest an amount of between \$1,000 to a maximum amount of \$1,500,000;
- Who wishes to receive preference shares in an unlisted company and a fixed rate of interest paid monthly;
- Who has an investment timeframe of between twelve (12) to thirty-six (36) months (**Investment Term**);
- Who has a 'High' risk/return profile;
- Intending to use the investment in the Product as only a satellite allocation of their total investable assets (i.e. less than 15% of the investor's total investable assets excluding the investor's principal residence);
- Who is not reliant on the distributions from the investment and have the capacity to lose some or all of the investment;
- Who is willing to invest in preference shares which are subordinated to other classes of preference shares issued by the Issuer on a winding up of the Issuer; and
- There is a negligible chance that they need to access the invested capital during the Investment Term.

DESCRIPTION OF TARGET MARKET

TMD Indicator Key

The Consumer Attributes for which the Product is likely to be appropriate have been assessed using a red/amber/green rating methodology with appropriate colour coding.

In target market	Potentially in target market	Not in target market
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Instructions

Generally, a consumer is unlikely to be in the target market for the Product if:

- One or more of their Consumer Attributes correspond to a red rating, or
- Three or more of their Consumer Attributes correspond to an amber rating.

Product attributes

Consumer Attributes	TMD Indicator	Product description including key attributes
Consumer's investment objective		
Capital Growth		The Product aims to provide regular monthly income payments. Investors may not be paid interest and may not be able to recover their principal if the Issuer is unable to meet its liabilities or is not able to raise funds to redeem the Product.
Capital Preservation		
Income Distribution		
Consumer's intended product use (% allocation of the investor's total investable assets (excluding the investor's principal residence))		
Solution/Standalone (up to 100%)		The intended allocation of the investor's total investable assets (excluding the investor's principal residence) to the Product has been assessed as Satellite.
Major allocation (up to 75%)		Investors Central is likely to be reliant on raising funds from issuing of new Preference Shares in order to pay redemption of existing preference shares.
Core allocation (up to 50%)		
Minor allocation (up to 25%)		The investment is not appropriate for an investor who would not be able to bear a loss or some or all of the investment.
Satellite allocation (up to 15%)		
Consumer's investment timeframe		
Minimum investment timeframe	Investor elected fixed term	Funds are committed by Investors for a fixed term however, this Product is not suitable for an Investor seeking a short-

		term investment (i.e. less than a twelve-month investment term).
Consumer's Risk (ability to bear loss) and Return profile		
Low		The Product's 'Standard Risk Measure' (SRM) has been assessed as High.
Medium		The Product has a High risk due to the following attributes: <ul style="list-style-type: none"> - Funds are committed for a fixed term; - There is no secondary market for the Product; - Investors may not be paid interest and may not be able to recover their principal if the Issuer is unable to meet its liabilities or is not able to raise funds to redeem the Product; - Investors Central is likely to be reliant on raising funds from new issues of preference shares in order to pay redemptions of existing preference shares; and - the Product is subordinated to other preference shares issued by the Issuer on a winding up of the Issuer.
High		
Very High		
Extremely High		

PRODUCT DISTRIBUTION AND KEY ATTRIBUTES

Description of the Product, including key attributes

- Principal investment amount from \$1,000.00 to \$1,500,000.00;
- Fixed interest rate for the investment term;
- Interest is calculated daily from the issue date until the maturity date and is paid monthly in arrears;
- There are no administration fees or exit fees on maturity of the investment;
- Requests for early redemption prior to maturity of the term is at the absolute discretion of Investors Central and a fee of 2% of the principal investment amount is payable where the investor is not reinvesting their principal investment amount in new Employee Preference Shares.

The Product is suited to investors seeking regular interest payments which together with capital contributed rank ahead of equity of the Issuer (but behind other liabilities).

The Product is suitable for consumers with a high-risk profile because of the following attributes:

- the Product is high risk;
- funds are committed for a fixed term;
- there is no secondary market for the Product;
- investors may not be paid interest and may not be able to recover their principal if the Issuer is unable to meet its liabilities or is not able to raise funds to redeem the Product;
- Investors Central is likely to be reliant on raising funds from new issues of preference shares in order to pay redemptions of existing preference shares; and
- the Product is subordinated to other preference shares issued by the Issuer on a winding up of the Issuer.



Although, eligible investors are also eligible to, and may wish to, participate in the “Public Offer” under the Prospectus.

The Product is not a substitute for bank deposits.

RISK

Preference shares are not bank deposits and are not covered by the Financial Claims Scheme (otherwise referred to as the Bank Guarantee Scheme).

The investment is not appropriate for an investor who would not be able to bear a loss of some or all of the investment.

EXCLUDED CLASSES

Classes of investors for whom the Product is not suitable.

This Product does not have any eligibility criteria for investors based on metrics such as age, expected return or volatility (noting that the Product has limited return volatility), however the target market would not include investors who:

- do not have a high-risk appetite or require a short-term investment (i.e. less than a twelve (12) month investment term);
- seek capital growth (as opposed to income);
- seek capital preservation or are reliant on the distributions from the investment (noting that investors may not be paid interest and may not be able to recover their principal if the Issuer is unable to meet its liabilities or is not able to raise funds to redeem the Product);
- seek returns below or above the fixed interest rates offered for the Product or require during the investment term income on the invested amount in excess of the fixed interest/dividend rate;
- do not have the capacity to lose some or all of the investment;
- require an unconditional right to redeem the Product prior to the end of the investment term;
- commit a large allocation of their total investable assets to Investors Central (i.e. greater than 15% of the investor’s total investable assets excluding the investor’s principal residence); or
- use debt finance to subscribe for the Product which results in them having a loan to value ratio of more than 50% based on funds borrowed for investment and the value of their total investable assets.

DISTRIBUTION CHANNELS AND CONDITIONS

This Product is designed to be distributed to Eligible Employees only. These recipients will be personally known to Investors Central and its senior management.

Investors Central will include a copy of this TMD on its website and will instruct its Investor Relations Team to confirm that investors fall within the expected target market, and are not specifically excluded from the target market, by asking a series of questions either verbally or in writing before accepting their application to invest. The investor’s responses to these questions will help identify whether they are within the target market. Investors Central does not intend to issue Employee Preference Shares to investors who are not within the



target market. Investors Central considers that these distribution conditions, will ensure that retail investors fall within the target market in circumstances where personal advice is not provided by the company to those investors as it is not licensed to do so.

REVIEW TRIGGERS

The Employee Preference Shares are offered for a limited time period as set out in the Prospectus, after which they will no longer be available for issue. The TMD will only apply during the period between the offer open date and the offer close date (or earlier if the offer is fully subscribed) (the **Offer Period**).

The review triggers that apply for the Offer Period that would reasonably suggest that this target market determination is no longer appropriate include, but are not limited to:

- a significant dealing of the Product outside of the target market occurs;
- an event or circumstance that would materially change a factor taken into account when making this TMD;
- ASIC raises concerns with Investors Central regarding the adequacy of the design or distribution of the Employee Offer or this TMD;
- a materially adverse change in the financial circumstances of Investors Central;
- Investors Central receives a high number of complaints about the Product including its distribution, product suitability or product attributes; or
- material changes to the regulatory environment that applies to an investment in the Employee Preference Shares.

REVIEW PERIODS

Investors Central will undertake a review of the TMD on the date that is twelve months after the date of this TMD, or if a review trigger occurs.

The last date on which the Employee Offer under the Prospectus closes is 13 months after the date of the Prospectus. A new TMD will be issued when the next Prospectus is issued, with a review date of twelve months from the date of issue.

DISTRIBUTION INFORMATION REPORTING REQUIREMENTS

The following reporting requirements apply to all distributors who distribute the Product to retail investors:

Type of information	Description	Reporting period
Complaints	Number of complaints received and a brief description of the complaint, and any relevant feedback relating to the preference share and their performance	During the offer period – within 10 business days after the end of each quarter. Within 10 business after the Employee Offer closes.

Significant dealing(s)	<p>Details of the significant dealing(s)</p> <p>The reasons why the distributor considers that the significant dealing is not consistent with the TMD.</p>	As soon as practicable and in any case within 10 business days after becoming aware.
Distribution conditions are found to be inadequate	Internal review of process finds that the distribution conditions are inadequate.	As soon as practicable, and in any case within 10 business days, after becoming aware of any issue.