



ASX Release

24 February 2021

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360 Capital Group (ASX: TGP)

TGP OFFER FOR EP1 EXTENDED AND IS NOW UNCONDITIONAL

Page 1 of 1

360 Capital Group (**360 Capital** or **TGP**) on behalf of its wholly owned subsidiary 360 Capital ED1 Pty Limited (**Bidder**) refers to the off-market takeover bid (**Offer**) contained in the replacement bidder's statement dated 18 January 2021 (**Bidder's Statement**) to acquire all the shares in E&P Financial Group Limited (**Company** or **EP1**) that it does not already own.

The Bidder has now declared the Offer **unconditional**.

The Bidder has also extended the offer period by a further 28 days with the revised Closing Date being **7:00 pm on 31 March 2021** (unless further extended).

We enclose copies of:

- the letter sent to E&P Shareholders;
- Section 650F notice declaring the Offer free of defeating conditions;
- Section 630(3) Notice advising on the status of the conditions of the Offer; and
- Section 650D(1) Notice extending the Offer.

The notices described above are deemed given in that order.

Authorised for release by, Tony Pitt, Managing Director

More information on the Group can be found on the ASX's website at www.asx.com.au using the Group's ASX code "TGP", on the Group's website www.360capital.com.au, by calling the 360 Capital investor enquiry line on 1300 082 130 or by emailing investor.relations@360capital.com.au.

Alternatively, TGP investors can contact:

Tony Pitt
Managing Director
360 Capital Group

T: (02) 8405 8860

Glenn Butterworth
Chief Financial Officer
360 Capital Group

T: (02) 8405 8872

About 360 Capital Group (ASX: TGP)

360 Capital Group is an ASX-listed, investment and funds management group, focused on strategic and active investment management of alternative assets. Led by a highly experienced team, the Group operates in Australian and global markets investing across real estate, public and private equity and credit strategies. We partner with our stakeholders to identify, invest and realise on opportunities.



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UNCONDITIONAL OFFER FOR EP1 SHARES ACCEPT NOW

24 February 2021

Dear fellow shareholder,

TGP OFFER FOR EP1 EXTENDED AND IS NOW UNCONDITIONAL

Further to the Target Statement issued by E&P Financial Group Limited (**E&P** or **EP1**), on behalf of the Bidder, 360 Capital Group is pleased to announce the following:

- ✓ The TGP Offer¹ is now **UNCONDITIONAL** and acceptable immediately;
- ✓ The TGP Offer period is **EXTENDED** until 31 March 2021 (unless extended further);
- ✓ Valid acceptances received before 5:00pm 22 March 2021 will receive the March 2021 quarterly TGP distribution;²
- ✓ The TGP Consideration will be paid within 7 Business Days after the date your valid acceptance is received³.

Response to Target Statement

The Target Statement suggested various reasons not to accept the Offer. Our responses to these are summarised below:

E&P reasons to reject the TGP Offer	360 Capital's response
The Offer is illusory given the ASIC Proceedings Condition imposed by 360 Capital has no realistic prospect of being met	The Offer is now UNCONDITIONAL ACCEPT the Offer to receive the TGP Consideration The TGP Offer is now open to 31 March 2021 (unless extended)

¹ Capitalised terms have the meaning given in the Bidder's Statement.

² If E&P Shareholders accept the TGP Offer and receive their TGP Securities by 31 March 2021, they will become entitled to receive TGP's March quarterly distribution. The Bidder has committed to processing all valid acceptances received by 22 March 2021 from E&P Shareholders such that those shareholders will be issued with TGP Securities by 31 March 2021. Ineligible Foreign Shareholders and Unmarketable Parcel Shareholders should refer to section 11.2.2 of the Bidder's Statement.

³ Refer to Section 11 of the Bidder's Statement for full terms of the TGP Offer. E&P Shareholders who have already accepted the TGP Offer will receive their TGP Consideration within 10 Business Days. Ineligible Foreign Shareholders and Unmarketable Parcel Shareholders should refer to section 11.2.2 of the Bidder's Statement.



<p>“The Offer Consideration is fundamentally unattractive given it is predominantly TGP Stapled Securities”</p>	<p>The TGP Consideration per E&P Share is: \$0.30 cash and 0.40 TGP Securities implying a value of \$0.66 being 45% cash and 55% TGP Securities⁴</p> <p>E&P Shareholders who ACCEPT will receive a cash payment and participate in E&P’s future performance through holding TGP Securities. 360 Capital has a demonstrated track record and turn around experience.</p> <p>For those who seek to sell their TGP Securities, TGP Securities are 10x more liquid than E&P shares on the ASX⁵.</p>
<p>“You will be paid by 360 Capital \$0.28 cash and 0.40 TGP Stapled Securities per EP1 Share”</p>	<p>If you validly accept the TGP Offer before 22 March 2021, you will receive \$0.30 cash plus \$0.004 per E&P share in TGP distributions plus 0.40 TGP Securities per E&P Share.⁶</p> <p>If you wait to accept after 22 March, you will miss out on the TGP March distribution.</p> <p>If you become entitled to receive the E&P dividend with the record date of 6 April 2021 (assuming the TGP Offer is extended), the cash component of the TGP Consideration will be reduced by \$0.02 per E&P share to \$0.28 per share, but you will receive a dividend from E&P of \$0.02 per E&P Share.</p>
<p>“The 360 Capital Offer materially undervalues EP1 given EP1’s medium- to long-term prospects. EP1 is successfully executing on its refocused strategy and progressing initiatives to drive value creation.”</p>	<p>No valuation of E&P is provided in the Target Statement.</p> <p>E&P directors state that they “are not aware of any other competing expression of interest or proposal that may develop into a superior offer”.</p> <p>The E&P share price has not traded on the ASX above \$0.66 since the Offer was announced on 11 December 2020.</p>

E&P Shareholders should refer to the Bidder’s Statement for full details about the TGP Offer.

⁴ Ineligible Foreign Shareholders and Unmarketable Parcel Shareholders should refer to section 11.2.2 of the Bidder’s Statement.

⁵ Based on average daily traded value on the ASX in the 3 month period before the date of this announcement.

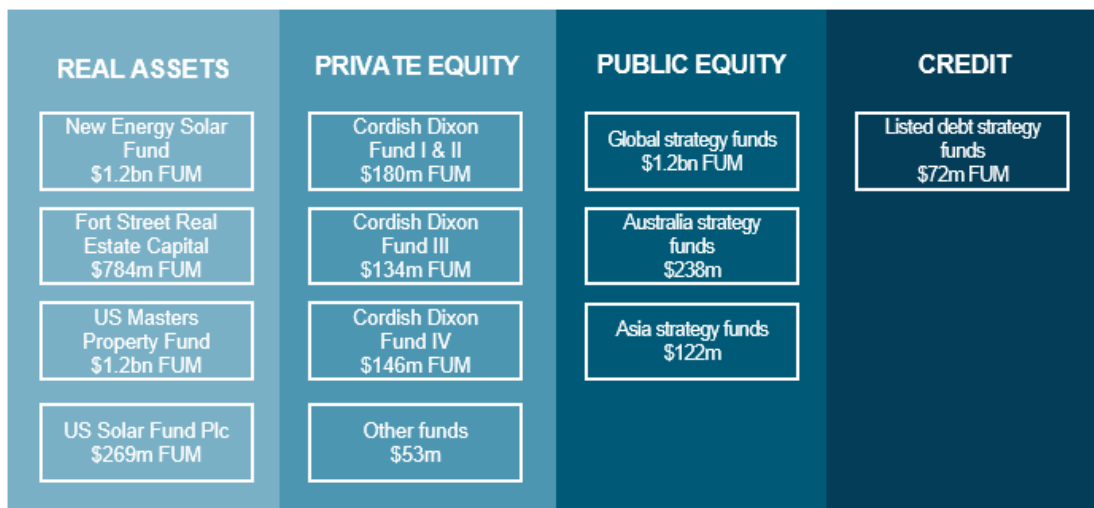
⁶ If E&P Shareholders accept the TGP Offer and receive their TGP Securities by 31 March 2021, they will become entitled to receive TGP’s March quarterly distribution. The Bidder has committed to processing all valid acceptances received by 22 March 2021 from E&P Shareholders such that those shareholders will be issued with TGP Securities by 31 March 2021. Ineligible Foreign Shareholders and Unmarketable Parcel Shareholders should refer to section 11.2.2 of the Bidder’s Statement.



Strategic rationale

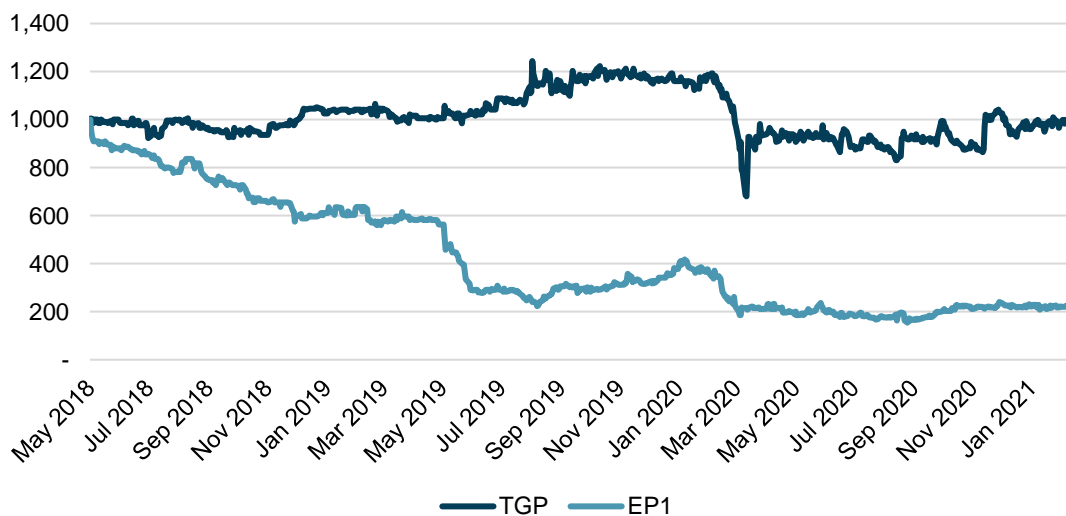
There is a clear strategic rationale for a combination of 360 Capital and E&P, despite the E&P directors stating otherwise. As outlined in the Bidder's Statement, if E&P becomes a wholly owned controlled entity, TGP intends to split E&P into two separate businesses: i) a funds management business and, ii) a wealth and capital markets business. TGP intends to retain 100% ownership of the funds management business and intends to offer to sell 40% to 80% ownership interest in the wealth and capital markets business, to a third party partner, which may include management and staff or institutional investors.

Similar to E&P Funds; Infrastructure, Property, Equity and Private Equity strategies, 360 Capital is a manager of alternative assets across; Real Assets, Private Equity, Public Equity and Credit. The E&P Funds align with 360 Capital's strategies as illustrated below⁷:



E&P performance

We remind fellow shareholders that since listing in May 2018 E&P has returned shareholders a negative -78% total shareholder return⁸



⁷ Figures as at 30 June 2020

⁸ To 23 February 2021. The total securityholder return calculation reinvests the dividends paid at the security price on the dividend payment date. Data source: S&P Capital IQ.



As stated above and/or outlined in the Target Statement your E&P Directors have:

- **NOT** provided a valuation of E&P Financial Group Limited;
- **NOT** obtained an independent expert's report;
- **NOT** established an Independent Board Committee (IBC); or
- **NOT** engaged with 360 Capital in regards to the Offer despite our attempts to engage.

The TGP Offer is compelling and represents the only offer available to E&P Shareholders. The directors of E&P also confirmed in the Target Statement that they are not aware of any other competing proposal. We recommend you accept the TGP Offer as soon as possible to participate in the TGP March quarterly distribution.

How to accept the Offer

To accept the TGP Offer, please complete and sign and return the Acceptance Form that was enclosed with your Bidder's Statement so that your acceptance may be processed before 7.00pm (Sydney time) on 31 March 2021, as per the instructions on the acceptance form or on page 11 of the Bidder's Statement.

If you do not have a copy of your acceptance form or require any assistance, please contact the 360 Capital TGP Offer Information Line on 1300 082 130 (within Australia) or +61 (2) 8016 2884 (outside Australia) or at: investor.relations@360capital.com.au.

To receive the cash component of the TGP Consideration via electronic transfer⁹, download the Direct Credit Facility form (<https://boardroomlimited.com.au/investor-forms/>), complete it and email it to corporateactions@boardroomlimited.com.au

Please find attached the notice of extension of the offer period.

We look forward to your acceptance of the TGP Offer and welcoming you as a TGP Securityholder.

Sincerely,

David van Aanholt
Independent Chairman
360 Capital Group Limited

⁹ Subject to eligibility requirements

360 CAPITAL ED1 PTY LIMITED (ACN 643 857 336)

NOTICE FREEING TGP OFFER FROM DEFEATING CONDITIONS

REQUIRED BY SECTION 650F OF THE CORPORATIONS ACT 2001 (CTH)

TO: E&P Financial Group Limited (**E&P**) (ACN 609 913 457)
Australian Securities Exchange

Reference is made to:

- (a) the takeover offer by 360 Capital ED1 Pty Limited a subsidiary of 360 Capital Group, the stapled group comprising 360 Capital Group Limited and 360 Capital Investment Trust (**Bidder**) for all the shares in E&P (**TGP Offer**) dated 2 February 2021; and
- (b) the replacement bidder's statement dated 18 January 2021 in relation to the TGP Offer (as supplemented) (**Bidder's Statement**).

The Bidder gives notice under section 650F of the *Corporations Act 2001* (Cth) declaring the TGP Offer free from all the conditions set out in Annexure 1 of the Bidder's Statement (being all of the defeating conditions to the TGP Offer).

The Bidder's voting power in E&P is 19.70%.



David van Aanholt
Independent Chairman
360 Capital Group



Tony Pitt
Director
360 Capital ED1 Pty Limited

Date: 24 February 2021

360 CAPITAL ED1 PTY LIMITED (ACN 643 857 336)

SECTION 630(3) NOTICE

STATUS OF DEFEATING CONDITIONS

TO: E&P Financial Group Limited (**E&P**)
Australian Securities Exchange (**ASX**)

Reference is made to:

- (a) the takeover offer by 360 Capital ED1 Pty Limited (**Bidder**) for all the shares in E&P (**TGP Offer**) dated 2 February 2021; and
- (b) the replacement bidder's statement dated 18 January 2021 in relation to the TGP Offer (**Bidder's Statement**).

Bidder gives notice under section 630(3) of the *Corporations Act 2001* (Cth) that:

- (a) the TGP Offer is free from the conditions set out in Annexure 1 of the Bidder's Statement (being all of the defeating conditions to the TGP Offer) (**TGP Offer Conditions**);
- (b) so far as Bidder knows:
 - (i) Condition G "Restrictions on dividends and distributions" was not fulfilled; and
 - (ii) the remaining conditions set out in Annexure 1 of the Bidder's Statement were either not fulfilled on the date this notice is given because the offer period has not yet ended or Bidder is not aware whether or not the conditions have been fulfilled,

but in any event the TGP Offer has been declared free of all the TGP Offer Conditions;

- (c) Bidder's voting power in E&P is 19.70%.

Signed by



David van Aanholt
Independent Chairman
360 Capital Group



Tony Pitt
Director
360 Capital ED1 Pty Limited

Date: 24 February 2021

Corporations Act 2001 (Cth)

Section 650D(1)

Notice of variation of offers - Extension of offer period

TO: Australian Securities & Investments Commission (**ASIC**)

E&P Financial Group Limited (**E&P**)

AND In accordance with section 650D(2), to those persons to whom received offers under the TGP
TO: Offer

Reference is made to:

- (a) the offer dated 2 February 2021 from 360 Capital ED1 Pty Limited a subsidiary of 360 Capital Group, the stapled group comprising 360 Capital Group Limited and 360 Capital Investment Trust (**Bidder**) for all the shares in E&P (**TGP Offer**); and
- (b) the replacement bidder's statement dated 18 January 2021 in relation to the TGP Offer (**Bidder's Statement**).

Unless otherwise specified, terms used in this notice have the same meaning as in the Bidder's Statement.

Extension of offer period

The Bidder hereby gives notice under section 650D(1) of the Corporations Act 2001 (Cth) that the TGP Offer is varied by extending the period during which the TGP Offer remains open for acceptance until **7:00pm (Sydney time) on 31 March 2021**.

ASIC lodgement

A copy of this notice was lodged with ASIC on 24 February 2021. ASIC takes no responsibility for the contents of this notice.

Approval

In compliance with ASIC Class Order 13/521, this notice has been approved by a unanimous resolution passed by the directors of Bidder.

Signed by



David van Aanholt
Independent Chairman
360 Capital Group



Tony Pitt
Director
360 Capital ED1 Pty Limited

Date: 24 February 2021