



# Thrive

## Team Thrive Pty Ltd

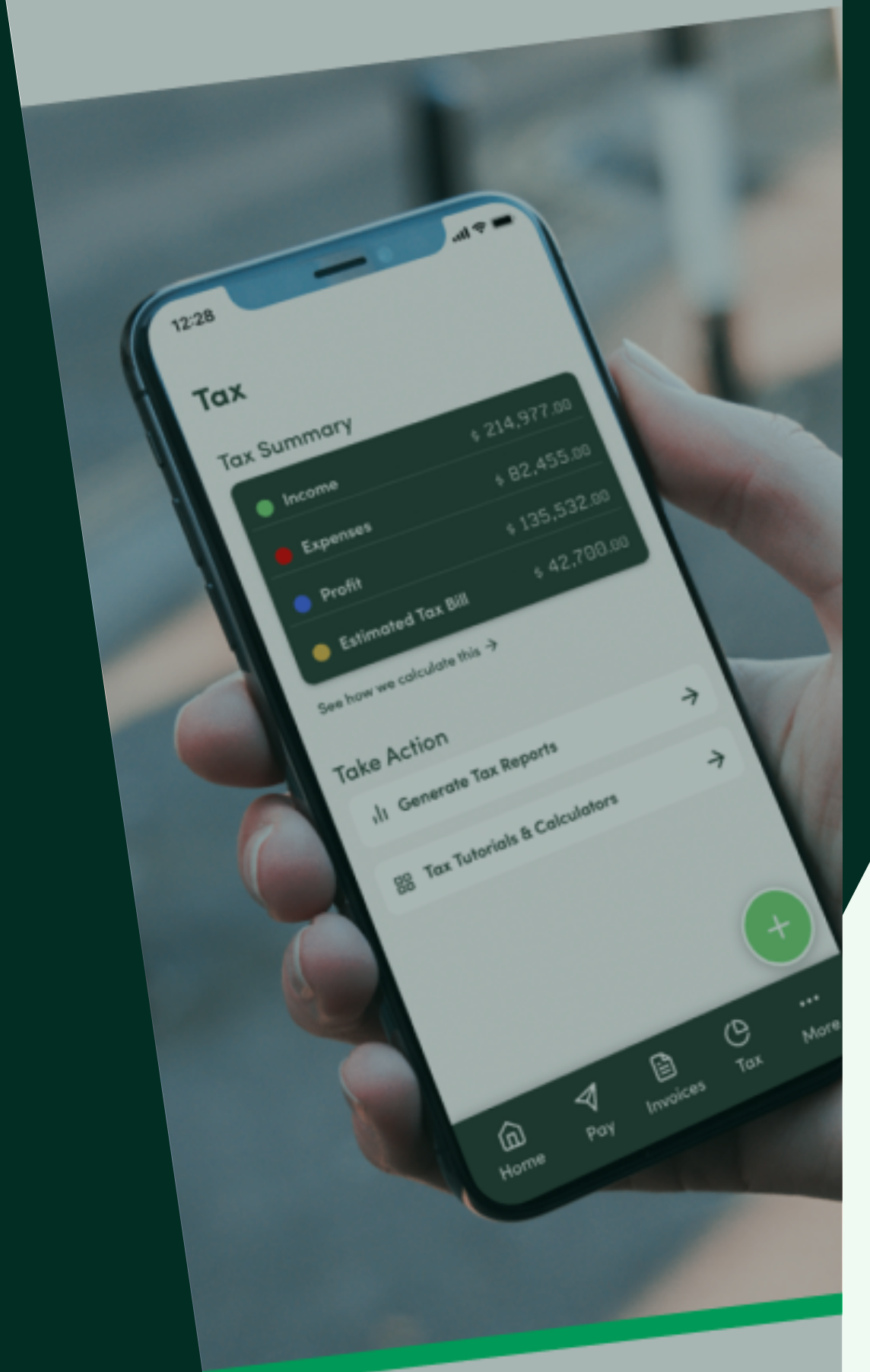
### Crowd-sourced funding offer document

Offer of fully-paid ordinary shares in Team Thrive Pty Ltd  
at \$0.70 per share to raise a maximum of \$3,000,000

This crowd-sourced funding (CSF) offer document relates to the Offer of fully-paid ordinary shares in Team Thrive Pty Ltd. This Offer is made under the CSF regime in Part 6D.3A of the Corporations Act 2001 (Corporations Act).

Issuer Team Thrive Pty Ltd ACN 637 676 496  
Intermediary Birchall Financial Services Pty Ltd AFSL 502618

16 Feb 2021





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# Section 1

# Risk Warning

Crowd-sourced funding is risky. Issuers using this facility include new or rapidly growing ventures. Investment in these types of ventures is speculative and carries high risks.

You may lose your entire investment, and you should be in a position to bear this risk without undue hardship.

Even if the company is successful, the value of your investment and any return on the investment could be reduced if the company issues more shares.

Your investment is unlikely to be liquid. This means you are unlikely to be able to sell your shares quickly or at all if you need the money or decide that this investment is not right for you.

Even though you have remedies for misleading statements in the offer document or misconduct by the company, you may have difficulty recovering your money.

There are rules for handling your money. However, if your money is handled inappropriately or the person operating the platform on which this offer is published becomes insolvent, you may have difficulty recovering your money.

Ask questions, read all information given carefully, and seek independent financial advice before committing yourself to any investment.





## Section 2

# Information about the Company

### 2.1 Letter from the CEO

Dear Investor,

Make no mistake, running a small business is tough. From the business owners who wake up well before dawn to open their stores, to those that burn the midnight oil long after the kids have gone to bed.

Australia's 2.3 million SME business owners work longer hours, take less leave and suffer from more stress than the average worker. It takes courage, sweat and tears to start and run a business.

One of the biggest contributors to this lack of work/life balance is the unexpected time that business owners spend on financial admin tasks that take up their day, or keep them up at night.

Even though good financial management is cited by business owners as the number one factor in running a successful business, most business owners struggle to carve out the time required to do it properly. We established Thrive last year to help Aussie business owners solve this major problem and to unleash the power of good finances.

Our integrated business banking, accounting, tax and lending solution will act as the financial operating system of a business. In doing so, Thrive automates and simplifies the bulk of financial admin tasks for SMEs, saving time, increasing productivity, improving accuracy and helping SMEs grow and succeed through smarter access to capital.

Thrive is now raising funds to execute its clear go-to-market plan for launch in 2021. With a sign up waitlist of over 7,500 registered businesses, partnerships with a licenced Australian bank and Mastercard, and a world class management team, we look forward to welcoming you on this journey.

**Michael Nuciforo**  
**Chief Executive Officer**

**Our integrated business banking, accounting, tax and lending solution will act as the financial operating system of a business.**



# Section 2

## 2.2 Company Details

This offer of shares is made by Team Thrive Pty Ltd ACN 637 676 496 (“the Company”).  
The Company was incorporated on 26 November 2019.

Company Name	Team Thrive Pty Ltd
ACN	637 676 496
Offer Type	Crowd-sourced funding
Offer Date	16 Feb 2021
Offer Details	Offer of fully-paid ordinary shares in Team Thrive Pty Ltd at \$0.70 AUD per share to raise a maximum of \$3,000,000.
Registered Office & Contact Details	Level 1/333 Exhibition Street, Melbourne VIC 3000 Australia
Principal Place of Business	Level 1/333 Exhibition Street, Melbourne VIC 3000 Australia



# Section 2

## 2.3 Investment Highlights

### Unmet Market Need

Thrive has identified a clear unmet market need among business owners who want to save time on financial admin, manage their money better and easily obtain access to finance. Satisfaction with existing solutions is low with negative business banking customer satisfaction (or NPS) a norm across the sector.

#### Business Banking Customer Satisfaction (NPS)<sup>1</sup>



**CommBank**  
NPS: -22



**NAB**  
NPS: -27



**Westpac**  
NPS: -28



**ANZ**  
NPS: -32

### Clear Path to Market

Thrive has signed an agreement with an Authorised Deposit-Taking Institution (ADI) and global card scheme Mastercard, allowing Thrive to launch in 2021. By partnering with a licenced bank and Mastercard, Thrive can offer a white labelled business account and debit card without the need for heavy capital requirements. With this approach, Thrive has a clear path forward and can focus on its core expertise, delivering a world-class product for businesses to manage their finances and thrive.

### Innovative Proposition

Thrive has focused on developing a unique, proprietary solution that integrates banking, accounting and tax insights to provide a one-stop financial management and lending solution to SMEs. By capturing more data at the source and enriching it with other third-party data sources, Thrive will be optimally positioned to service its customers better and extend into other aligned value propositions such as invoicing, payments and business insights.

### Strong Traction

Appetite for the Thrive proposition has been incredibly strong. Thrive has already obtained over 7,500 signups to its launch waitlist through a digital marketing campaign targeting businesses looking to open a new business account. The waitlist has been used to validate target personas and test product features. Further testing will be conducted with this audience leading up to launch.

### Global Wave

Fintechs such as Tide in the UK, Penta in Germany, Qonto in France and NorthOne in the US have proven that there is demand for a dedicated SME financial management platform. The rise in startups, entrepreneurship, freelancing and gig working is expected to accelerate even more during and after the pandemic.

### Entrepreneurial Management Team

Thrive has an entrepreneurial management team and Advisory Committee with deep experience in banking, accounting, technology, startups and business.

### Growth Focused

Thrive has aggressive plans to launch and scale its product in Australia through partnerships and alliances. There are logical options for expanding into other regions in the future.

### Strong Mission

Australia's 2.3 million SMEs<sup>2</sup> are the backbone of the economy. They employ over half the country's workforce and account for a third of GDP<sup>3</sup>. Thrive is dedicated to its mission of helping these businesses grow and thrive! This mission has never been more important than in a post-COVID world.

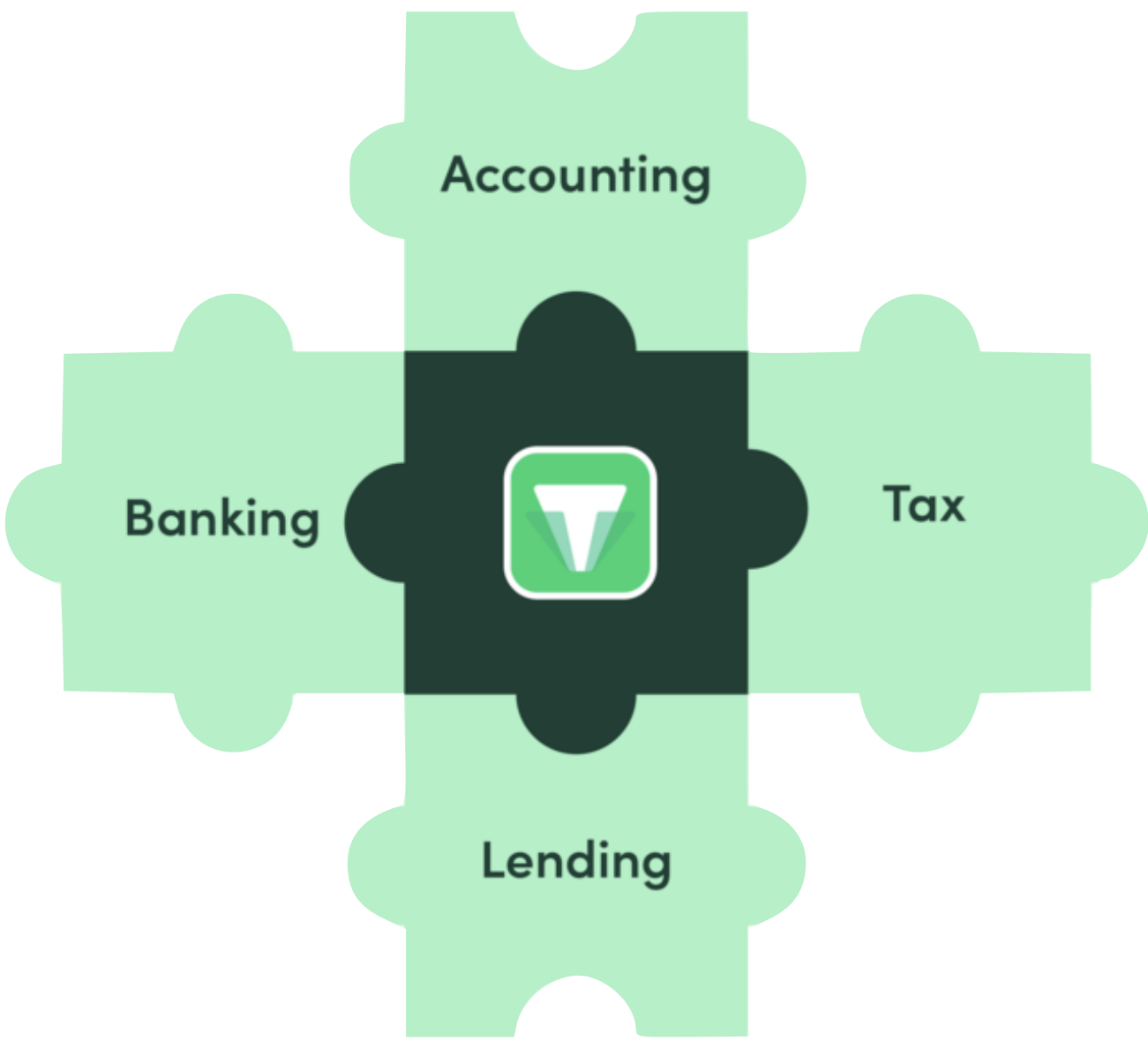
1. March 2019. DBM Business Financial Services Monitor; all customers' six month rolling averages for Small Business (\$0.1m-<\$5m) and Medium Business (\$5m-<\$50m)

2. December 2020. ASBFEO, 'Small Business Counts'

3. January 2020. Parliament of Australia; Small business sector contribution to the Australian economy



# Section 2



## 2.4 Business Description

### Overview

After being fed up with the amount of time and money spent on doing financial admin, Thrive has developed a unique product that uses artificial intelligence to automate banking, accounting, tax and lending for small-to-medium businesses. Thrive acts like a CFO in your pocket, taking care of everything a business needs.

### Problem

Running a business requires a business owner to wear many hats. You not only need to be an expert in your product or service, but you need to be a guru in banking, accounting and tax.

Business owners recognise that strong financial management is the most important factor in running a successful business, but they don't have the time, skills, or patience to do it properly. Due to this they often flounder from one financial challenge to the next.

### Current Products and Services

SMEs currently utilise a smorgasbord of siloed services to manage their finances. Most business owners use a mixture of the below:

- 96% of businesses use Online or Mobile Banking<sup>1</sup>
- 47% use an accounting package such as Xero or MYOB<sup>2</sup>
- 85% use the services of an accountant or bookkeeper<sup>2</sup>
- 70% have access to a loan or credit product (inc. credit cards)<sup>2</sup>
- Stand alone invoicing, receipt capture and tax products also exist.

There are numerous shortfalls with these products and services. Online banking for business is a poor adaptation of consumer online banking and even opening a business bank account is a huge challenge. Complex forms and long wait times are commonplace. As a result, business banking customer satisfaction (or NPS) is negative.<sup>3</sup>

On top of this, business owners loathe the setup and learning process required to utilise an accounting package. It's yet another thing to learn. This coupled with the cost of an accountant, means that a business often spends over \$3,000 a year on banking, accounting and tax.<sup>2</sup>

### Solution

Thrive understands that most business owners don't have the skill or the will to manage their finances. Thrive reduces the burden of managing business finances by integrating banking, accounting, tax and lending into a single real-time digital experience.

By aggregating these siloed products, Thrive customers gain access to a breadth of financial and accounting data. With this, Thrive will utilise machine learning models to:

- Integrate and automate banking, accounting and tax
- Lend faster and smarter with no onerous paperwork
- Deliver deep and actionable insights to help businesses grow
- Reduce time spent on financial admin and compliance.

### Opportunity

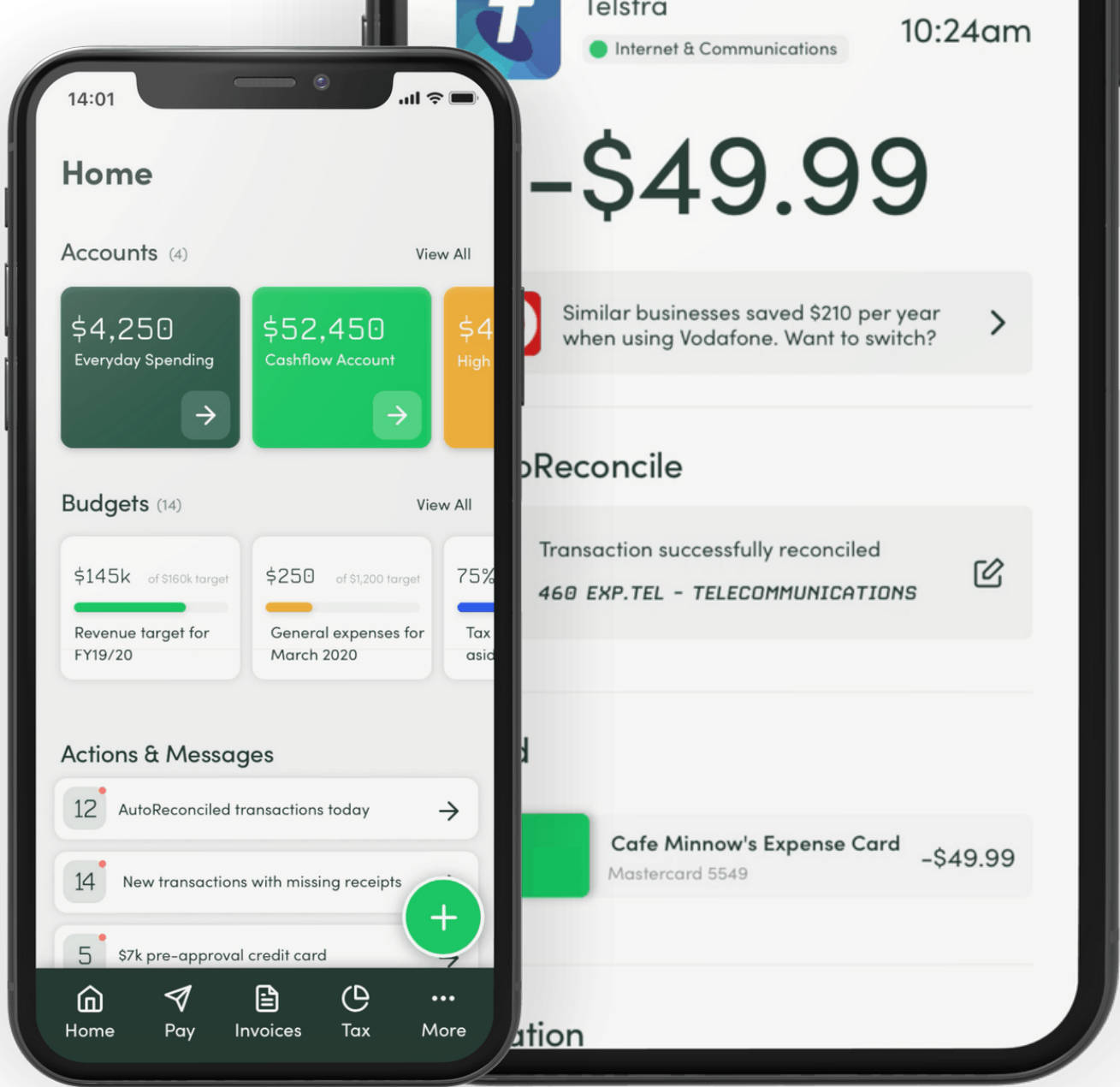
Fintechs are changing the landscape of financial services across the world. With new ideas and a blank-sheet technical stack, overseas players such as Tide, Penta, Qonto and NorthOne have all seen significant growth with their SME focused financial management products.

With over 200,000 new businesses registered each year<sup>4</sup> - driven by growth in entrepreneurship, freelancing and gig work - and an increasing desire from business owners to digitise and streamline their operations, Thrive is well placed to take advantage of the micro and macro trends in small-to-medium businesses.

1. August 2016. Tyro SME Banking Report: Exploring banking inefficiencies for Small to Medium Enterprises  
2. April 2020. Thrive SME Banking, Accounting & Financial Management Report. Survey of 180 Small and Medium Enterprises in Australia.  
3. March 2019. DBM Business Financial Services Monitor; all customers' six month rolling averages for Small Business (\$0.1m-<\$5m) and Medium Business (\$5m-<\$50m)  
4. December 2020. ASIC '2020 Company registration statistics'







# Section 2



## 2.5 Product & Services

### Key Features

Thrive combines a smart business account with value-added services like receipt scanning, invoicing, tax forecasting, payments and more. Using artificial intelligence (AI) and machine learning (ML), these tools are designed to run on autopilot, winning back time for busy business owners and making it easy for them to stay in control of their financial destiny.

- 
**Smart Account**  
 Transforms a business account into a beautifully crafted experience designed for SMEs.
- 
**Automated Accounting**  
 Delivers AI-powered accounting, reconciliation and bookkeeping to save business owners time.
- 
**Turbo Tax**  
 Smart tax forecasts and GST tracking handled instantly to keep businesses in control.
- 
**Professional Invoicing**  
 Issuing and management of invoices with one click including automated payment reminders.
- 
**Credit & Lending**  
 Streamlined credit and lending based on past and projected business activity.
- 
**Perfect Payments**  
 Accept payments anytime, anywhere including online, via BPAY or in-person.
- 
**Actionable Insights**  
 Real-time, tailored business insights and recommendations to drive better performance.

### USPs

We think that SMEs have been an afterthought for the big banks for decades. By completely focusing on the unique needs of the SME segment, Thrive provides the following unique selling points:

- Thrive saves time by automating all the time consuming tasks which frustrate business owners and distract them from their core business.
- Thrive removes the complexity of using multiple products to manage money by combining banking, accounting, tax and lending under a single integrated product umbrella.
- Getting access to capital is very time consuming and still requires many manual steps. Thrive will provide a simple, transparent and streamlined lending process.
- Business owners want to understand how to improve their business performance. With its proprietary 'next best action' engine, Thrive can provide these insights at the right time.

### Key Achievements

To validate the market need and prove its concept, Thrive has:

- Signed agreements with its banking partner and Mastercard
- Acquired over 7,500 businesses to its launch waitlist
- Identified a clear target market and acquisition strategy
- Successfully run online and social media marketing campaigns
- Achieved a waitlist sign up conversation rate of 15% of site visitors
- Surveyed over 400 SMEs on their financial management needs
- Interviewed 42 business owners over the phone or face-to-face.

In relation to the product launch, Thrive has:

- Conducted significant development and testing of the product
- Started user testing and demonstrations to its waitlist members
- Recruited an experienced management team and advisors
- Developed its website, content and brand.



# Section 2

## 2.6 Business & Revenue Model

### Partnerships

Thrive is targeting a launch in 2021. To bring its product to market, Thrive is partnering with a licenced bank which will allow it to offer a business account and a full suite of complimentary products and services.

Thrive conducted an extensive engagement process with multiple potential partner banks before signing its preferred banking partner. Under the terms of the agreement Thrive can access:

- Whitelabel 'Banking-as-a-Service' platform
- Ability to issue a debit and credit card
- Core banking and API integration
- ADI, AFSL and ACL to hold funds and lend
- Lending facility to allow Thrive to offer loans.

By partnering, Thrive can focus on its core proposition, delivering a world-class financial management experience for SMEs. This approach significantly de-risks and simplifies Thrive's go-to-market plan. Under the agreement, Thrive can take advantage of a very capital light business model with costs scaling in line with customer growth.

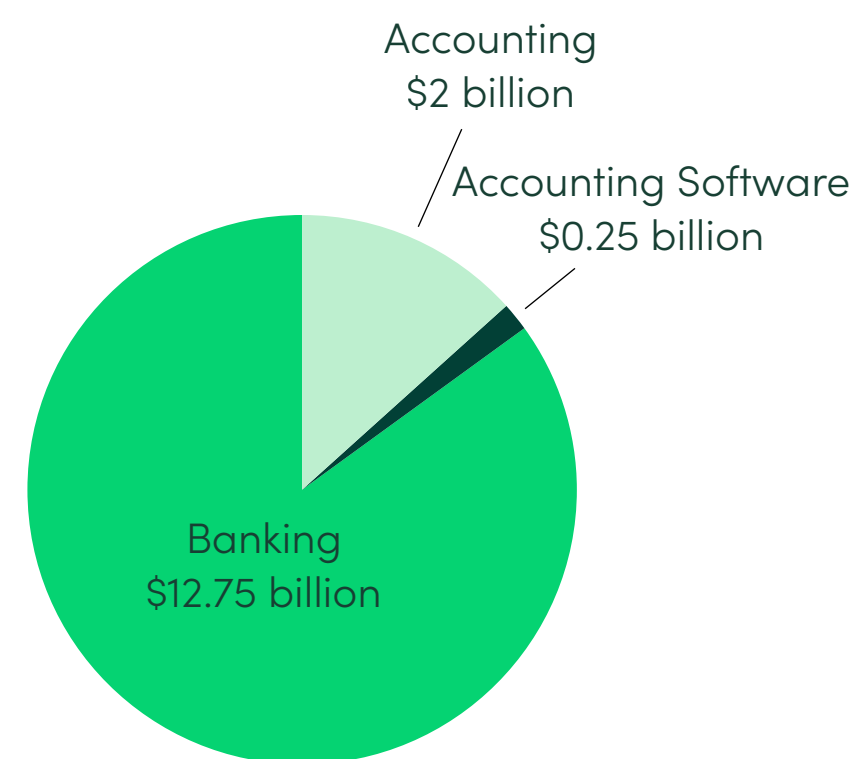
Similar partnership models have been used by some of the world's most successful fintechs including Revolut, Monzo, Simple and Penta. Local fintech Up, along with ASX-listed Afterpay (APT.asx) and Douugh (DOU.asx) have partnered with Bendigo and Adelaide Bank, Westpac and Regional Australia Bank under similar 'Banking-as-a-Service' arrangements.

Thrive has also secured an agreement with Mastercard. Under the terms of the deal, Thrive customers will be able to take advantage of the latest secure card payment technology.

### Market Size

In Australia, banking and accounting represents a \$57 billion revenue opportunity. The SME segment that Thrive is targeting is \$15 billion (0-19 employees).<sup>1</sup>

#### Serviceable Obtainable Market - Australia



### Revenue

Thrive is targeting a diversified business model which comprises of five main revenue streams:

- Monthly subscription for access to premium features
- Net interest income from credit and lending
- Income from in-store and online payment acceptance
- Referrals for aligned services such as business insurance
- Interchange from debit and credit card transactions.

### Costs

Thrive's partnership model ensures revenue and costs scale in line with growth. This sustainable approach means Thrive can focus on acquiring profitable customers without the upfront capital burden of obtaining its own financial services licences and infrastructure. Thrive's costs are minimal for the services it is able to offer its customers and this allows Thrive to scale efficiently.

1. June 2020. IBIS World. National and Regional Commercial Banks in Australia



# Section 2

## 2.7 Marketing & Distribution

### Overview

Most people start a business to be their own boss, pursue their passion and to showcase their skills. People imagine happy customers, flexible hours and good income. The reality is very different. It's long days, sleepless nights, nonexistent weekends and endless financial admin...

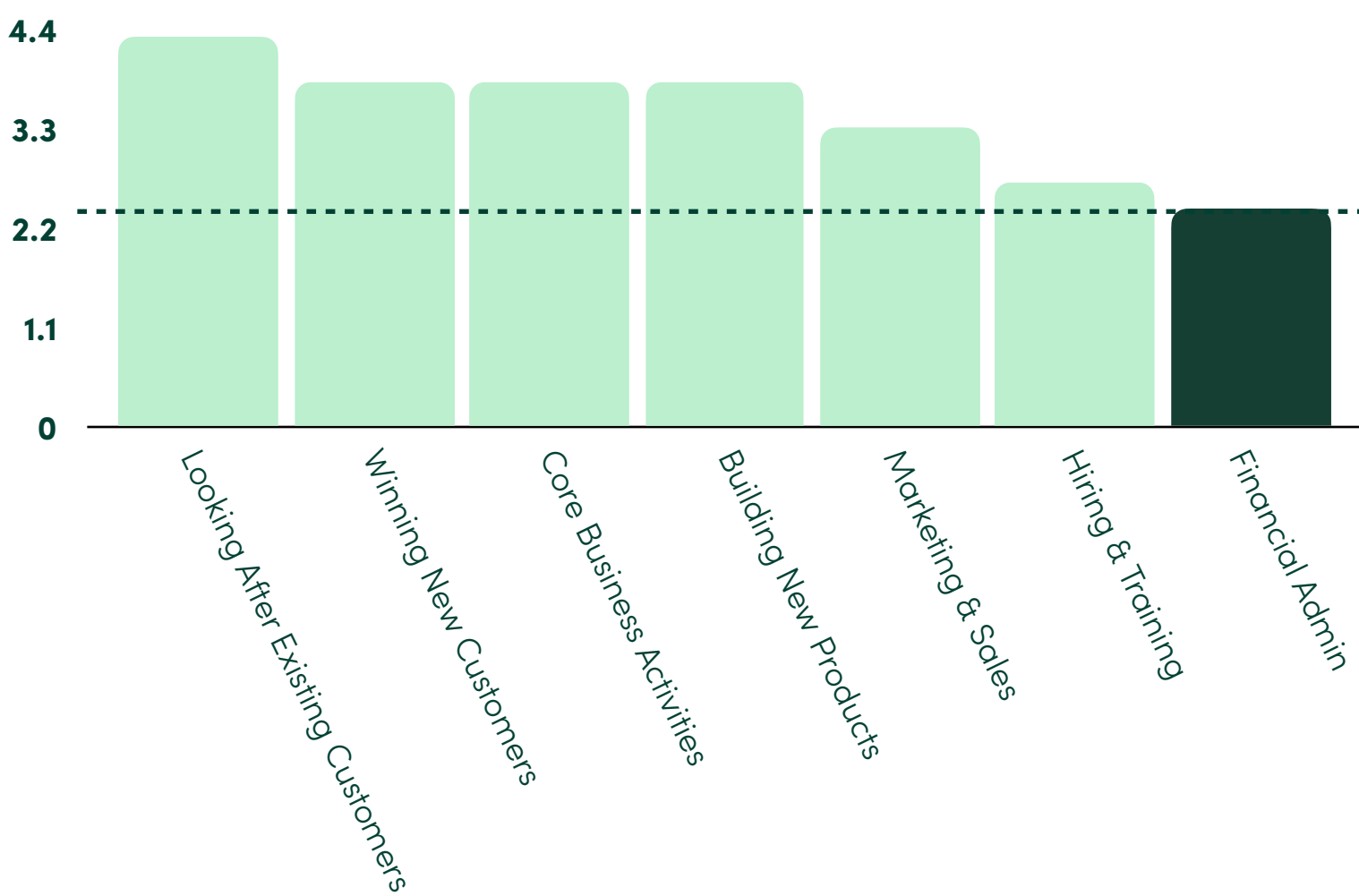
For every sale, there is an invoice to fill, a staff member to pay and an expense to be reconciled. In fact, small businesses spend over 6 hours a week or 42 days a year on financial admin.<sup>1</sup>

- 60% of SMEs rated it their most disliked task<sup>1</sup>
- 50% sacrifice their wellbeing to stay on top of admin<sup>2</sup>
- Businesses owners feel it is too time consuming.

### Target Market

Thrive is targeting businesses in the nano (sole trader), micro (2-4 employees) and small business (5-19 employees) segments. The research conducted has identified that the burden of financial admin hits these businesses the hardest, as they simply don't have the time or resources to manage it properly themselves.

Satisfaction Ranking of Business Activities<sup>1</sup>



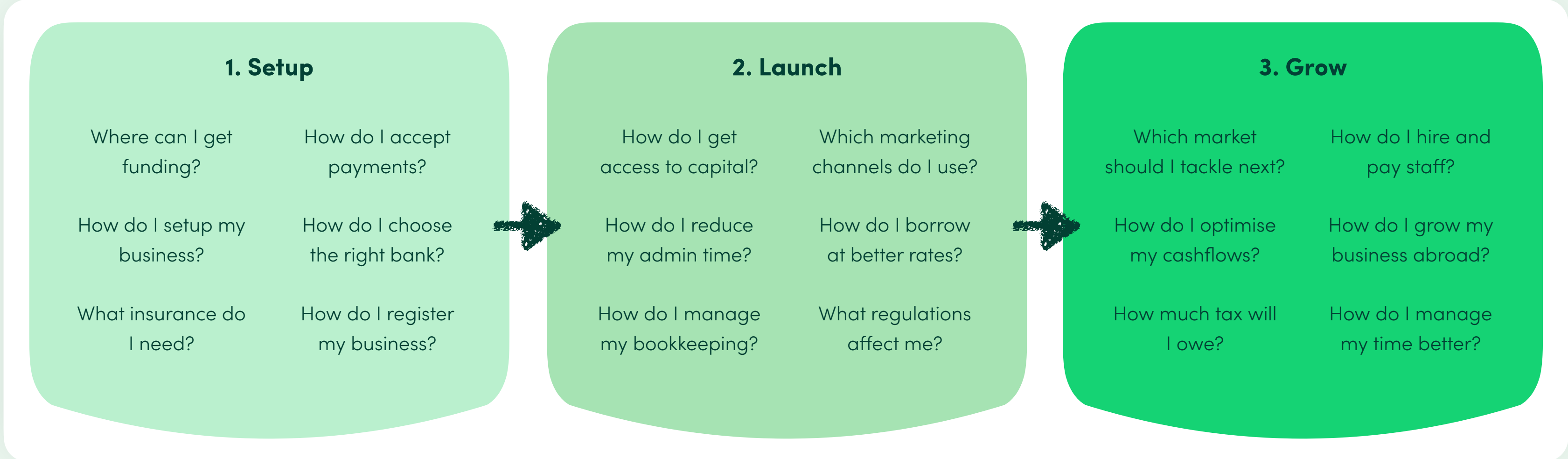
### Market Research

Thrive conducted a survey of 180 small-to-medium businesses<sup>1</sup> with leading market research firm Qualtrics in April 2020. Some of the key findings from this research included:

- Tax preparation, cashflow forecasting, chasing late invoices and reconciling transactions all rated high in the difficulty ranking.
- 53% of SMEs don't use an accounting package such as Xero or MYOB because it's too difficult to setup, hard to learn and costly.
- Businesses spend an average of \$1,813 on an accountant each year, those that also utilise a bookkeeper spend over \$4,350.

As the boom in entrepreneurship, freelancing and gig work continues worldwide, further fast tracked by the COVID-19 pandemic, it is clear from the research conducted that the challenges of managing a business are significant across each stage (Setup, Launch, Grow).

When compounded across millions of businesses, this has a huge impact on the overall Australian economy and is an obvious deterrent to starting a new business.



1. April 2020. Thrive SME Banking, Accounting & Financial Management Report. Survey of 180 Small and Medium Enterprises in Australia.  
2. April 2019. How to get 'in the zone' and focus on growing your business. Reckon  
Diagram: Setup, Launch and Grow pain points was identified from Thrive customer research.




# Section 2

## 2.7 Marketing & Distribution

### Target Personas

Thrive has identified the following target industries and personas:

#### Construction



**Contractor Chris**  
Plumber

Nano SME

Defacto

26 years old

Canberra

**Problem**  
"I hate doing financial admin. I never learnt it at school."

**Solution**  
"With Thrive I don't need to setup and use multiple tools."

Nano

204k


Micro

112k

Small

23k

#### Professional Services



**Busy Beth**  
Recruiter

Micro SME

Single

32 years old

Perth

**Problem**  
"I'm so busy, I just don't have time to do my finances."

**Solution**  
"I just want it done. With Thrive I don't have to think about it."

Nano

140k


Micro

89k

Small

19k

#### Arts & Media



**Freelancer Jay**  
Designer

Nano SME

Divorced

35 years old

Sydney

**Problem**  
"I spend more time on admin that I do on important work."

**Solution**  
"Thrive saves me time by automating admin tasks."

Nano

200k


Micro

24k

Small

7k

#### Finance



**Owner Olivia**  
Bookkeeper

Micro SME

Married

39 years old

Melbourne

**Problem**  
"I am spending too long on non-billable administration."

**Solution**  
"Thrive takes care of everything for me with no fuss."

Nano

150k


Micro

28k

Small

4k

#### Retail



**Groovy Greg**  
Cafe Owner

Small SME

Single

29 years old

Brisbane

**Problem**  
"No one will give me capital to help me grow my cafe."

**Solution**  
"Thrive uses all my data to make a quick lending decision."

Nano

55k

Micro

46k

Small

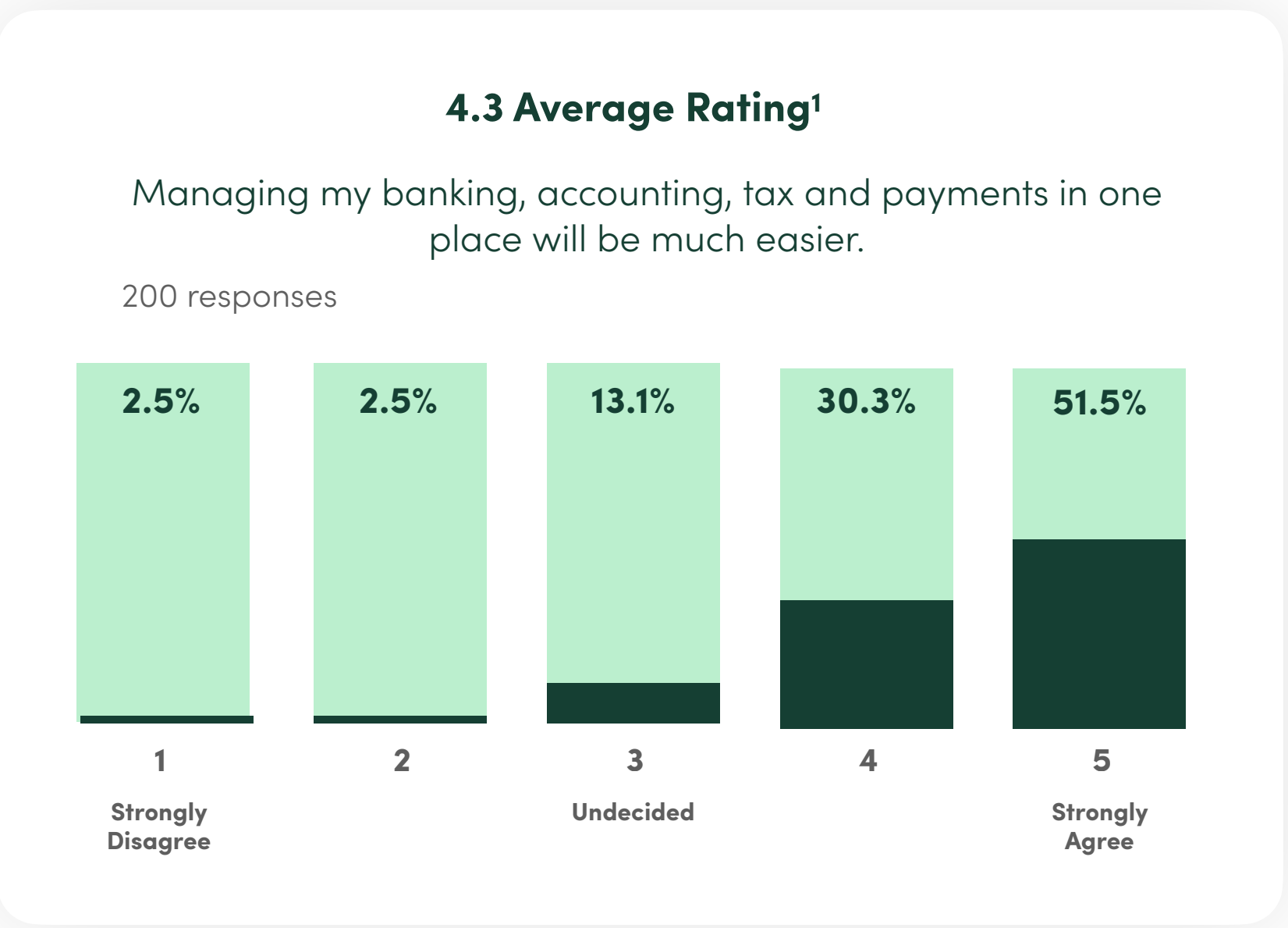
24k

### Persona Landscape

Expectations for how businesses manage their money are being shaped by experiences outside of the banking industry where content, interactions and features are much richer.

Business owners are more digitally savvy today, due to easy access to research, data and ‘expert’ views. The role of banks as a trusted financial advisor has been eroded and replaced by other sources. The emergence of social media means that businesses turn to their peers for advice. This has also exposed the lack of differentiation between different financial services providers.

The comparison and purchase of alternative financial products and lending options is straightforward and more widespread. The expected adoption of Open Banking is expected to open up an even wider range of choices for businesses and consumers.



### Marketing Strategy

SMEs are primarily implementing digital tools to improve efficiency, take advantage of growth opportunities and to save money. Thrive will position itself in the market as the ultimate tool for achieving all these objectives, standing itself apart from competitors who typically tackle only a portion of the financial management activities of a business.

Thrive will initially target digitally moderate and advanced SMEs in the Construction, Professional Services and Arts & Media industries. These business have a high propensity to adopt new digital tools to improve their business.

In the early stages, Thrive will establish a sense of trust and security in its brand through its partnerships, alliances and referral generated by its large and active waitlist.

1. November 2020. Thrive waitlist survey (200 responses),  
Diagram: Nano, micro and small business numbers were sourced from Ausbank, Small Business Sector in Australia Economic Report

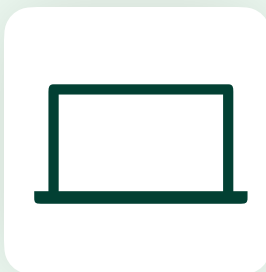


# Section 2


## 2.7 Marketing & Distribution

### Marketing Channels


Thrive will be focusing its growth and acquisition activities on:

- 


**Digital Advertising**

Thrive has tested various Google Ad campaigns and achieved an average Cost Per Acquisition (CPA) of \$5.<sup>1</sup>
- 


**Social Media**

Thrive will distinguish itself from its competitors by running creative campaigns on social media.
- 


**Search Engine Optimisation**

Thrive will publish relevant content, blogs and guides that help businesses plan and stay on track.
- 

**Partner Program**

Thrive has established a partner program to reward adjacent businesses for member referrals.
- 

**Referral**

Thrive will incentivise its own members to ‘refer a friend’.
- 

**Community**

Business owners value strong connections, Thrive will actively build on its 7,500 strong member waitlist.

### Waitlist

Our waitlist has been growing steadily since our website launch. The waitlist has been an invaluable learning tool, allowing us to run surveys, do user testing and fine tune our product roadmap. We will be engaging with our waitlist audience up until launch to ensure they are active and ready to open a Thrive account.



“ We’re excited about offering Thrive to our business clients. The ability to automate menial tasks such as expense reconciliation together with live financial data viewing will save our clients a lot of time ”

Chris Demaria, Director, Affinity Accountants<sup>2</sup>

### Partnerships

Thrive is in discussions with a number of established brands that can be leveraged to drive member adoption. This includes:

- Accountants and Bookkeepers
- Business Finance Brokers
- Company Formation Services
- Gig Economy and Freelancing Platforms
- POS and Payment Providers.

### Open Banking

Open Banking presents an exciting opportunity for SMEs to access Thrive services. Via the new Open Banking protocol, account and transaction data sharing will be streamlined. This gives existing business bank account holders the opportunity to access the unique Thrive feature set without the need to directly open a Thrive transaction account.

### Seasonal Campaigns

Seasonal campaigns around tax time, and End of Financial Year (EOFY) will target customers who are anxious about the time, cost and effort involved in completing their tax return. These campaigns can be used to both acquire new customers, and to also upsell existing members to the premium turbo tax subscription package.

### PR

Fintechs are getting a huge amount of coverage in the mainstream media. This presents opportunities for Thrive to:

- Ride the fintech, Buy Now Pay Later (BNPL) and payments wave
- Create positive awareness of our mission to help SMEs
- Highlight the issues small businesses are facing
- Combine news and thought leadership
- Build reputation and trust.

1. Based on Thrive Google Ads account data from May 2020 to December 2020  
2. Chris Demaria has provided consent for this quote to appear



# Section 2

## 2.7 Marketing & Distribution

### Brand Positioning

Thrive has infinite respect for business owners that create jobs, build awesome products, and deliver valued services. We will embrace the individuality and uniqueness of all the different businesses using our service. Our brand will reflect that we are helpful, we are community, we are personable and approachable.

#### Keep it local

Each business owner and their business has its own distinct personality. We will embrace this and promote the community feel of our service. We will promote successful businesses who use our service, we will also promote customers who have taken advantage of our unique features.

#### Keep it simple

We will make it quick and easy for customers to set up an account and start a business. We will provide instant access so that they can start trading. Customers no longer have to worry about all the nuances of managing their business finances, we will take care of this for them.

#### Keep it personal

We want to continue to optimise our service so that recommendations and timings are based on the needs of our businesses. We even want to reward our members with relevant offers and discounts to thank them for their continued custom.

#### Keep it secure

Ensuring our businesses and their money is secure is paramount. We will ensure our technology meets the most stringent requirements. We will also monitor transactions and deal quickly with any attempts to compromise our platforms.

### Brand Name

The Thrive brand name instantly invokes a clear understanding for the mission of the business. It's strong and direct. The brand name was selected as a constant reminder of what Thrive is here to do.

thrive

[verb]

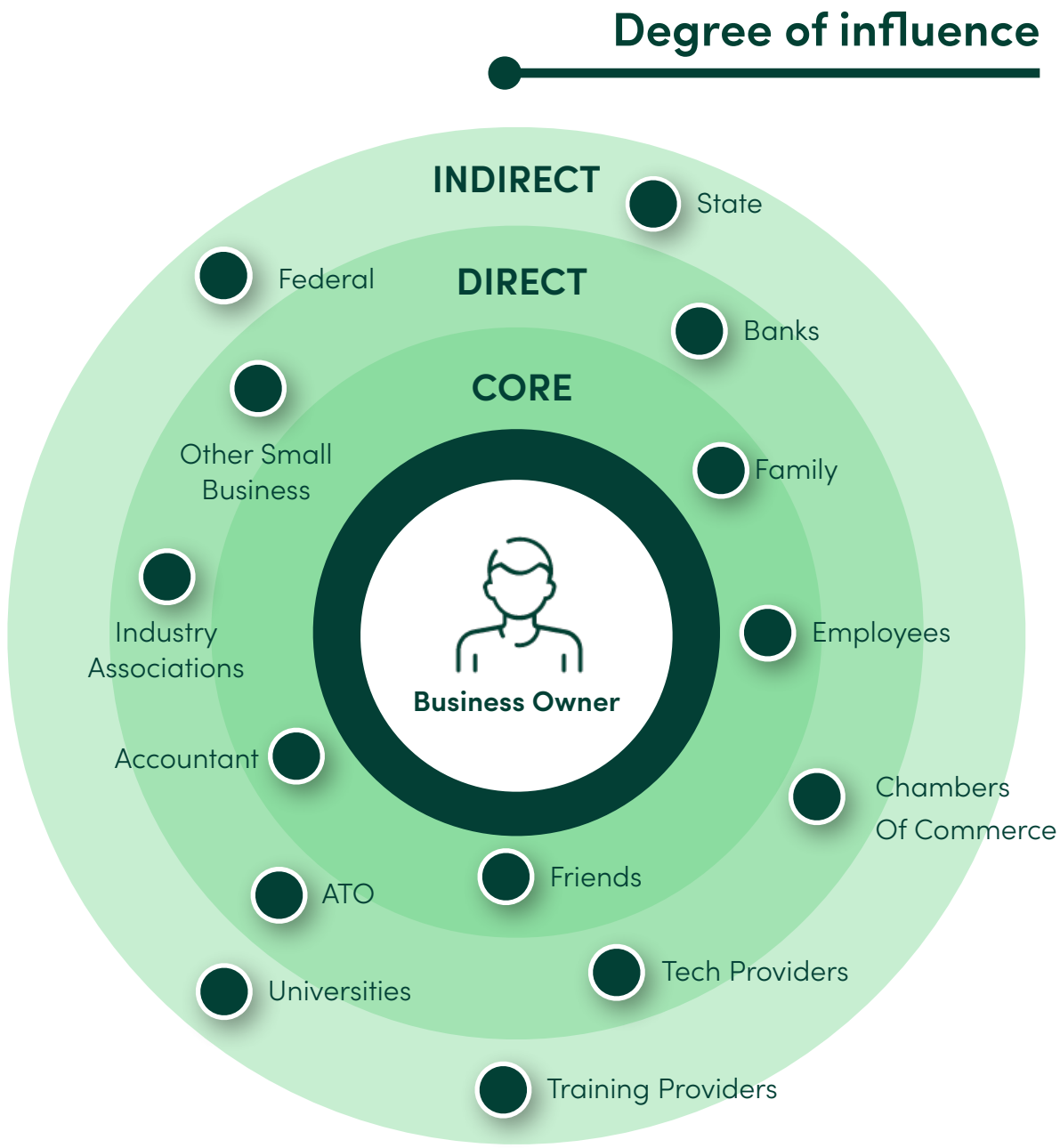
to grow, develop, or be successful



### Logo

The Thrive logo was designed to resemble the classic era of comic book superhero badges. This is a reflection of Thrive's belief that all business owners possess superhero powers.




The logo is bold, sharp and instantly recognisable with the Thrive green being the prominent colour. The shadow on the T was incorporated to highlight the fact that Thrive will always be behind its members to help them succeed.





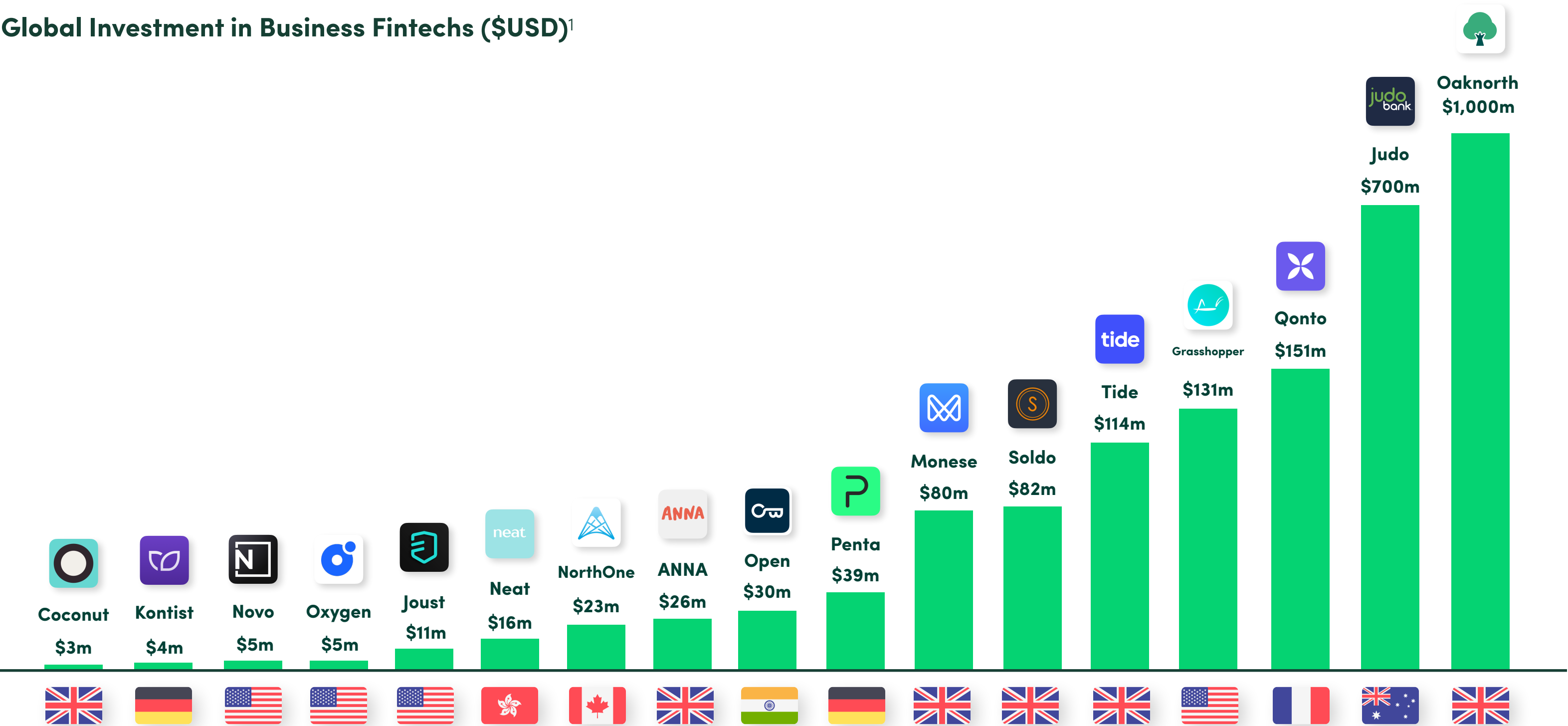
# Section 2

Key Global Players<sup>1</sup>

		
<b>Tide</b>	<b>Qonto</b>	<b>NorthOne</b>
United Kingdom	France	United States
Launched: 2015	Launched: 2016	Launched: 2018
Accounts: 120,000	Accounts: 75,000	Accounts: 50,000
Funding: USD\$114m	Funding: USD\$151m	Funding: USD\$23m

## 2.8 Market & Competitors

Global Investment in Business Fintechs (\$USD)<sup>1</sup>



### Global Trends

There has been significant demand for fintechs globally. Over \$3 billion has been invested in business focused fintechs alone<sup>1</sup>. The UK market has set the precedent for this shift, having seen a large migration of business customers away from establishment players and towards fintechs in recent years.

Like the UK and US, the large Australian banks have underinvested in SME services and have tried to get away with retro-fitting their mass-market retail offering instead. The majors have generally been held back from innovating because their costs are so high. This of course makes it difficult to serve SMEs in a cost efficient way, so the service offering, from a digital point of view, is lacking.

### Market Similarities

Thrive is following a proven business model and is operating within similar market conditions to the likes of Tide, Qonto and NorthOne who have all had success in the UK, Europe and US respectively.

Key similarities between Australia and these markets include:

- Large banks that are focused on their retail customer base
- Low consumer sentiment and trust for the incumbent players
- Government deregulation to encourage new competition
- Open Banking regime to simplify customer switching
- Wave of new entrants in the sector which increases trust
- Strong growth in new businesses and entrepreneurship
- The increasing casualisation of the workforce.

1. November 2020. Investments figures obtained from Crunchbase, trade press and company websites



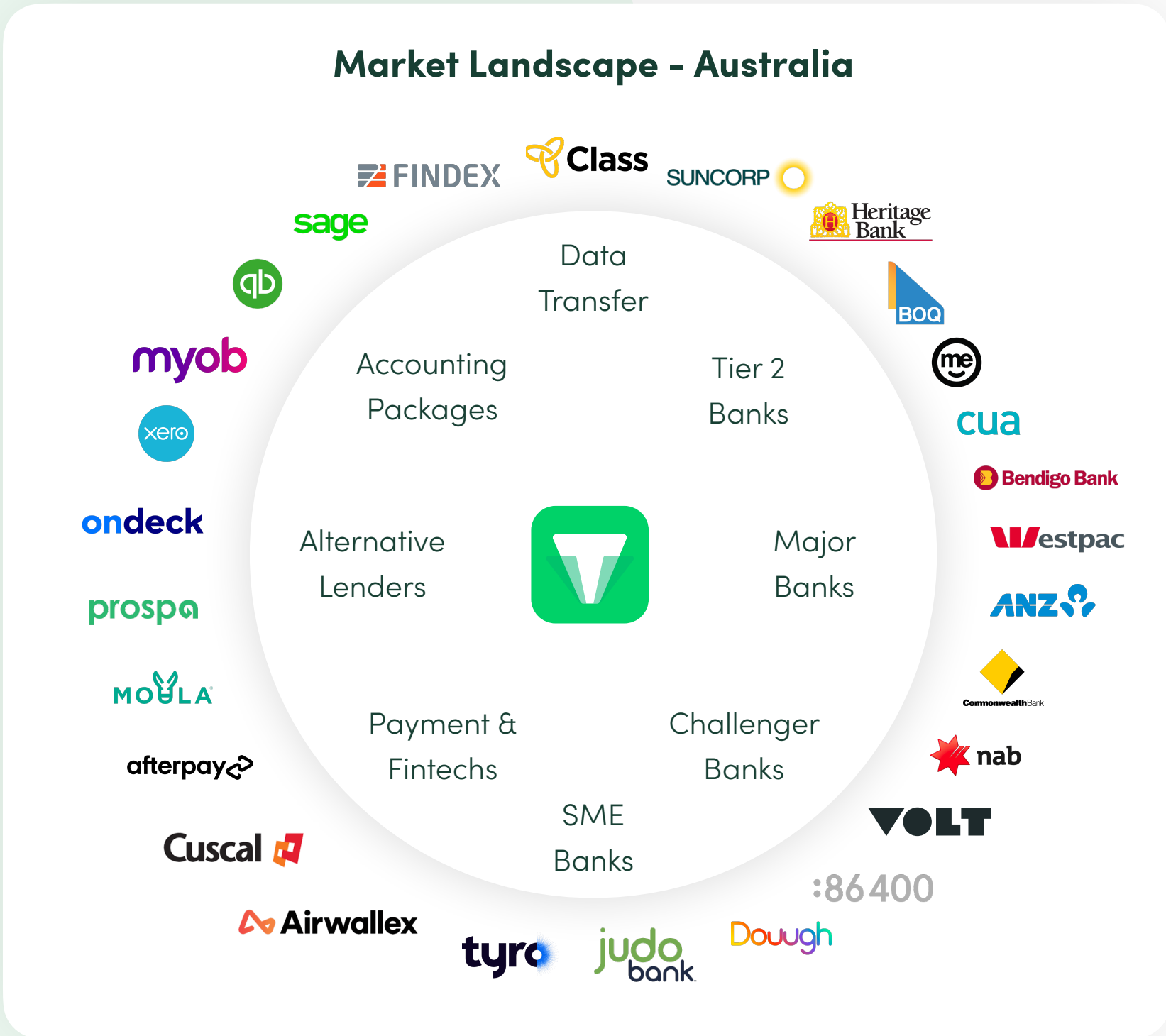
# Section 2

## 2.8 Market & Competitors




### Local Market

Thrive will occupy a unique position at the intersection of banking, accounting, tax and lending. In doing so, Thrive can ‘resegment’ the market by offering a holistic financial management solution that addresses the fundamental shift in business owner needs.

Whilst the various financial services verticals are competitive, none of the existing players are fundamentally solving the problem end-to-end. The major Australian banks have a poor reputation for business banking services and many regional and international banks don’t offer anything at all. Alternative lenders have taken away some share from the major banks, but beyond the lending transaction they have no on-going relationship with their SME customers. Accounting packages are competing hard against each other but are not really solving the customer pain point.



### Key Local Players<sup>1</sup>

		
<b>Judo</b>	<b>Tyro</b>	<b>Airwallex</b>
<b>Australia</b>	<b>Australia</b>	<b>Australia</b>
Launched: 2016	Launched: 2003	Launched: 2015
Deposits: \$1,300m	Deposits: \$44m	Customers: 17,000
Lending: \$1,200m	Lending: \$22m	Payments: \$10,000m

### Banks

Australia’s largest banks have generally ignored the nuances of what small businesses need and have instead repackaged their mass-market consumer offering. Whilst some are investing in new digital platforms to try and close the gap, the incumbents have generally struggled with legacy technology, slow delivery speeds and a high cost to serve.

At present, there are two challenger banks in the market that target the business segment; Judo and Tyro. Judo is focussed on lending to larger businesses through a more traditional ‘relationship’ model. Tyro’s main focus is on payments and the issuance of its merchant terminals to businesses in healthcare, retail and hospitality.

### Accounting Packages

Only 47 percent of SMEs use an accounting package like Xero or MYOB<sup>1</sup>. These tools work by getting ‘read’ access to your banking data. This data is compiled into accounting reports such as a Profit & Loss and Balance Sheet. From Thrive’s research, customers who use an accounting package found it difficult to set up and hard to learn. Because these tools only have the ability to ‘read’ data they are not able to automate tasks like Thrive will be able to.

### Alternative Lenders

Specialist business lenders service the need for businesses to get access to capital. Getting a business loan is inefficient because of the siloes that exist between banking and accounting data. Loans can take weeks to be approved, require property or a personal guarantee as security and rejection rates are high. Most lenders rely on third-party credit scoring agencies as their primary method for determining the credit risk of a business.

1. November 2020. Figures obtained from trade press, public announcements and company websites



Section 2

2.8 Market & Competitors

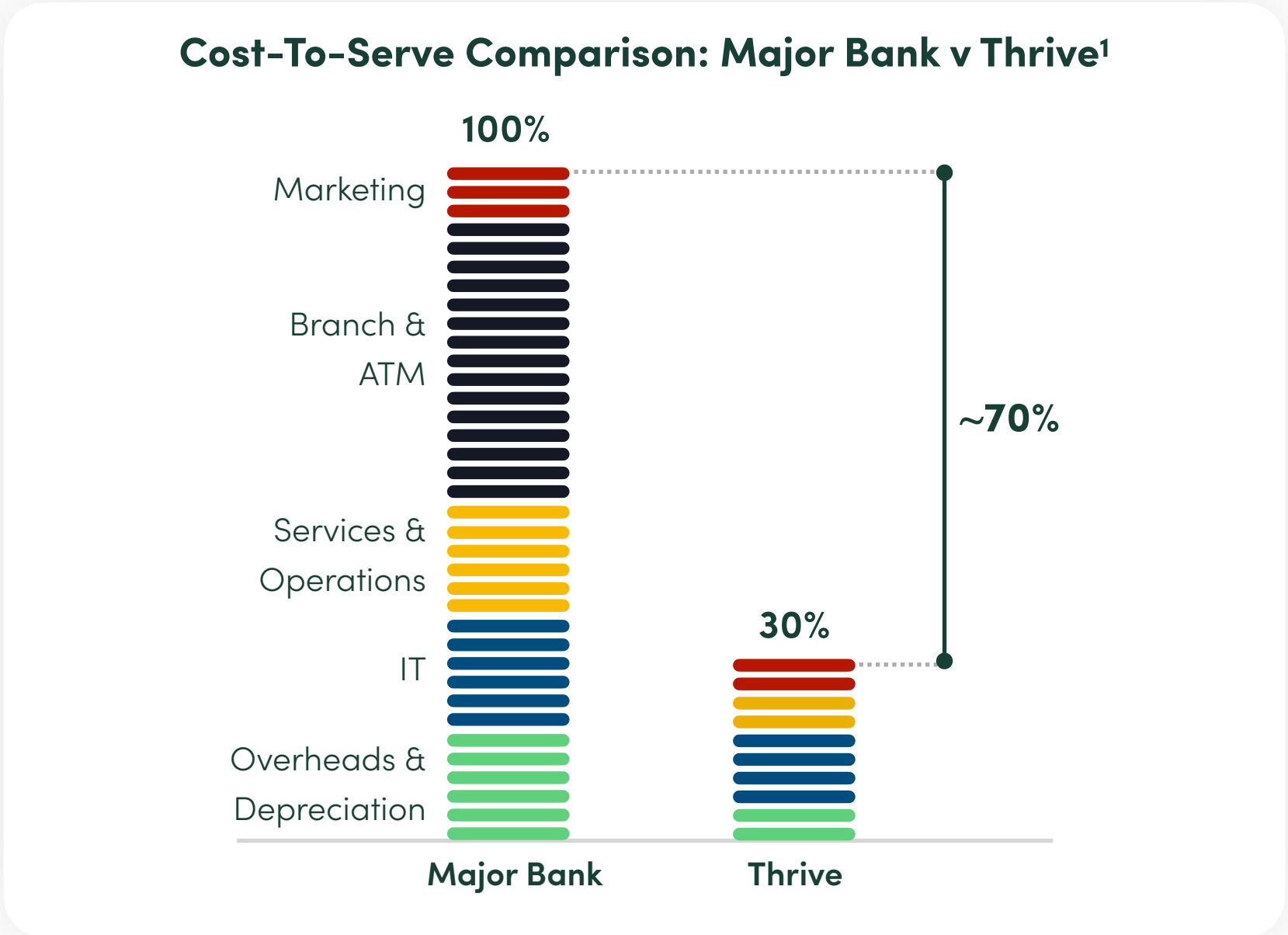
Differentiation

Thrive’s underlying differentiator is its mission to help small-to-medium businesses grow and thrive! Aligned to this mission, Thrive will offer tools, insights and capital to support small businesses during various stages of their overall journey.

This includes developing a unique proprietary ‘decision engine’ that is able to instantly assess transaction data and account activity to then determine a personalised ‘next best action’ for that business.

With the development of this technology, Thrive will deliver smart insights and automate time consuming activities such as reconciling expenses, bill payment, tax preparation and cashflow forecasting.

In addition, by integrating banking, accounting and tax, Thrive will have all the necessary data to determine the borrowing capacity and likelihood of repayment for its business members. Lending products can then be offered without the need for long forms, phone calls and additional data exchange.



		Business Size	Business Phase	Business Focus	Banking	Accounting	Tax	Lending	Payments	Admin
		Thrive	0 - 19 employees	All Phases	Small-to-Medium	✓	✓	✓	✓	✓
Banking	nab ANZ	0 - 50 employees	All Phases	Retail	✓			✓	✓	
	judo bank	50+ employees	Mature (5+ years)	Medium-to-Large	✓			✓		
Lending	prosper MOBLA	50+ employees	Mature (5+ years)	Small-to-Medium				✓		
BNPL	zip afterpay	50+ employees	Mature (2+ years)	Retail				✓	✓	
	tyro	20+ employees	All Phases	Small-to-Medium	✓				✓	
Payments	Airwallex	0 - 50 employees	Mature (2+ years)	Small-to-Medium					✓	
	Square	0 - 50 employees	All Phases	Small-to-Medium				✓	✓	✓
Accounting	xero myob	5+ employees	All Phases	Small-to-Medium		✓	✓			
Admin	backr	0 - 5 employees	Setup Phase	Small						✓

1. Diagram. November 2020. Estimate based on review of Australian Major Bank annual reports and Thrive projections  
Table. November 2020. Based on website, app store profiles, and trade press.



# Section 2

## 2.9 Business Strategy

### Objectives

As the boom in entrepreneurship and gig work continues worldwide, Thrive will usher in the ‘Artificial Intelligence’ age of banking. Through AI, machine learning and personalisation, instead of physically having to manage your business finances, it will be done for businesses by Thrive.

### Approach

Thrive’s approach is grounded in real insight, backed by hours of interviews with business owners, and focused on real SME needs.



Always adding value by helping businesses thrive



Making everything breathtakingly easy & simple



Staying lean & agile to sync with member needs



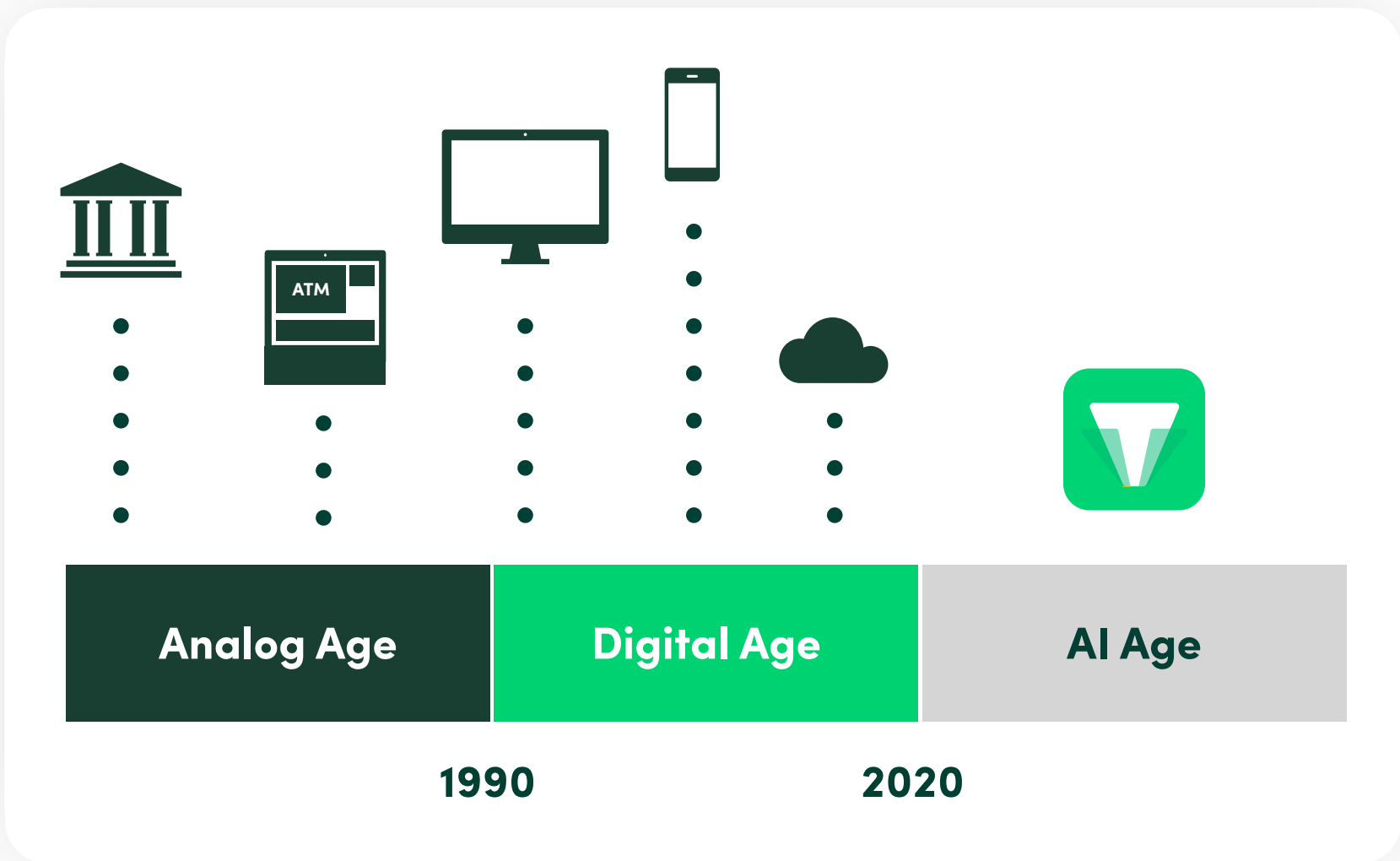
Razor-sharp focus on building tailored solutions for SMEs



Leveraging AI & technology to win back time



Creating a single, integrated SME ecosystem



### Key Phases

Post fundraise, Thrive plans to execute on the following key phases:

#### Build & Integrate

Thrive will complete integration of its product and the development of its launch features. Prior to full market roll out, Thrive will conduct a beta test phase with its waitlist customers to validate the member experience end-to-end.

#### Launch (Phase 1)

Thrive is scheduled to take flight in 2021. Waitlist members will be migrated to full account holders in tranches to manage volumes. Further growth will be driven from the execution of the marketing and acquisition plan.

#### Grow (Phase 2)

Thrive plans to deliver its credit and lending products along with budgeting. Optimisation and additions to the core feature set will continue in parallel. This will ensure the premium subscription features maintain a high take up rate for new account sign ups.

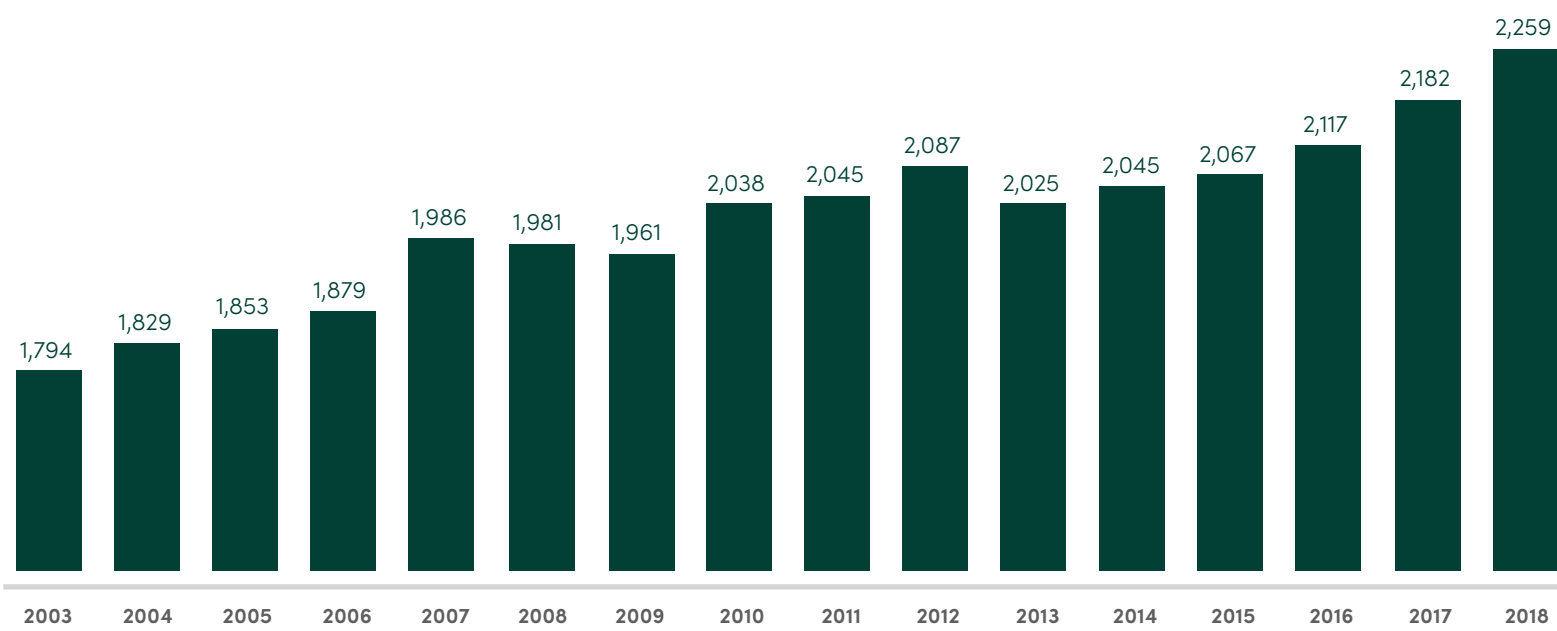
#### Expand (Phase 3)

Thrive will then look to commence the roll out of its merchant payment services, tax filing and subscription management services. Thrive will also conduct an analysis on potential international expansion opportunities.



Section 2

Number of Australian businesses with fewer than 20 employees (thousands)<sup>1</sup>



2.9 Business Strategy

Product roadmap

Thrive is disrupting a fragmented market by offering an end-to-end solution that uses artificial intelligence to automate financial management. Whilst the market is tied to its existing products and business model, Thrive is focused on business owner needs.

The Thrive roadmap has been carefully curated with one eye on the immediate needs of businesses today, and the other eye on what is expected to be required in a more digital, connected and global economy.

Thrive’s product will be designed around three key pillars:

Better

Acquire members with a market leading digital proposition that saves businesses time and money on financial admin.

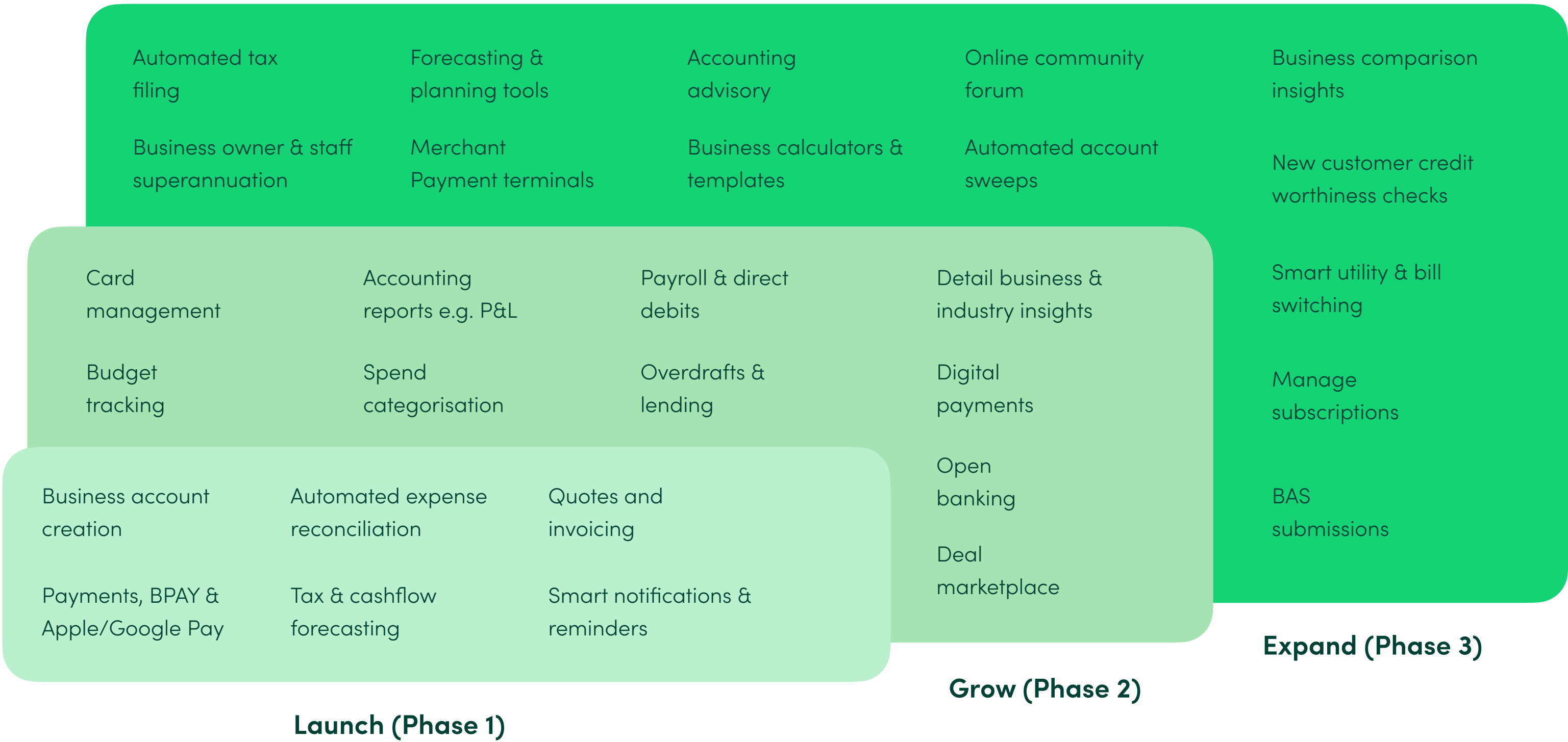
Faster

Automate banking, accounting, tax and lending. This gives peace of mind and removes the need for multiple disparate products.

Smarter

Having access to the enriched data from invoices, bills, and receipts, allows Thrive to help its members better than anyone else.

Product Roadmap



1. Small businesses defined as having fewer than 20 employees, including non-employing businesses; ABS 8165 (Counts of Australian Businesses including Entries and Exits), June 2014 – June 2018 (released in February 2019), June 2013 – June 2017 (released in February 2018), June 2008 – June 2012 (released in May 2013); June 2003 – June 2006 (released in February 2007). Diagram. November 2020. Estimated Thrive product roadmap



# Section 2

## 2.9 Business Strategy

### Technology Strategy

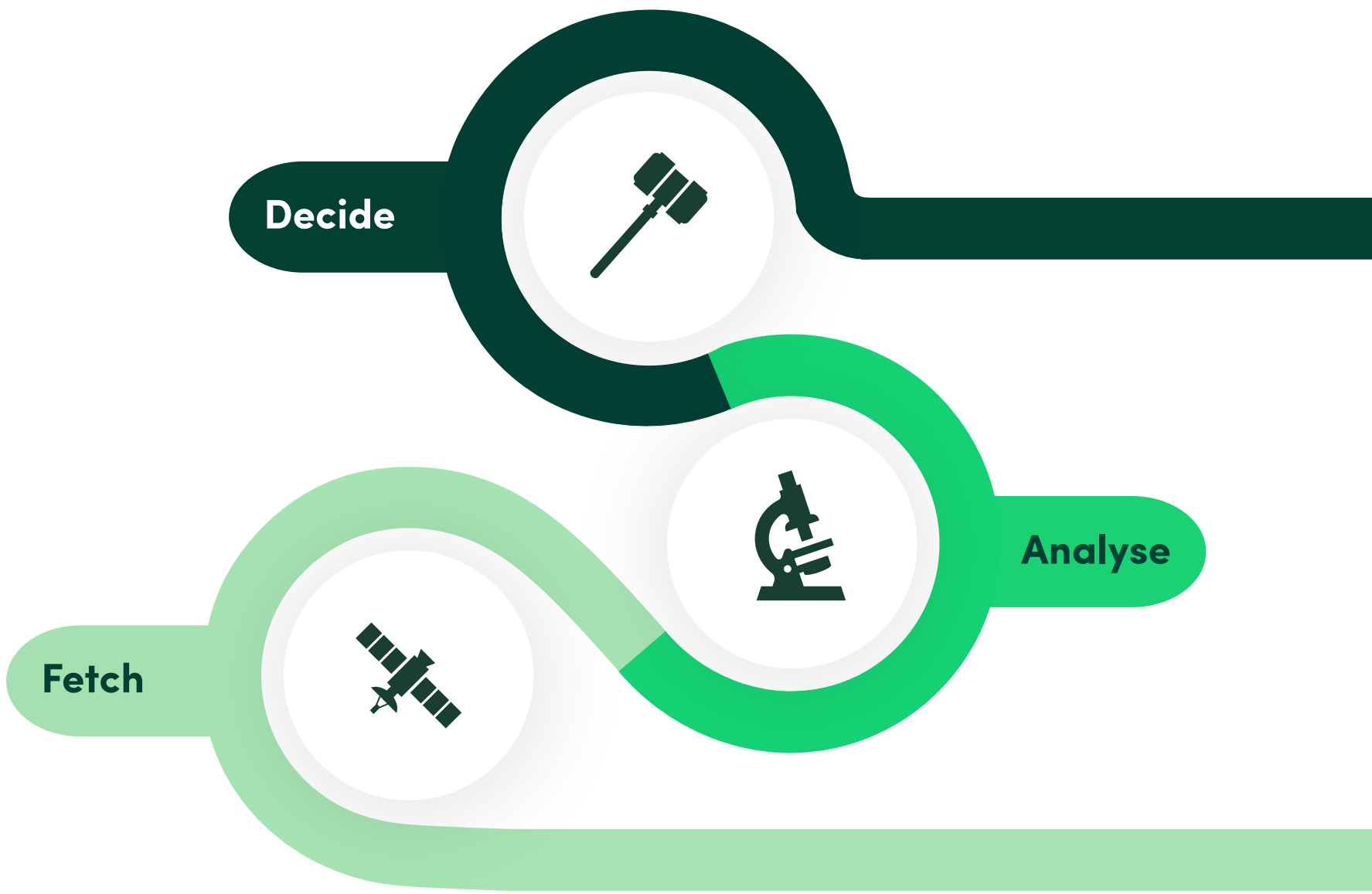
Thrive is building its product on the Azure cloud using Visual Studio IDE and Code, App Center and DevOps. This allows Thrive to efficiently scale its technical resources as demand requires.

This architecture has been designed using microservices to leverage speed, scalability and to separate out the core functionality for ease of delivery and scaling.

Thrive is utilising an Agile Scrum methodology which focuses on the continuous deployment of new features that are prioritised based on member and business value.

Thrive’s initial development focus is on the delivery of a web portal and native apps for Android and iOS. This includes the proprietary ‘decision engine’ that utilises AI and ML to instantly determine a personalised ‘next best action’ for that business. Thrive’s core platform comprises of three major capabilities:

1. Fetch: Retrieval and aggregation of data from various sources to power the decision model. Data sources can include transactions, invoices, receipts, bills, cashflow forecasts and credit scores.
2. Analyse: Data is parsed, cleansed, stored and analysed. Pertinent details are evaluated such as bill due dates, invoice amounts owing, GST obligations and fed into the decision model.
3. Decide: The decision model then prioritises and instructs the platform on what activities to conduct for the business. This could include paying a bill, sending a reminder for an unpaid invoice or setting aside funds for a projected cashflow shortfall.



### Key Activities

Thrive will be working on the following key activities to complete development of the Thrive platform:

#### Complete Integration

This will include integrating data from the partner bank, Mastercard and other third-party services used by end-users to power the Thrive platform.

#### Setup Data Lake

All data will flow into the Thrive data lake which will then be used to complete the transaction categorisation, tax forecasting and next-best action engine.

#### Build APIs

Thrive will integrate and develop APIs using JSON Rest services to expose the data and automation engine to the front-end client facing website and apps.

#### Develop Front-End Experience

Customers will sign up for Thrive, and post-authentication of their personal and business details, they will be able to access the core Thrive features.

#### Launch Beta

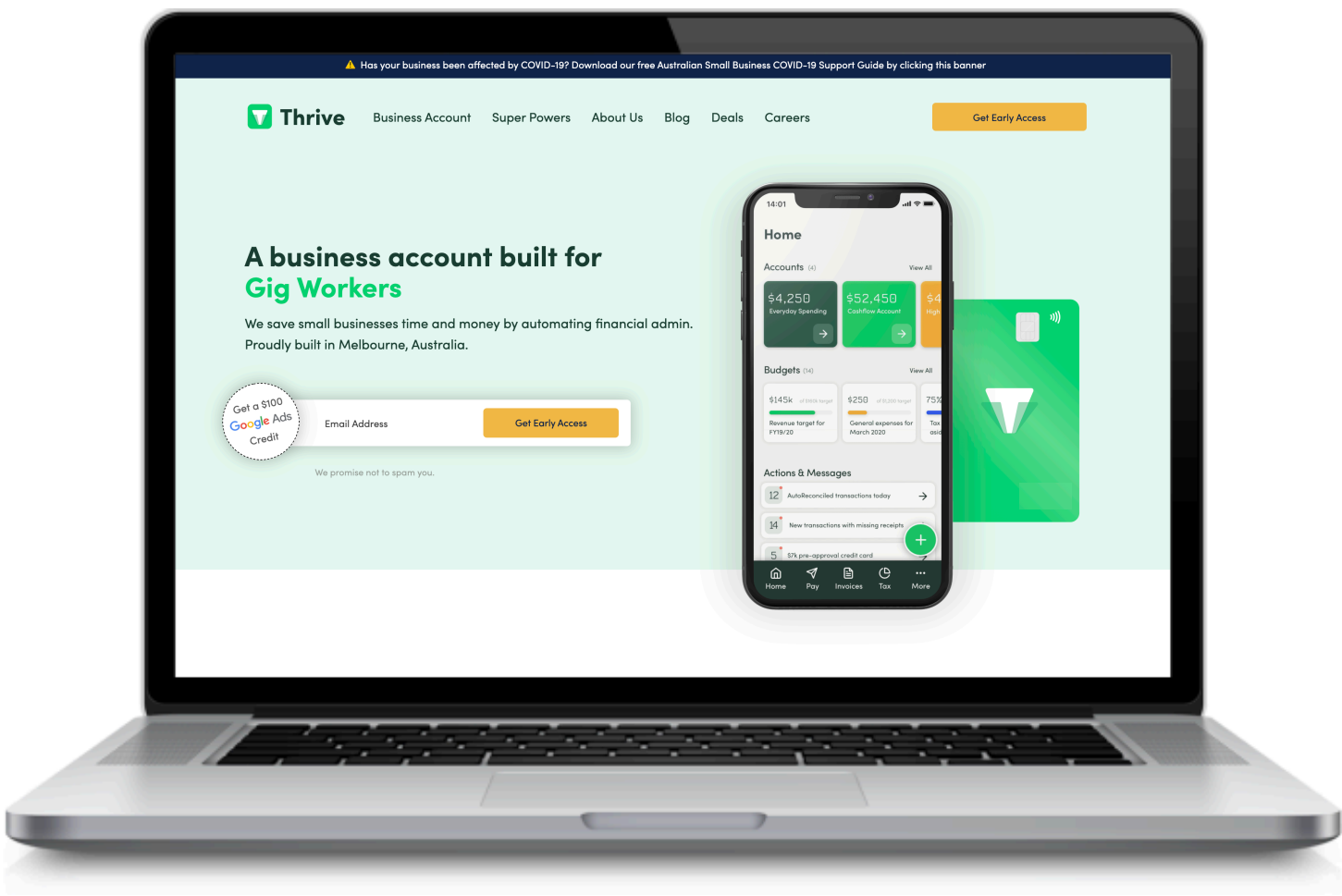
Thrive will do full end-to-end production testing with customers by giving access to Thrive waitlist members.

#### Go Live

Thrive will make a full launch to the public and commence growth and acquisition activities.



# Section 2



## 2.10 Organisational Structure

### Our Story

The co-founders of Thrive, Michael Nuciforo and Ben Winford, are long-time friends and were intrigued by the lack of support that small-to-medium businesses received in managing their finances.

Both Michael and Ben had experienced the challenges of running a business in the past, and were keen to address the shortcomings of current products and services.






With these experiences as their initial inspiration the founders started researching the problem more deeply. They identified that the problem of time, accuracy and cost were key inhibitors to strong financial management, and that business owners were fed up using a disparate set of siloed products.

Michael and Ben then started to develop the proposition, business model and go-to-market plans. Additional experienced team members were then added to round out the leadership team. The team has launched products that have had a combined 30 million downloads, generated \$3 billion in revenue and have immeasurably shaped the fintech landscape locally and overseas.

To support the leadership team, Thrive has put in place an Advisory Committee to navigate the regulatory and governance requirements for establishing a new fintech product. The Advisory Committee has significant experience in commercialising new products and possess strong industry connections.

With are over 2 million SMEs in Australia, the opportunity to make financial management more efficient is a big one, and one that the Thrive team are inspired to make their life's work.

### Timeline

Aug 2019	Idea conception	
Sep 2019	42 SME interviews conducted	
Oct 2019	Warren More (CTO) joins team	
Nov 2019	Company registered with ASIC	
Dec 2019	Branding confirmed	
Jan 2020	Website launched	
Feb 2020	Detailed competitor and landscape review	
Mar 2020	Advisory Committee established	
Apr 2020	Thrive survey of 180 SMEs with Qualtrics	
May 2020	Partner bank evaluation commenced	
Aug 2020	Sammy Ennebt (CFO) joins team	
Sep 2020	Yao Tang (CDO) joins team	
Nov 2020	Engineering team onboarded	
Dec 2020	Bank partnership agreement signed	



# Section 2



## 2.10 Organisational Structure

### Management Team

Thrive possesses a well-rounded, entrepreneurially minded and passionate leadership team.



**Michael Nuciforo CEO** | [Linkedin](#)  
Former Head of Mobile Banking at Lloyds Bank and RBS. Launched Gartner No. 1 rated Mobile Banking app in the UK. Launched first Mobile Banking service in Australia at ANZ. Founder & CEO, Parkhound (acquired 2017). Fintech expert.



**Ben Winford COO** | [Linkedin](#)  
Experience as COO of Purebaby. Senior Associate Lawyer at Corrs Chambers Westgarth. Junior Advisory Board Member of the Melbourne Festival. Founder & CEO of Intaview; a video interviewing and hiring platform.



**Warren More CTO** | [Linkedin](#)  
Experienced Cloud Solution Architect and Senior Engineer with a background at both Retail and Investment banks. Warren was part of a team that built a new transactional banking platform from scratch in South Africa.






**Yao Tang CDO** | [Linkedin](#)  
Former Head of Analytics – Product & Marketing at Illion. Prior to Illion, Yao enjoyed a diverse career including time consulting at Equifax, WPP Group, Flight Centre, and Westpac.



**Sammy Ennebt CFO** | [Linkedin](#)  
Global Licencing, Expansion and Treasury at Revolut during hyper growth stage. Inaugural Treasurer of Volt and helped secure first new banking licence in 20 years. Ex Treasurer of Regional Australia Bank and G&C Mutual Bank.

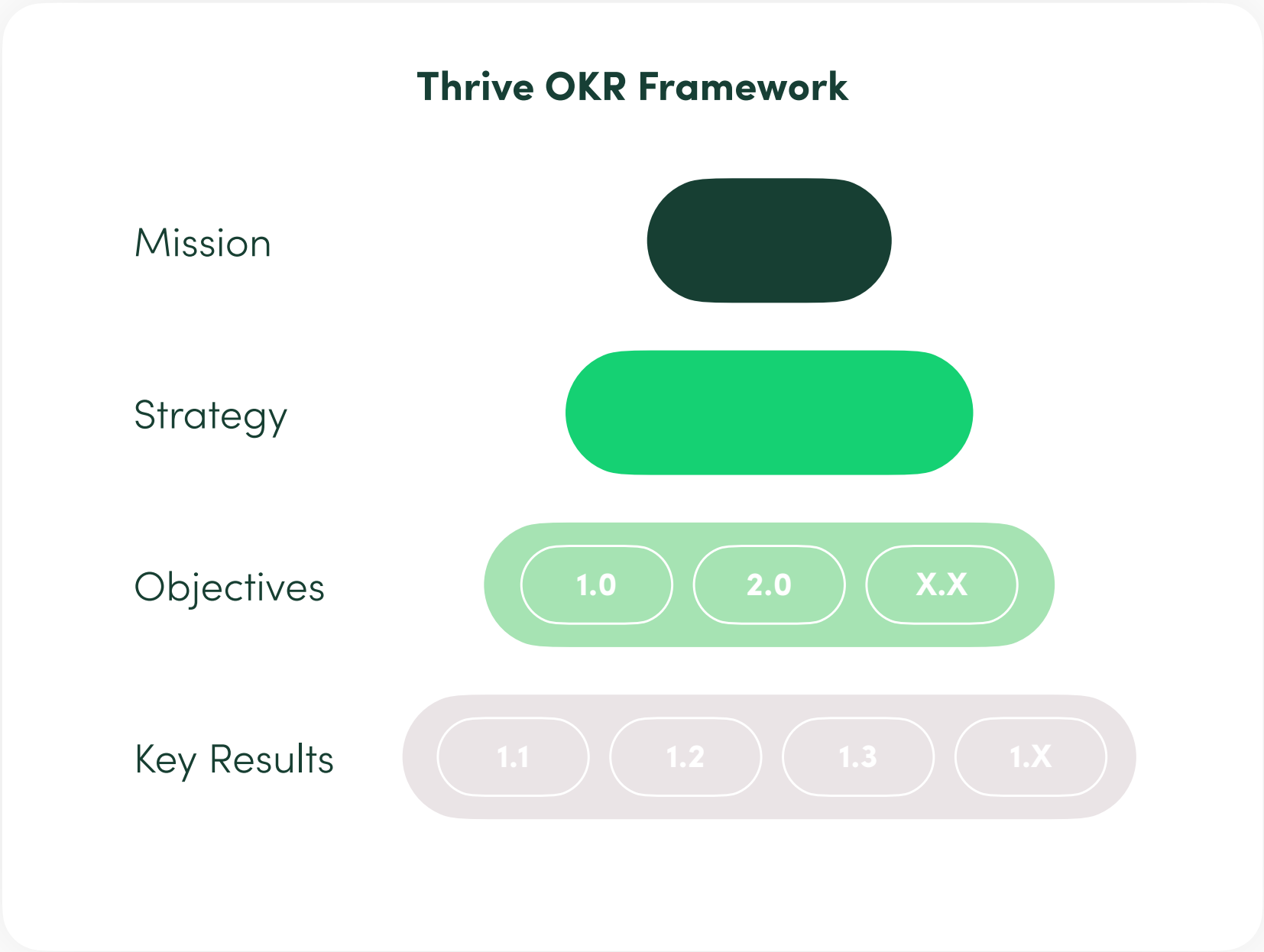


# Section 2

## 2.10 Organisational Structure

### Roles and Responsibilities

The Thrive leadership team has clearly defined responsibilities.



<div></div> <div>CEO</div>	<div><b>Governance</b><ul style="list-style-type: none"><li>Board &amp; Investor Comms</li><li>Reporting &amp; Planning</li></ul></div> <div><b>Product</b><ul style="list-style-type: none"><li>Requirements &amp; Planning</li><li>Benefit Estimation</li><li>Feature Prioritisation</li><li>Manage Product Process</li></ul></div>	<div><b>Research</b><ul style="list-style-type: none"><li>Customer Research</li><li>Competitor Analysis</li><li>Market Intelligence</li></ul></div> <div><b>Design</b><ul style="list-style-type: none"><li>Customer Experience</li><li>Design &amp; Prototypes</li><li>User Journey Maps</li></ul></div>	<div><b>Marketing</b><ul style="list-style-type: none"><li>SEM &amp; SEO</li><li>Content &amp; Tools</li><li>Activation &amp; Referral</li><li>PR</li></ul></div> <div><b>Community Management</b><ul style="list-style-type: none"><li>Onboarding, Forums &amp; Events</li><li>Customer Outreach</li></ul></div>
<div></div> <div>COO</div>	<div><b>Partnerships</b><ul style="list-style-type: none"><li>Identification &amp; Outreach</li><li>Management &amp; Reviews</li></ul></div> <div><b>Supplier Management</b><ul style="list-style-type: none"><li>Procurement</li><li>Contract Negotiation</li><li>Management &amp; Reviews</li></ul></div>	<div><b>Licensing &amp; Regulation</b><ul style="list-style-type: none"><li>ADI, AFSL &amp; ACL</li><li>Austrac &amp; Complaints Handling</li></ul></div> <div><b>Compliance/AML/CTF</b><ul style="list-style-type: none"><li>Enhanced Due Diligence</li><li>Framework &amp; Adherence</li><li>Compliance Management</li></ul></div>	<div><b>HR &amp; People</b><ul style="list-style-type: none"><li>Hiring &amp; Onboarding</li><li>Objective Setting</li><li>Performance &amp; Benefits</li></ul></div> <div><b>Customer Care</b><ul style="list-style-type: none"><li>Helpdesk &amp; Communications</li><li>Training &amp; Automation</li></ul></div>
<div></div> <div>CTO</div>	<div><b>Technical Delivery</b><ul style="list-style-type: none"><li>Apps</li><li>Website</li><li>API</li><li>InfoSec</li><li>Cloud &amp; DevOps</li><li>Partner Integration</li><li>Environments</li><li>Testing (inc. Pen, Perf)</li></ul></div>	<div><b>Architecture</b><ul style="list-style-type: none"><li>Architecture Plan</li><li>Solution Design</li></ul></div> <div><b>Delivery Capability</b><ul style="list-style-type: none"><li>Forecast &amp; Planning</li><li>Capacity Planning</li><li>Technical Estimation</li><li>Functional &amp; NFR</li></ul></div>	<div><b>Planning</b><ul style="list-style-type: none"><li>Product Tech Roadmaps</li><li>New Innovations</li><li>Strategic Initiatives</li><li>Vendor Management</li><li>Disaster Recovery</li><li>BCP</li></ul></div>
<div></div> <div>CDO</div>	<div><b>Data Management</b><ul style="list-style-type: none"><li>Data Security</li><li>Data Sourcing</li><li>Data Labeling</li><li>Data Access</li></ul></div> <div><b>Reporting</b><ul style="list-style-type: none"><li>Performance Tracking</li><li>Analytics &amp; Insights</li></ul></div>	<div><b>Data Science</b><ul style="list-style-type: none"><li>Data Modelling</li><li>Propensity Models</li><li>Transaction Models</li><li>Credit Models</li><li>Categorisation Models</li><li>Data Engineering</li><li>API Development</li><li>API Testing</li></ul></div>	<div><b>AI &amp; ML</b><ul style="list-style-type: none"><li>Decisioning</li><li>Projections</li><li>Recommendations</li><li>Automation</li></ul></div>
<div></div> <div>CFO</div>	<div><b>Financial Management</b><ul style="list-style-type: none"><li>Forecasting</li><li>Reporting</li><li>Budgeting</li></ul></div> <div><b>Risk Monitoring</b><ul style="list-style-type: none"><li>Identification &amp; Tracking</li><li>Prevention &amp; Reporting</li></ul></div>	<div><b>Credit &amp; Lending</b><ul style="list-style-type: none"><li>Scoring &amp; Pricing</li><li>Operations</li></ul></div> <div><b>Accounting</b><ul style="list-style-type: none"><li>Audits</li><li>Cashflow</li><li>Tax</li></ul></div>	<div><b>Fundraising</b><ul style="list-style-type: none"><li>Investor Comms</li><li>Registry Management</li></ul></div> <div><b>Planning</b><ul style="list-style-type: none"><li>Capital Management Plan</li><li>Remuneration Plan</li><li>P&amp;L Plans</li></ul></div>



Section 2

Purpose Driven

Human Centred

Customer Obsessed

Data Driven

2.10 Organisational Structure

Advisors

Thrive has an outstanding group of experienced advisors.



**Kerry Roxburgh** | [Linkedin](#)

Kerry has more than 50 years' experience in the financial services industry. Currently Chairman of ASX listed Eclipx, he was also the Chairman of Tyro Payments from 2008 – 2019. Kerry was a founder, CEO and Chairman of E\*TRADE Australia from inception in 1997 until it was acquired by the ANZ Bank in 2007. Prior to founding E\*TRADE Australia, Kerry was an Executive Director of HSBC Bank Australia where, for 10 years, he held various positions including Head of Corporate Finance and Executive Chairman of HSBC James Capel Australia. Kerry spent the first part of his career as a Chartered Accountant with HLB Mann Judd and at Arthur Andersen. During the last three years Kerry has also served as a Director for Ramsay Health Care Ltd.



**Satyendra 'Chelvi' Chelvendra** | [Linkedin](#)

Chelvi is an experienced Senior Executive with international experience in a wide range of sectors including banking, media, airlines, railways and government. Starting his career at ANZ, Chelvi oversaw the establishment of ANZ's 'new' Personal Bank and the partnership with E\*TRADE Australia. Chelvi was then a Senior Advisor to BCG for over five years, this included executing transformation programs across several high-profile global institutions in France, UK, UAE, Greece, US and Canada. Hired as Managing Director of Consumer Distribution by RBS Bank in 2009, Chelvi was responsible for all customer facing channels including online banking, branch, ATMs and the call centre. After a ten-year stint abroad, Chelvi returned to Australia to join Westpac and oversee the Westpac Next transformation program.



**Simon Lee** | [Linkedin](#)

A serial entrepreneur, tech investor and co-founder of Assembly payments. Simon was CEO for six years and saw the business scale across APAC and into South Africa. With offices in Melbourne, the Philippines, St Louis and San Francisco, the group signed an agreement with Standard Chartered in 2020 to form a joint venture that will deliver the next generation of payment solutions for businesses in Australia and beyond. A multi-talented professional, strategic thinker and fintech guru, Simon possesses a depth of experience across a wide spectrum of the fintech industry. Simon is currently the Managing Partner at Patona, a technology and innovation business that provides specialist IT talent to support major projects.





# Section 2



## 2.10 Organisational Structure

### Organisation Chart

This diagram captures the planned organisation chart for the company post-fundraise. It highlights the structure, reporting lines, job titles and hiring plan for each functional area.

Planned hires are expected to happen over two key stages. The first stage, immediately after funding, will see the product, engineering and data scientist roles filled.

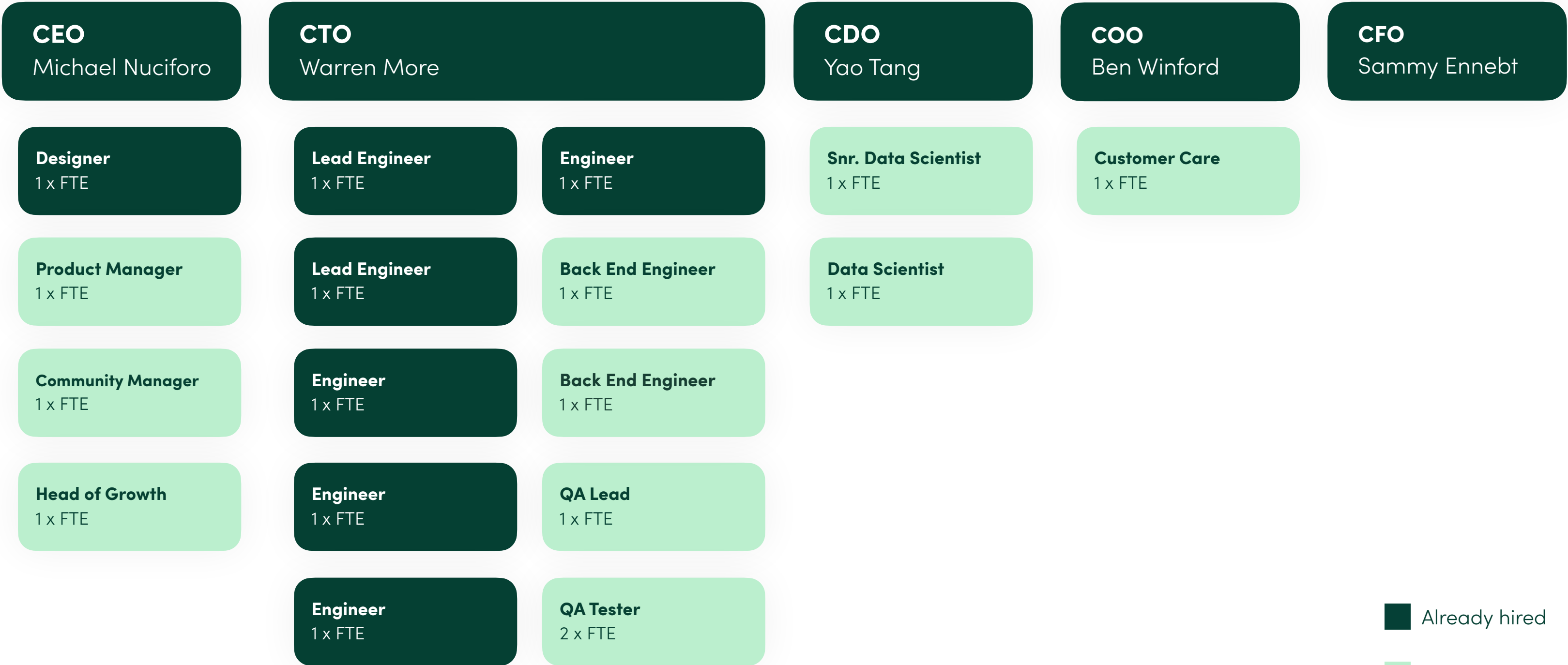
The second stage will occur closer to launch, as growth marketing, community management and customer support becomes more relevant.

To ensure the team can hit the ground running, Thrive has already identified a number of prospective appointments that will be made immediately after fundraising.

Depending on the final fundraise amount, additional hires may be made to increase the velocity and skillset of the team.

In addition, Thrive expects to leverage expert consultants and contractors for specific projects and deliverables to assist the core team.

Year 1 Organisation Chart





# Section 2

## 2.11 Capital Structure

### Corporate Structure

The current corporate structure and capitalisation of Thrive is:

Entity	Team Thrive Pty Ltd
ACN	637 676 496
Director(s)	Michael Nuciforo & Ben Winford
Secretary	Michael Nuciforo
Share Structure	13,188,000 ordinary shares
Member(s)	Twogetha Pty Ltd ATF Nuciforo Family Trust

### Issued Capital

As at the date of this offer, the Company has 13,188,000 ordinary shares on issue. Table 1 illustrates the issued capital of the Company.

### Proposed Governance Framework



### Funds to date

To date, the Company has been funded by the Director’s through loans totally \$126,000. These loans are interest free and repayable at the discretion of the Company. None of the funds raised under the offer will be used to pay back these loans. The Directors’ loans will be paid from operating cash flow at a later date.

The money spent so far has been invested in establishing strategic partnerships, conducting extensive market research, developing the product, building a brand and running marketing activities to acquire customers to the launch waitlist. Contractors have been leveraged where appropriate to support the core team. The core management team has predominantly leveraged ‘sweat equity’, which at market rates, would equate to over \$1 million in bypassed salary. This equity is reflected in the number of options listed in Table 1.

Table 1. Issued capital of the Company before the Offer

Shareholder	Number of Shares	Number of Options	% Shares/Options*	Type
Michael Nuciforo (Twogetha Pty Ltd)	13,188,000	-	66.00%	Ordinary Shares
Ben Winford	-	1,998,200	10.00%	Options (Allocated)
Warren More	-	1,998,200	10.00%	Options (Allocated)
Sammy Ennebt	-	799,280	4.00%	Options (Allocated)
Yao Tang	-	599,460	3.00%	Options (Allocated)
Advisors	-	399,640	2.00%	Options (Allocated)
Share Option Plan	-	999,220	5.00%	Options (Unallocated)
TOTAL SHARES ON ISSUE	13,188,000	6,794,000	100%	

\*The percentages listed are on a fully diluted basis

# Section 2

## 2.11 Capital Structure

### Equity (Post-Offer)

Table 2 sets out the issued capital of the Company following the Offer.

Table 2. Issued capital of the Company following the Offer

	Minimum Subscription	Maximum Subscription
Shares	Fully Diluted	Fully Diluted
Existing Shares	13,188,000 (61.60%)	13,188,000 (54.34%)
Share Option Plan Shares (Allocated)	5,794,780 (27.07%)	5,794,780 (23.88%)
Share Option Plan Shares (Unallocated)	999,220 (4.67%)	999,220 (4.12%)
Offer Shares	1,428,571 (6.66%)	4,285,714 (17.66%)
TOTAL SHARES ON ISSUE	21,410,571	24,267,714

### Share Option Plan

The existing management team and advisors have been allocated options under a Share Option Plan (SOP). These options will convert into ordinary shares. Eligible future hires will be offered equity in the business under the same SOP. To ensure Thrive has flexibility in attracting the right talent an unallocated pool of 999,220 options has been set aside and this will be issued on a case-by-case basis.

### Vesting

Management and employees under the SOP agree to have their options vest over a period of time to promote longevity and consistency in the team as per the following plan:

- Indicatively, 25% will vest on the date that is 12 months after the employee start date; and
- At a rate of 1/12th of the balance at the end of each quarterly period thereafter, provided that the relevant employees remain engaged by Thrive to provide services, whether as a contractor or employee at the date of vesting.

### Buy-Back of Existing Shares

Existing shares held by Twogetha Pty Ltd will be subject to a buy-back over a period of four years if Michael Nuciforo is a leaver. The Company has the right to either buy-back or direct the transfer of the Twogetha Pty Ltd shares as follows:

- 100% of the Twogetha Pty Ltd shares, if Michael Nuciforo is a leaver during the first 12 months of employment, after 12 months, 25% of the Twogetha Pty Ltd shares will not be subject to buy-back.
- Following the above, and until the expiration of three years, the Company can buy-back 75% of the Twogetha Pty Ltd shares, less 6.25% of all of the Twogetha Pty Ltd shares, for each and every subsequent 3 month period.

### Rights associated with Ordinary Shares

As at the date of this Offer, the only class of shares on issue are ordinary shares. There is no shareholders agreement between the existing shareholders and the rights and liabilities associated with the shares are as set out in the Company’s constitution. Under the Constitution, the Directors have the power to refuse a transfer of shares under certain circumstances. A more detailed description of the rights and liabilities associated with the shares is set out in Section 3.3. A copy of the Company’s constitution is available on the Intermediary’s platform.





## Section 2

### 2.12 Directors and Senior Managers

#### **Michael Nuciforo – Chief Executive Officer & Director**

Michael is a startup, business and innovation thought leader with experience working in startups and big corporates across the globe.

Michael recently returned to Australia after living in New York for the past three years. Michael was VP, Digital at Fareportal; one of the largest online travel agencies in the United States.

Before moving to New York, Michael founded Parkhound – the Airbnb of parking – which was acquired by Spacer in 2017. Michael grew Parkhound into one of the largest sharing economy platforms in the world, with over 100,000 members and 20,000 parking spaces registered.

Prior to Parkhound, Michael lived in London and was Head of Mobile Banking at RBS for two years and then Lloyds – the UK's largest bank – for three years. When Michael launched Mobile Banking at RBS, it was the first Mobile Banking app to be launched in the UK market. During his time at Lloyds he oversaw a number of strategic developments that resulted in Gartner rating their Mobile Banking service the Number 1 in the UK.

Michael is an active startup advisor and has coached teams at the Melbourne Accelerator Program (Melbourne University), Monash Generator (Monash University) and Skalata Ventures. Michael has also invested in some of Australia's fastest growing startups including Nura, Cadmus and Mindset.

Michael is a regular author and blogger and his articles have been published in leading publications including the Huffington Post, American Banker, IT Wire and CIO Magazine.



**“ At Thrive we have totally reimagined how businesses can manage their money. Through the use of Artificial Intelligence we want to remove all the time wasted on financial admin ”**



## Section 2

### 2.12 Directors and Senior Managers

#### **Ben Winford - Chief Operations Officer & Director**

Ben's most recent experience was as the COO of Purebaby Australia. Purebaby is one of the largest baby clothing brands in Australia with over 20 retail outlets across the country. Ben oversaw operations for the brand including its ecommerce, retail and wholesale business expansion into the US and UK markets.

During his time at Purebaby, Ben restructured the business operations by focusing on their digital and wholesale businesses. This resulted in significant growth both locally and abroad. Ben also coordinated the re-organisation of the capital structure and funding of the business to assist with expansion.

Prior to joining Purebaby, Ben practiced as a Senior Associate lawyer with law firm Corrs Chambers Westgarth specialising in commercial litigation. Ben worked in the industry for over eight years and worked with clients including NAB, Commonwealth Bank and Bankwest. As a commercial lawyer Ben was involved in dealing with situations where business clients had ended up in difficult positions with their bank. To Ben, this highlighted the need for SMEs to be armed with the rights tools to manage their finances and to avoid getting into a difficult spot in the first place.

In 2016, Ben founded Intaview, a video interviewing and hiring platform that was developed to make it easy to hire retail and hospitality staff at high volume through an online cloud-based portal.



**“ Having run a business myself, I have seen first hand the challenges businesses have in staying on top of their finances. Thrive is going to remove this burden once and for all ”**



## Section 2

### 2.12 Directors and Senior Managers

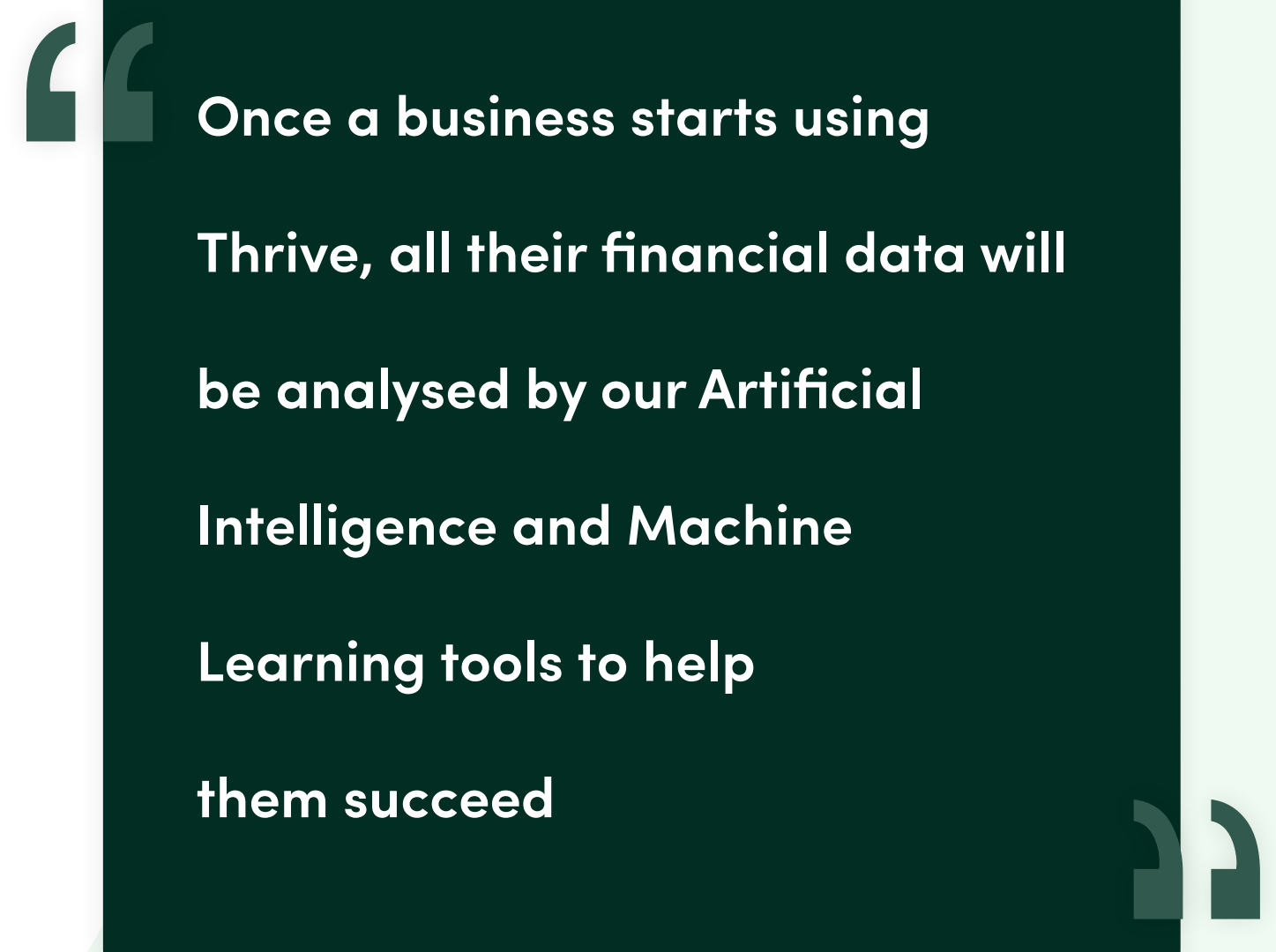
#### Warren More – Chief Technology Officer

A builder and engineer at heart, Warren joined Thrive after working as a Senior Architect at Illion. Illion provides a number of B2B services including credit scoring and data reports, and owns and operates the B2C Credit Simple service. During his time at Illion, Warren designed and implemented new credit scoring and categorisation software products.

Prior to moving to Melbourne in 2018, Warren enjoyed an extensive career in his native South Africa. At African Bank, Warren was an integral part of the solution architecture team, which implemented a new transactional banking platform as part of a new omni-channel service offering.

At Rand Merchant Bank, Warren was responsible for the Digital Centre of Excellence (COE) full stack development team. This included the establishment of a new set of .NET development standards including application architecture, development frameworks, technology decision trees and Application Lifecycle Management (including DevOps).

With strong expertise in cloud architecture, including Azure, Warren enjoys the complexity of designing and scaling new platforms from scratch.



“ Once a business starts using Thrive, all their financial data will be analysed by our Artificial Intelligence and Machine Learning tools to help them succeed ”



## Section 2

### 2.12 Directors and Senior Managers

#### **Sammy Ennebt – Chief Financial Officer**

Taking a customer's first approach to finance and treasury, Sammy possesses a unique blend of strategy, product, business development, change transformation, risk experience and balance sheet management.

Sammy joined Thrive after returning from working at Revolut in London due to the outbreak of COVID. Revolut is a global fintech unicorn, with a valuation north of US\$5.5 billion and over 13 million customers. At Revolut, Sammy worked across a variety of strategic initiatives to help scale the business and to improve governance.

Prior to working at Revolut, Sammy was the Treasurer at Volt Bank, the first retail challenger bank to receive an ADI licence since the early 2000s.

After starting his career at Regional Australia Bank as Treasurer during the global financial crisis, Sammy enjoyed multiple senior banking positions. During his time at G&C, Sammy obtained two first time public credit ratings, enhanced secured funding tools, and built a strong presence in financial markets and diversified income by looking at non-banking products.

Sammy is passionate about using technology to improve people's lives. Sammy is a continuous learner who is excited to challenge the status quo of the financial services industry. Outside of work, Sammy is committed to supporting his local community and is a Board Member of St George Accommodation for the Youth and an Advisor to Remembering Refugees.



**“ As the boom in entrepreneurship, startups and freelancing work continues worldwide, Thrive is well placed to take advantage of this enormous shift in working patterns in Australia and beyond ”**



## Section 2

### 2.12 Directors and Senior Managers

#### Yao Tang – Chief Data Officer

Yao joined Thrive after a diverse career consulting at a variety of high-profile businesses in the fintech, credit reporting, travel and banking industries.

Most recently Yao was Head of Analytics – Product & Marketing at Illion. Illion manages one of Australia’s leading consumer and commercial credit registers, and provides various other data and insight services to banks, lenders and fintechs. In this role, Yao was responsible for Illion's Data & Analytics function across consumer product and marketing channels.

Prior to Illion, Yao was a Director of Analytics & Consulting at Beyond Analysis (WPP Group), leading the APAC Data Science and Consulting functions.

Yao is passionate about the possibilities of data and how it unlocks the opportunity to have more meaningful interactions with customers. Yao is excited by the opportunity to build recommendation engines and predictive models to help support businesses in taking the next best action.



“ The opportunity to use data to support the financial decision making process of Aussie business owners is super exciting. Thrive will be the equivalent of seeing your business finances in HD ”



# Section 2

## 2.13 Risks Facing the Business

An investment in the Company should be seen as high-risk and speculative. A description of the main risks that may impact the business is below. Investors should read this section carefully before deciding to apply for shares under the Offer. There are also other, more general risks associated with the Company (e.g risks relating to general economic conditions or the inability to sell our shares).

An investment in the Company is subject to risk factors specific to the business, its activities and those of a more general nature including general risks associated with investing. Any, or a combination of these risk factors may have a material adverse effect on Thrive's business, financial condition, operating and financial performance, growth, and/or the value of its shares. This section does not purport to list every risk that may be associated with an investment in Thrive shares now or in the future.

Additional risks that Thrive is unaware of, or that the company considers to be immaterial, also have the potential to have an adverse effect on the business, financial condition, operating and financial performance, expectations, targets, growth, and/or the value of the shares. The selection of risks in this section has been based on an assessment of a combination of the probability of the risk occurring and the impact of the risk if it did occur. There is no guarantee that the importance of risks will not change or that other risks will not emerge.

Before deciding whether to invest in Thrive, you should read the entire Offer Document and satisfy yourself by inquiry that you have a strong understanding of these matters and should consider whether this is a suitable investment for you having regard to your own investment objectives, financial circumstances and particular needs (including financial and taxation issues). Before deciding whether to invest in Thrive, you should seek professional advice from your accountant, lawyer, financial adviser or other independent professional adviser.

### **Highly competitive industries that are subject to change**

Significant advancements in technology, changing consumer behaviours, new products and services, evolving industry standards and regulation, and the changing needs of businesses mean that the market is evolving rapidly. Thrive competes against a range of existing local and global providers (most of which have access to more resources and scale at this point) and may face further competition from new entrants to the Australian market in the future. If any of these risks arise, Thrive may compete less effectively against competitors, and the business, financial performance and operations could be adversely affected.

### **Pricing competition may result in lower profitability**

In order to stay competitive, Thrive may need to lower its monthly subscription prices for premium accounts or invest significantly more in product innovation and development. A reduction in interchange, net interest margin on credit and lending and/or an increase in fees (or other costs) may decrease the margin Thrive can earn under its pricing models if Thrive is unable to pass on those increases to its business customers as a result of competitive pressures. In the event that fee changes are passed on, there is a risk that Thrive's business customer subscription revenue may reduce. Increases in supplier costs may put pricing pressure on the business, forcing prices to increase and potentially impacting demand. Any of these factors may lead to lower profitability.

### **Deterioration in environmental, social and macroeconomic conditions**

Thrive operates in the financial services industry. This industry is heavily dependent upon the overall level of business activity both globally and in Australia. A decline in environmental, social, and or general economic conditions or changes in certain macroeconomic factors (including lack of income growth, rising unemployment, reduced consumer and business confidence, inflation, volatility in local or global financial markets, economic tensions, and government intervention, including with respect to changes in interest rates) may adversely affect Thrive's performance by reducing the performance, transactions, and income of our business customers.

A sustained weakening of the Australian economy could affect the financial performance of Thrive's business customers, cause a reduction in transaction volumes, and in some instances, lead to some businesses closing down. This could materially affect demand for Thrive's products and services through reduced business numbers, declines in transaction volumes, declines in borrowing and reduced earnings. Any of these developments could have an adverse impact on Thrive's business, financial performance and operations.

### **Business and financial model assumptions are inaccurate**

Thrive is a startup business whose financial model forecasts are based on a number of assumptions that could prove wrong. Our customer acquisition costs (CAC), lifetime value (LTV) and payback period (PB) are based on primary and secondary research that is unproven at this stage. To develop a forecast, Thrive has setup a waitlist to validate demand levels and CAC. Thrive also plans to create strong partnerships to drive cost efficient acquisition and maintain a low cost-to-serve by leveraging its Banking-as-a-Service (BaaS) partner.



## Section 2

### 2.13 Risks Facing the Business

#### **Thrive may not successfully execute one or all of its growth strategies**

Thrive plans to achieve high rates of growth by executing its strategies, which include achieving a high number of new account openings, business credit and loan origination, penetration and activation of its partnership network, scaling operations in the longer term and the launch and scaling of new products. There is no guarantee that all or any of Thrive's growth strategies will be successfully implemented, deliver the expected returns or ultimately be profitable. There is also a risk that the growth strategies may be subjected to unexpected delays and additional implementation costs.

#### **Disruption, failure of technology or inability to scale processes**

Thrive's ability to deliver a compelling proposition and access to business finance is untested as a startup business, and it depends on the efficient and uninterrupted development and operation of Thrive's technology platform, technology provided by others (including its partner bank and card scheme) and the internet generally. There is a risk that these technologies and systems may experience downtime or interruption from system failures, service outages, corruption of information systems as a result of computer viruses, bugs, worms or cyber-attacks, as well as natural disasters, fire, power outages or other events outside of Thrive's control, and that measures implemented by Thrive to protect against such events are ineffective. Any systemic failure could cause significant damage to Thrive's reputation (particularly if the failure relates to security or the platform), its ability to facilitate transactions, its ability to make informed credit decisions and assess the credit performance of its loan book, its ability to service its business customers in a timely manner, and its ability to retain existing business customers and generate new business customers, any of which could have an adverse impact on Thrive's business, financial performance and operations. Thrive's technology platform or product offering may also become obsolete or outdated (for example, through a lack of appropriate investment or the investment of peers in superior technology and/or product offerings). This could necessitate the undertaking of additional investment in updating or improving Thrive's technology platform and product offering, which could have an adverse impact on Thrive's business, financial performance and operations. There is a risk that the system and platform architecture, technology or processes that Thrive's develop to support its business operations, become unsuitable or incapable of scaling in line with the growth profile of the business.

#### **Exposure to operational risks including conduct and business continuity risk**

Thrive is exposed to operational risk and conduct risk arising from a number of factors, including human error, processing and communication errors and employees not carrying out their duties responsibly. Failure of Thrive's controls and procedures to manage operational risk could result in damage to Thrive's reputation and potential litigation for Thrive and may have a materially adverse impact on Thrive's business, operating and financial performance, and/or growth.

#### **Business and financial model assumptions are inaccurate**

Thrive is a startup business whose financial model forecasts are based on a number of assumptions that could prove wrong. Our expected operating costs, customer acquisition costs (CAC), lifetime value (LTV), payback period (PB), and revenue, are based on primary and secondary research that is unproven at this stage.

#### **Cost of marketing may not be as forecast, may increase and/or its effectiveness may be lower than expected.**

The growth of new business customer accounts is in part reliant on the effectiveness of the direct marketing efforts of Thrive. There is a risk that Thrive's direct advertising and direct marketing channels may become less effective or more expensive as a result of increased competition or costs associated with bidding for search engine key words, online and social media advertising and changes to the algorithms or terms of services for search engines, such as Google, which may cause Thrive to be ranked lower or excluded from search results. There is a risk that businesses may be reluctant to switch to Thrive's offering as they are a new and unproven fintech. Due to this, Thrive may be unable to grow at the expected rate or profitably, which would have a material adverse effect on Thrive's business, financial condition, operating and financial performance, and/or growth.

#### **Thrive business loan funding may not be available, may not be as expected, and/or may be on less favourable terms.**

Thrive's partner bank has agreed to be a funding source for business credit and lending, however changes in terms could limit Thrive's ability to write new loans or to write new loans on favourable terms. These events would have a material adverse effect on Thrive's business, financial condition, operating and financial performance, and/or growth.



## Section 2

### 2.13 Risks Facing the Business

#### **Partner bank, card scheme, vendor and third party arrangements may not be effective, and/or may change.**

Thrive's success is reliant on partners fulfilling their obligations to provide services to Thrive. Thrive's business is reliant on the services of some partners which are "white labelled" to form part of Thrive's own product services. There is a risk that partners will not complete the services or provide the goods or materials required by Thrive in a timely manner or at all so that Thrive cannot provide these services to its customers.

By partnering with an existing ADI holder and card scheme to launch its services there are risks that changes in the operating environment, regulatory environment in which the partners operate, leadership or strategic direction of the bank may create challenges in offering a service to Thrive's customers. These changes could lead to disruption in the timeline or quality of delivering Thrive's product and services to the market.

Thrive's business is also dependent on maintaining relationships with key third party vendors, information technology suppliers, and software and cloud providers. Any change or interruption to Thrive's key third party vendor and software and cloud provider relationships, or reduced accuracy or availability of their services may disrupt Thrive's business operations, necessitate Thrive to update its general business processes, replace their offering with a competitor or undertake investment to build its own service offering. Operational or business delays, damage to reputation and loss of customers, may result from any disruption that occurs.

To date, Thrive has attempted to mitigate these risks within commercial means, however, partners may terminate any agreements early (in-line with the agreement terms or in breach of terms), not wish to proceed with an agreement or otherwise may be unable to continue to provide the services required. This will result in a critical disruption to Thrive's business.

#### **Regulatory requirements may not be met and/or changes may occur**

Thrive is subject to a range of laws and regulations across its business and Thrive operates in an industry and alongside competitors that have been subject to increasing oversight and reform in recent years. Operating in an evolving regulatory environment means that developments may occur in the future that impact Thrive's business or the products that it will offer, or may require Thrive to withdraw or make changes to products, processes or systems that have an adverse impact on its business or financial performance.

#### **Thrive is highly likely to require additional capital in the future to continue its growth**

Thrive is highly likely to require additional debt and equity capital in the future to pursue business objectives and respond to business opportunities, challenges or unforeseen circumstances. Thrive's future initiatives include loan origination growth, marketing and technology investment, new product offerings and further funding for Thrive's expansion into other markets (which would typically require a significant investment and funding requirement before the offering became cash flow positive). Whilst some of the proceeds raised from this funding round will be utilised for this, further funding is expected to be required in the short-to-medium term.

#### **Thrive may suffer a loss of, or be unable to attract key personnel**

The successful operation of Thrive relies on its ability to attract and retain experienced and high performing employees with specialist skills (including technology, marketing and credit risk assessment). Failure to attract and retain certain key employees may adversely affect Thrive's ability to execute its growth strategy. This may result in a material increase in the costs of obtaining experienced and high-performing employees and could have a materially adverse impact on Thrive's business, operating and financial performance, and/or growth.

#### **Thrive may face potential litigation, claims and disputes**

Thrive may be subject to litigation and other claims and disputes in the course of its business, including employment disputes, contractual disputes, indemnity claims, occupational health and safety claims, or criminal or civil proceedings in the course of its business. Such litigation, claims and disputes, including the cost of settling claims or paying any fines, operational impacts and damage to reputation, could materially adversely affect Thrive's business, operating and financial performance.

#### **Thrive may be impacted by cyber attacks, fraud and data theft**

During the course of business, Thrive will collect data on its customers. Thrive could be subject to losses due any theft of Thrive's business and customer data, critical system, and business processes associated with the use, ownership, operation and adoption of new technologies.



# Section 2

## 2.14 Financial Information

All information in this section has been adopted by the Directors and should be read in conjunction with the risk factors included in section 2.13 and other information contained in the Offer document. The Company financial statements for the year ending 30 June 2020

have been prepared in accordance with the measurement and recognition criteria of Australian Accounting Standards. Financial information for the 6 months ending 31 December 2020 has also been included.

**Table 3. Balance Sheet**

	31 December 2020 <small>For the 6 months ended 31 Dec 2020</small>	30 June 2020 <small>For the year ended 30 June 2020</small>
<b>Current Assets</b>		
Cash and cash equivalents	\$1,428	\$2,270
<b>Total Current Assets</b>	<b>\$1,428</b>	<b>\$2,270</b>
<b>Non-Current Assets</b>		
Intangibles	\$2,250	\$2,250
<b>Total Non-Current Assets</b>	<b>\$2,250</b>	<b>\$2,250</b>
<b>Total Assets</b>	<b>\$3,678</b>	<b>\$4,520</b>
<b>Current Liabilities</b>		
Trade and other payables	\$330	-
<b>Total Current Liabilities</b>	<b>\$330</b>	<b>-</b>
<b>Non-Current Liabilities</b>		
Trade and other payables	\$85,132	\$31,068
<b>Total Non-Current Liabilities</b>	<b>\$85,132</b>	<b>\$31,068</b>
<b>Total Liabilities</b>	<b>\$85,462</b>	<b>\$31,068</b>
<b>Net Liabilities</b>	<b>(\$81,785)</b>	<b>(\$26,548)</b>
<b>Equity</b>		
Ordinary Shares	\$1,319	\$120
Retained Earnings	(\$83,103)	(\$26,668)
<b>Total Equity</b>	<b>(\$81,785)</b>	<b>(\$26,548)</b>

# Section 2

## 2.14 Financial Information

**Table 4. Profit and Loss Statement**

	31 December 2020 <small>For the 6 months ended 31 Dec 2020</small>	30 June 2020 <small>For the year ended 30 June 2020</small>
<b>Income</b>		
Other Revenue	-	\$3,864
<b>Total Income</b>	-	<b>\$3,864</b>
<b>Expenses</b>		
Accountancy Fees	\$1,474	\$1,119
Administration Costs	\$287	-
Advertising	\$20,943	\$15,499
Bank Charges	-	\$78
Compliance Costs	\$370	-
Computer & Software Expenses	\$426	\$1,456
Consultancy Fees	\$32,237	-
Filing Fees	\$273	-
Research Costs	-	\$12,100
Subscriptions	\$425	\$280
<b>Total Expenses</b>	<b>\$56,435</b>	<b>\$30,532</b>
<b>Net Profit (Loss)</b>	<b>(\$56,435)</b>	<b>(\$26,668)</b>
Retained earnings (accumulated losses) at the beginning of the financial year	(\$26,668)	(\$26,668)
<b>Retained earnings (accumulated losses) at the end of the financial year</b>	<b>\$83,103</b>	<b>(\$26,668)</b>



# Section 2

## 2.14 Financial Information

Table 5. Statement of Changes in Equity

	Share Capital (Ordinary)	Retained Earnings	Total
Balance as at 1 July 2019	-	-	-
Comprehensive Income Profit/(Loss) for the year		(\$26,668)	(\$26,668)
Total Comprehensive Income for the year attributable to the entity	-	(\$26,668)	(\$26,668)
Transactions with owners, in their capacity as owners, and other transfers	-	-	-
Dividends paid or provided for Shares issued during the year	\$120	-	\$120
Total Transactions with owners and other transfers	\$120	-	\$120
Balance at 30 June 2020 <small>For the year ended 30 June 2020</small>	\$120	(\$26,668)	(\$26,548)
Balance as at 1 July 2020	\$120	(\$26,668)	(\$26,548)
Comprehensive Income Profit/(Loss) for the year		(\$56,435)	(\$56,435)
Other comprehensive income for the year			-
Total Comprehensive Income for the year attributable to the entity	\$120	(\$83,103)	(\$82,983)
Transactions with owners, in their capacity as owners, and other transfers	-	-	-
Shares issued during the year Dividends paid or provided for	\$1,198	-	1,198
Total Transactions with owners and other transfers	\$1,198	-	\$1,198
Balance at 31 December 2020 <small>For the 6 months ended 31 Dec 2020</small>	\$1,318	(\$83,103)	(\$81,785)

# Section 2

## 2.14 Financial Information

Table 6. Cash Flow Statement

	31 December 2020 <small>For the 6 months ended 31 Dec 2020</small>	30 June 2020 <small>For the year ended 30 June 2020</small>
<b>Cash Flows from Operating Activities</b>		
Receipts from Customers	-	\$3,864
Payments to Suppliers and Employees	(\$2,041)	(\$1,714)
<b>Net Cash Provided by Operating Activities</b>	<b>(\$2,041)</b>	<b>\$2,150</b>
<b>Cash Flows from Investing Activities</b>		
<b>Net Cash (Used In)/Provided by Investing Activities</b>	<b>-</b>	<b>-</b>
<b>Cash Flows from Financing Activities</b>		
Proceeds from issue of shares	\$1,199	\$120
<b>Net Cash Provided/(Used In) Financing Activities</b>	<b>\$1,199</b>	<b>\$120</b>
<b>Net Increase/(Decrease) in Cash Held</b>	<b>(\$842)</b>	<b>\$2,270</b>
<b>Cash and Cash Equivalents at Beginning of Financial Year</b>	<b>\$2,270</b>	<b>-</b>
<b>Cash and Cash Equivalents at End of Financial Year</b>	<b>(\$1,428)</b>	<b>\$2,270</b>

The financial report has been prepared on a going concern basis, which contemplates the continuity of business activities and the realisation of assets and settlement of liabilities in the normal course of business. The ability for the Company to continue as a going concern is dependent the following:

- Ability for the Company to raise additional capital in the future
- The successful development and commercialisation of its product
- Receipt of Australian Government Research and Development refunds
- Payments from strategic partnerships

The Company has been working on building its product and technology over the last 15 months. The next phase is expected to see revenue being generated after the product is launched and commercialised. The Company believes it has the partnerships and people to execute its growth strategy.



# Section 2

## 2.15 Business Outlook

### Prospective financial information

Comments on the future performance and outlook of the Company are inherently uncertain and should not be solely relied upon as they are subject to change, uncertainty and unexpected events, many of which cannot be controlled.

Accordingly, actual results are likely to differ from the forecasts. No representation or assurance is or can be given that the forecasts will be achieved. Past performance is no guarantee of future performance. This performance outlook has been prepared by Team Thrive Pty Ltd and has not been validated by an independent third party.

### Key Assumptions

The forecasted phasing and business focus areas are based on key assumptions about the timing, resourcing and costs associated with the delivery of the Company's products and services.

The overarching key assumptions are:

- Successful Offer fundraise
- Retention of Directors and Senior Managers
- Recruitment of additional hires to complete the Org chart
- Stable partnership with ADI and global card scheme
- Successful Beta release to launch waitlist members
- No new regulatory or compliance requirements
- Accredited data recipient under the Consumer Data Right regime
- Securing an additional funding warehouse to increase loan book

### Approach

Thrive is currently focused on completing the development and testing of its launch product. Thrive expects to release the product to the public in 2021. Once the first phase is complete, Thrive will transition to focusing on growth, revenue and achieving profitability whilst continuing to enhance its platform and launch additional products and services.

### High-Level Phases and Plan

	Phase 1			Phase 2			
Time from Offer fundraise	3 months	6 months	9 months	12 months	15 months	18 months	24 months
Business focus	Staff key hires; continue integration with partner bank.	Ramp up marketing activity, complete integration with partner bank, complete beta testing and launch product.	Continue deploying new features; optimise marketing channels.	Continue with launch of credit and lending products.	Leverage Open banking to offer features to any bank account holder.	Obtain an additional funding warehouse to support growth of lending book.	Map out go-to-market plan for other regions.



# Section 3

## Information about the Offer

### 3.1 Terms of the Offer

Team Thrive Pty Ltd is offering up to 4,285,714 shares at an issue price of \$0.70 per share to raise up to \$3,000,000. The key terms and conditions of the Offer are set out in the Table below.

To participate in the Offer, you must submit a completed application form together with the application money via the Intermediary’s platform. The Intermediary’s website provides instructions on how to apply for shares under the Offer at [www.birchal.com](http://www.birchal.com).

The Intermediary must close the Offer early in certain circumstances. For example, if the Maximum Subscription is reached, the Offer must be closed. If the Minimum Subscription is not reached or the Offer is closed but not completed, you will be refunded your application money.

Table 7. Terms of the Offer

Term	Details
Shares	Fully-paid ordinary shares
Price	\$0.70
Minimum Subscription	\$999,999.70 (1,428,571 shares)
Maximum Subscription	\$2,999,999.80 (4,285,714 shares)
Minimum Parcel Size	\$350.00 (500 shares)
Opening Date	16 February 2021
Closing Date	11 March 2021

A description of the rights associated with the shares is set out in Section 3. Investors may withdraw their application during the Cooling-off Period. Further information on investor cooling-off rights can be found in Section 4 of this CSF offer document. The Offer is not underwritten.





# Section 3

## 3.2 Use of Funds

The table below sets out the intended use of funds raised under this Offer based on the minimum and maximum subscription amounts.

Table 8. Intended Use of Funds

Intended Use	Minimum Subscription	Maximum Subscription
Marketing	\$67,000	\$380,000
Staff Costs	\$474,000	\$1,207,000
Partner Costs	\$210,000	\$365,000
Compliance	\$43,400	\$190,000
IT & SaaS	\$74,500	\$360,000
Office Costs	\$16,100	\$120,000
Rent Costs	\$14,000	\$110,000
Research Costs	\$8,200	\$30,200
Offer Costs	\$30,000	\$55,000
Birchal Fees	\$62,800	\$182,800
Total	\$1,000,000	\$3,000,000

The Offer is not underwritten and there is no guarantee that these funds will be raised. The cost of the Offer includes the Intermediary's fees under the hosting agreement between the Company and the Intermediary. These fees are up to 6% of all funds raised by the Issuer through Birchal Financial Services Pty Ltd (Intermediary), plus \$2,800 for administration and setup costs.

Other than as specified in Table 8, no other payments from the funds raised will be paid (directly or indirectly) to related parties, controlling shareholders, or any other persons involved in promoting or marketing the Offer.

The purpose of the Offer is to raise funds to:

- Hire additional team members to assist with product delivery
- Support the launch of the product to market
- Fund marketing and acquisition activities
- Cover the operating costs of the Company.

Assuming the Offer is successful, we expect that the Maximum Subscription amount will be sufficient to meet the Company's short-term objectives over the next 18–24 months.

If only the Minimum Subscription amount is raised, the Company will require further funding in 12-18 months to be able to carry out the remainder of its intended activities. Until additional funding is obtained, the Company would monitor and reduce marketing, IT & SaaS, office and rent costs and continue to focus its cash resources on enhancing the platform.

If the Company requires additional funding to continue to operate, the Company may consider undertaking a further CSF offer under the CSF regime or raising from Wholesale and Sophisticated Investors.

# Section 3

## 3.3 Rights associated with the shares

Immediately after issue, the shares will be fully-paid shares. There will be no liability on the part of shareholders and the shares will rank equally with the shares currently on issue. The rights associated with the shares are set out in the Company's constitution. These rights are described below. A copy of the constitution is available on the Intermediary's platform.

### Voting rights

Each shareholder has one vote on a show of hands and, on a poll, one vote for each share held.

### Dividends

Subject to the Corporations Act, the constitution and any specific terms on which Shares are on issue, the Company may determine that a dividend is or will be payable and the terms on which a dividend is payable.

### General meetings and notices

Directors have the power to call meetings of all shareholders or meetings of only those shareholders who hold a particular class of shares. Shareholders who hold at least 5% of the votes which may be cast at a general meeting of the Company have the power to call and hold a meeting themselves or to require the directors to call and hold a meeting.

### Board

The Company will be able to appoint and remove Board members (including themselves) depending on business need and stage and according to the Company constitution. Unless otherwise provided for by the Corporations Act, or a specific provision of the constitution, the business of the Company is to be managed by, or under the direction of the Board. There will be no Board observer rights at this funding stage.

### Drag-Along and Tag-Along

There are standard drag-along and tag-along provisions. Drag along provisions only apply on transfers that have the approval of holders of at least 70% of the issued shares in the Company.

### Winding-up

If the Company is wound up and there are any assets left over after all the Company's debts have been paid, the surplus is distributed to the holders of ordinary shares after secured and unsecured creditors of the Company.

### Restrictions on sale and transfer of shares

Shareholders may not at any time sell or transfer their shares to any person or entity unless it is a permitted transfer, which includes:

- A transfer approved by the Board
- Transfers because of death or bankruptcy
- Where a shareholder has at least 15% of the total issued shares, a transfer to a trust controlled by the shareholder or direct relative or a related body corporate
- Where drag-along or tag-along apply.

A shareholder must not sell or dispose of the shares if that sale or disposal would result in:

- The Company having to issue a disclosure document or a product disclosure statement under Chapter 6 or Chapter 7 respectively, of the Corporations Act
- A competitor holding shares, other than, with the prior approval of the shareholders by special resolution.



# Section 3

## 3.4 Investor Rewards

In addition to being a shareholder of Team Thrive Pty Ltd, a range of incentives and rewards are being offered for investors.

Investor Rewards

Reward	\$1,000+	\$5,000+	\$10,000+
3 months free Premium subscription	✓		
6 months free Premium subscription		✓	
12 months free Premium subscription			✓
Exclusive first access to product launch			✓
Invite to our annual Investor event 'Thriday'			✓

### Premium Subscription

Thrive will offer free monthly access to its Premium subscription product which is valued at \$50 a month for investments of \$1,000 or more. This product includes tools to assist with bookkeeping, accounting, tax and cashflow forecasting.

On top of the Premium subscription, if you invest over \$10,000 you will receive first access to the launch product, skipping the waitlist queue and being part of the first batch of Thrive customers.

In addition, you will receive an invite to our annual investor event 'Thriday' where you will be able to meet the team, see exclusive new product features, and get access to important updates and special promotions.

## 3.5 What can I do with my shares?

Shares in the Company are considered illiquid as they cannot easily be transferred or sold. However, there are numerous possible circumstances that may create an opportunity for shareholders to exit the business. These include, but are not limited to:

- A trade purchase of the Company
- A listing on a registered stock exchange (eg the ASX)
- A private equity investment in the Company
- A share buy-back by the Company.

There is no guarantee that any of the exit options will eventuate.

# Section 4

## 4. Information about investor rights

### Cooling-off rights

You have the right to withdraw your application under this Offer and to be repaid your application money. If you wish to withdraw your application for any reason (including if you change your mind about investing in the Company), you must do so within five business days of making your application (the Cooling-off Period).

You must withdraw your application via the Intermediary's platform as follows: by following the link and instructions on the CSF Offer page on the Intermediary's platform.

After your withdrawal has been processed, the Intermediary will refund the application money to your nominated account as soon as practicable.

### Communication facility for the Offer

You can ask questions about the Offer on the communication facility available on the Intermediary's platform. You can also use the communication facility to communicate with other investors, with the Company and with the Intermediary about this Offer.

You will be able to post comments and questions about the Offer and see the posts of other investors on the communication facility. The Company and/or the Intermediary will also be able to respond to questions and comments posted by investors.

Officers, employees or agents of the Company, and related parties or associates of the Company or the Intermediary, may participate in the facility and must clearly disclose their relationship to the Company and/or Intermediary when making posts on the facility.

Any comments made in good faith on the communication facility are not subject to the advertising restrictions in the Corporations Act.

### Proprietary company corporate governance obligations

#### Annual report

While the Company is currently a small proprietary company that is not required to prepare annual financial reports and directors' reports, if we successfully complete this Offer, then we will be required to prepare and lodge these annual reports with ASIC (within four months of the financial year end). The Company has a 30 June year end and its financial reports must be lodged by 31 October each year.

Our financial reports are currently not required to be audited as we are a small proprietary company. This means that the Company's financial reports will not be subject to auditor oversight and, therefore, there will be no independent assurance of the Company's financial statements. However, the directors are still required to ensure that the financial statements give a true and fair view of the Company's financial position and performance and that the financial statements comply with the accounting standards.

We may be required to have our financial reports audited in the future if we raise more than \$3 million from CSF offers (including this current offer and any future offers) or otherwise become a large proprietary company.

#### Distribution of annual report

The Company is not required to notify shareholders in writing of the options to receive or access the annual report. Shareholders will not be able to elect to receive a copy of the annual report by way of email or post. However, shareholders can access the annual report on the Company's website at the following address [www.plusthrive.com](http://www.plusthrive.com) or can purchase the report from ASIC.



# Section 4

## 4. Information about investor rights

### Related party transactions

If we successfully complete this Offer, the rules on related party transactions in Chapter 2E of the Corporations Act will apply to the Company (for so long as we continue to have CSF shareholders). This means that the Company is required to obtain shareholder approval before giving financial benefits to related parties of the company (e.g. directors and their spouses, children or parents), subject to certain exceptions (such as reasonable remuneration provided to directors).

### Takeovers

If we successfully complete this Offer and have more than 50 shareholders, the takeover rules in the Corporations Act will only apply to the Company in a very limited way. If someone wants to buy more than 20% of the voting shares in the Company, they will be able to do so without complying with the takeover rules. This means a person may be able to get control of the Company without making a formal takeover bid to all shareholders or without seeking shareholder approval.

Shareholders will not have the benefit of the full protections under the takeover rules, which means you may not have the right to vote on or participate in a change of control of the company. However, the general principles of ensuring shareholders have sufficient information and time to consider a change of control, and all have a reasonable and equal opportunity to participate in any benefits, will apply to the Company. In addition, the Takeovers Panel has jurisdiction to hear disputes relating to control of the Company.

# Glossary

**ADI** means Authorised Deposit-Taking Institution

**Company** means Team Thrive Pty Ltd

**Cooling-off Period** means the period ending five business days after an application is made under this Offer, during which an investor has a right to withdraw their application and be repaid their application money

**Corporations Act** means the Corporations Act 2001 (CTH)

**CSF** means crowd-sourced funding under Part 6D.3A of the Corporations Act

**Intermediary** means Birchall Financial Services Pty Ltd AFSL 502618

**Maximum Subscription** means the amount specified in this CSF offer document as the maximum amount sought to be raised by the Offer

**Minimum Subscription** means the amount specified in this CSF offer document as the minimum amount sought to be raised by the Offer

**NPS** means Net Promoter Score which is a common method for tracking customer satisfaction.

**Offer** means an offer of fully-paid ordinary shares by the Company under this CSF offer document

**Thrive** means Team Thrive Pty Ltd

**Wholesale Investor** means an investor who satisfies the definition of a 'wholesale client' under Chapter 7 of the Corporations Act 2001 (Cth)



