



Cochrane Group Pty Ltd

Crowd-sourced funding offer document

Dated 25th June 2024

Offer of fully-paid ordinary shares in Cochrane Group Pty Ltd at \$1.00 per share to raise a maximum of \$1,100,000.

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

Issuer

Cochrane Group Pty Ltd ACN 648 810 066

Intermediary

Birchal Financial Services Pty Ltd ACN 621 812 646 AFSL 502618

Always consider the general CSF risk warning and offer document before investing.



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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

Letter from the Founder

Thanks for taking the time to explore this opportunity to invest in Cochrane Group Pty Ltd (“Rennauto”). It’s an exciting time for the business and I’m delighted at the prospect of welcoming you as a shareholder.

Today marks a new era for Rennauto. We’ve outgrown our bootstrapped beginnings to become a fast-growing sale and consignment operation for the high-end, pre-owned luxury car market.

Rennauto was established in 2021, when it was clear to me that a truly independent alternative to branded franchise dealerships, where consignment and sales coexist, could achieve success. We have spent these early years creating a strong brand presence to position the business for the next stage of growth. We have established a reputation for customer service, set up a business location, carved out a market niche and transitioned towards a consignment model that protects Rennauto from market volatility and reduces holding costs.

In 2023, Rennauto was recognised by the Australian Financial Review as a ‘Fast Starter’¹, coming in 10th out of the 100 fastest growing start-ups in Australia. Criteria for success is consecutive increases in compound annual growth rate over three financial years.

With a focus on iconic luxury car brands, we are on a mission to bring buyers and sellers great results. We facilitate smoother transactions with in-house finance brokers which enhances our revenue and conversation of sales.

Our vision is to re-define the luxury car selling and buying experience and position Rennauto as the go-to boutique destination for transactions in pre-owned and near new luxury cars while setting the industry standard for excellence in customer satisfaction. We kicked off the consignment model 7 months ago by inviting consignors to Rennauto and already consignors are organically coming to us because of our developing brand and growing reputation.

The traction we are forging can be seen in the latest data from the Carsales advertising platform², where Rennauto has been trending upwards since January and now has the most amount of stock, and the most views, for Porsche vehicles in Queensland April to May. This demonstrates that scale is possible by pursuing stock within other high end brands.

¹ The Australian Financial Review, Fast Starters list, Special Report, 29 November, 2023, p10 Cochrane Group

² Source: Carsales Report Rennauto April 2024 (available on request)



As we begin to explore similar opportunities in complementary brands, this month Rennauto welcomed its first Ferrari and Lamborghini to the showroom, both incredible, raw, 12 cylinder examples: a Ferrari Testarossa and Lamborghini Adventador SV.

It is important to Rennauto to be active in the automotive community. As a relative newcomer, we are forming strong relationships and nurturing complimentary partnerships to strengthen our performance. We recognise the thriving community of enthusiasts and attribute value to the strong emotional connection present in these transactions.

Seeking investment through crowd source funding to continue our growth in a capital intensive yet lucrative industry will allow Rennauto to deepen our relationships in this community. With your help we will be able to increase our stock offering, take our marketing to the next level, and expand our systems for increased capacity. Over the long term we also hope to add a commercial space to the portfolio where we can better meet the needs of the business.

We are looking forward to having you along for the ride.

Yours sincerely,

Thomas Cochrane
Director
Cochrane Group Pty Ltd



2.1 Company details

This offer of shares is made by Cochrane Group Pty Ltd ACN 648 810 066 (**Company**).

Company name	Cochrane Group Pty Ltd
ACN	648 810 066
Date of incorporation	18 March 2021
Registered office	317 River Street, Ballina, NSW, 2478
Principal place of business	18 Deshon Street, Woolloongabba QLD 4102
Directors	Thomas Cochrane, Founder & Director Ingrid Kieling Faria Brito, Non-executive Director
Related Entity	Rumo Finance Pty Ltd ACN: 676 162 735 No ownership 0%
Share registry	Cake Equity https://www.cakeequity.com/
Website	www.rennauto.com.au



2.2 Introducing Rennauto

2.2.1 About the company

Rennauto is a boutique luxury car dealership established in the heart of Woolloongabba, Queensland. Customers visit the dealership to buy selectively sourced vehicles, or to sell their high-end car on consignment.

In September 2021, Thomas made his first vehicle sale by door to door service. Fast forward to 2024 and Rennauto is located in leased retail premises and is operated by a team of five.

Our vision for Rennauto

Our vision is to become *the* market leader in the pre-owned luxury car dealership space.

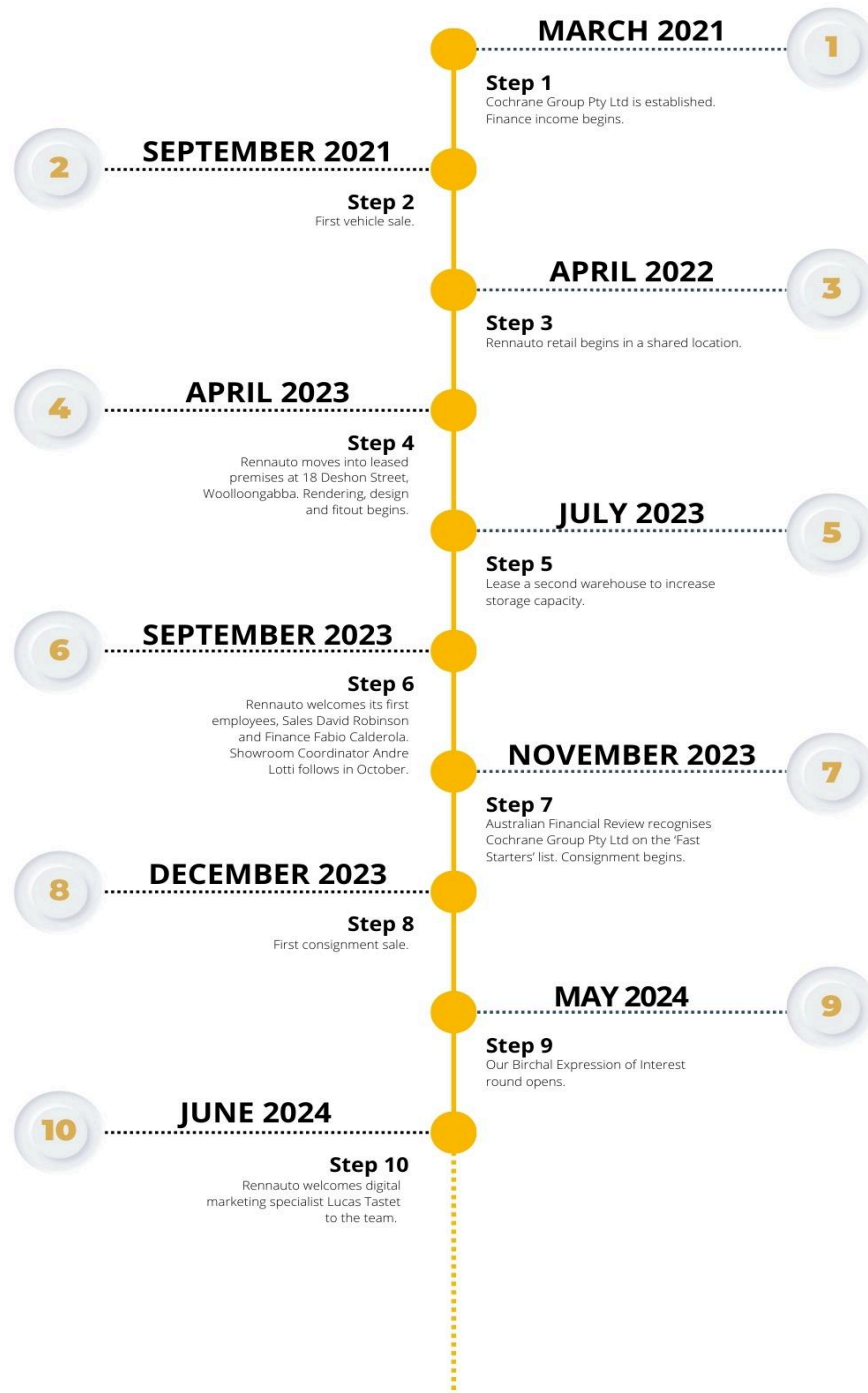
It's a big vision, but we're already on the way to reaching our goal. As the business moves away from startup status, more traditional funding options, such as floorplan finance, will become available to further fuel our growth.

Our focus on customer care and our boutique approach allows us to provide tailored experiences for buyers and consignors. These are special transactions with a strong emotional connection to the purchase.

To fully achieve our vision we intend to focus on and strengthen our established customer generation and retention strategies, develop reciprocal business arms to generate organic leads outside the normal scope, and grow our visibility and brand presence with digital marketing that positions us as an innovative leader in the automotive sector.



ROADMAP





2.2.2 Our services

Rennauto provides 3 core services:

1. Selling high-end vehicles on consignment

Our goal is to remove the friction of selling high-end vehicles for consignors and buyers, who are predominantly busy, high-net-worth professionals.

Using our insight into the current luxury car market, we assist owners to set realistic price expectations. Vehicles are then inspected independently and any faults repaired by the owner before consignment. Next, we prequalify vehicles by internal audit to ensure our retail customers are not disappointed in the product they are receiving. Consignors are likely to achieve a better result because the sale is under a dealership umbrella with the offerings of warranty available for purchase, access to finance and trade-in opportunities and the goodwill and reputation of Rennauto.

All consignment monies are managed through an audited trust account, which gives customers confidence and ensures Rennauto's compliance. Our fee structure is evolving and currently ranges between 3% + GST for very expensive vehicles and 7% + GST for entry level (circa \$100k) of the finalised sale price. At this time, we haven't monetised a commission or fee on the buyers side however this will be explored.

The consignment model protects against market volatility in the luxury vehicle sector, allowing Rennauto to quickly adapt and innovate to market conditions, and with the total private-to-private used car market representing approximately 1.8 million vehicle sales each year³ consignment is scalable.

2. Buying high-end vehicles to sell as stock

We purchase entry level luxury vehicles that align with our stock matrix and brand identity (vehicles up to circa \$120,000). With greater access to capital, we will continue to select attractive opportunities sitting in the private used car market, and venture slightly outside the entry level space to secure vehicles with higher margins for buyers ready to move to the next level.

Across the automotive industry trade-ins historically provide higher returns over stock purchased in other ways. Additional capital will allow for higher conversion of sales, capture of more trade-in opportunities and reduce reliance on third parties such as vehicle wholesalers and competitors.

³ Source: <https://www.pitcher.com.au/insights/autonomy-and-profit-why-used-car-sales-should-be-the-focus-for-dealers>



Our approach is to move cars that we own quickly, while consignments can be held longer if required to align with customer (consignors) expectations.

In Australia, the used car retail market is approaching 2.5 times the new car market⁴. In this market, Rennauto has control over sourcing vehicles, setting margins, marketing our brand, advertising costs and is agile in decision making. Our efforts to date have positioned the company to capitalise on this opportunity in two ways: sourcing quality stock and scaling consignment.

3. On-site brokerage for vehicle finance

An on-site broker increases Rennauto's capacity to complete sales efficiently.

Finance for high-end vehicles is an area of niche expertise. Offering a specialist broker, who understands the appetite within the current financial market, increases the chance of finalising a sale for Rennauto and the consignor, while achieving a great result for the buyer. Rennauto has access to both broker products, and dealership point of sale products. Insurance and aftermarket sales forms a small component of this service.

⁴ Source:<https://www.pitcher.com.au/insights/autonomy-and-profit-why-used-car-sales-should-be-the-focus-for-dealers>



2.2.3 Industry overview

The Australian luxury car market is projected to reach US\$114m in 2024⁵, accelerating at a CAGR of 5.28%⁶ and revenue is expected to show an annual growth rate (CAGR 2024-2028) of 9.22% by 2028.⁷ Australia's total used car market is about 3.6 million vehicles a year, around 2.5 million more than the new car market⁸.

Driving factors of growth in the luxury market include the growing number of high net-worth individuals in Australia up 7.8% in 2024⁹, the integration of cutting edge technology in luxury cars, and a consumer preference for quality, safety and comfort¹⁰.

There are some roadblocks to new vehicle supply which drive buyers into the pre-owned market, where vehicles can be purchased today:

- A global semiconductor shortage and other supply chain issues
- The time taken for delivery of a new car and upward movement in final costs
- Uncertainty around how the market will respond to luxury EV and hybrid options

The landscape comprises ASX listed companies, large subsidiaries such as Duttons, and a mix of franchised dealerships carrying pre-owned stock and a small number of independent dealers vying for market share. Rennauto's competitors are largely generational motor dealers or franchised operations with support from manufacturers. While the brands leverage against their global reputation, independent operations, that don't have a well-defined customer avatar, hold a mix of stock and focus on personalised service.

Currently our preferred stock is Porsche. This creates a niche market within the broader segment that combines the advantages of a boutique service and the leverage provided by the iconic brand's global reputation.

The majority of the 32,000 Porsches delivered to Australia are still driving our roads¹¹. Iconic brands continue to spearhead innovation in engineering as production moves to include hybrid and EV ranges, and while still untested, could draw new customers to the brand while retaining those customers who wish to own a vehicle with an internal combustion engine.

⁵ Source: <https://www.statista.com/outlook/mmo/passenger-cars/luxury-cars/australia>

⁶ Source: <https://www.researchandmarkets.com/report/australia-luxury-car-market>

⁷ Source: <https://www.researchandmarkets.com/report/australia-luxury-car-market>

⁸ Source: <https://www.pitcher.com.au/insights/autonomy-and-profit-why-used-car-sales-should-be-the-focus-for-dealers>

⁹ Source: <https://www.forbes.com.au/news/investing/1-trillion-and-counting-australian-high-net-worth-highest-it-has-ever-been/>

¹⁰ Source: <https://www.technavio.com/report/luxury-car-market-in-australia-industry-analysis>

¹¹ Source: <https://www.porsche.com/australia/aboutporsche/porscheCarsAustralia>



The automotive sales industry suffers historical reputational damage. As a small operation, Rennauto has been striving to establish goodwill in an industry that is saturated with negative feedback, poor experiences and a distrust with sales professionals.

Rennauto's key market differentiators

Specialisation and target market

Rennauto specialises in luxury sports cars and SUVs. Focusing on these two luxury categories enables us to target different market segments, and allows for larger, synergistic control of the pre-owned luxury market.

Our target market for sports cars are car enthusiasts aged between 30-60 years, and young professionals with expendable income, while the luxury SUV market captures the family with expendable income who either own or have owned sports cars.

We also target a distinct market segment of affluent Porsche enthusiasts, brand advocates, and collectors seeking particular models to add to their portfolio and high-income professionals in the automotive industry. This discerning segment appreciates the technical innovation, design excellence, brand legacy, cutting-edge technology, and unique driving experience synonymous with Porsche and other high-end manufacturers.

Purchasing a vehicle often corresponds with a change in circumstances. We are focused on offering our buyers products to suit different life stages, for example, from sports car to SUV and back again (as children enter the family or leave home) to retain customers over the longer term. This is in line with the cycle within a specialist market, where our buyers are also our consignors or sellers.

Consignment process

Dedicated to improving the process of selling and buying and setting the standard for customer service through the consignment model, Rennauto completes the following: independent mechanical inspections, presentation of the vehicle, professional photography, purpose built advertising, communication, negotiation and every step of the sales process through to delivery and payment.

Rennauto also offers a suite of wrap-around services to the consignor, which are delivered in partnership with our preferred network of service providers. These services include workshops for maintenance, paint protection and ceramic coatings that increase demand and desirability of the vehicle.



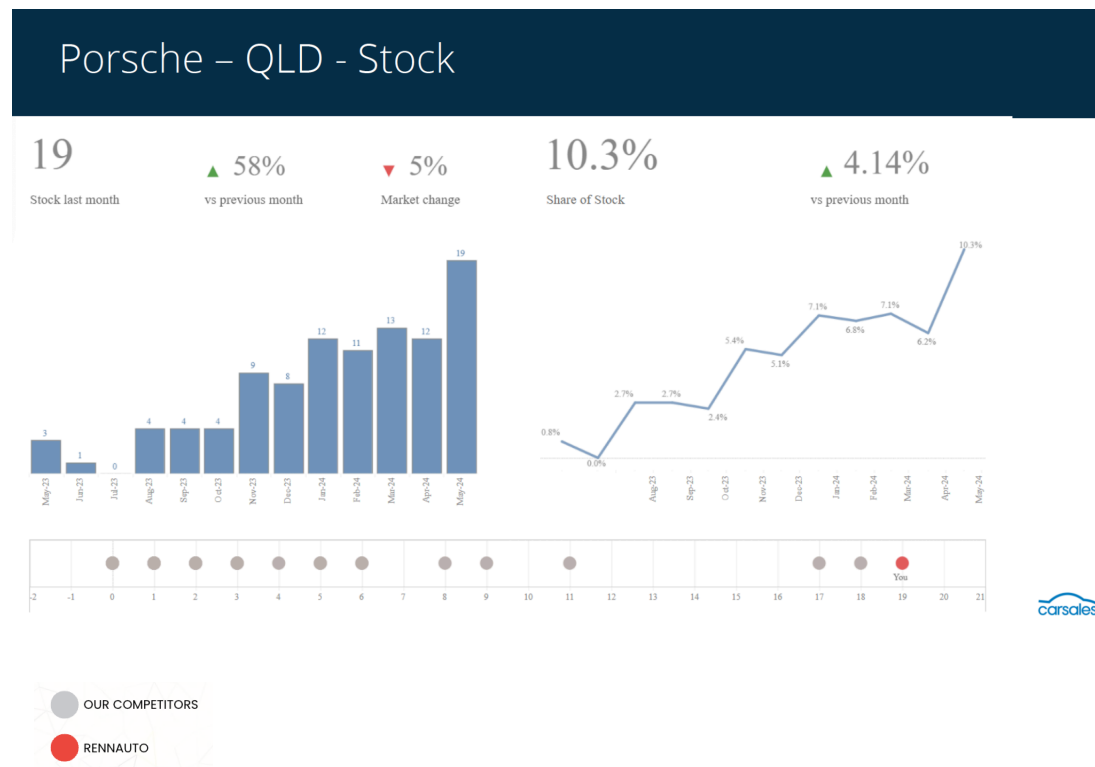
Stock acquisition criteria

Rennauto acquires vehicles that reach and exceed our strict selection criteria directly from the private market, and from referrals and trade-ins. These are models with the factory options, colours, cosmetic condition and service history that are desirable to our buyers and are of acceptable quality for Rennauto. Vehicles that are “sale ready” produce faster sales and excite new owners. This ensures we have high quality stock that sells well and enhances our brand reputation. When acquiring consignments, we have pursued a direct approach for one brand and have identified opportunities with other brands of the same distinction.

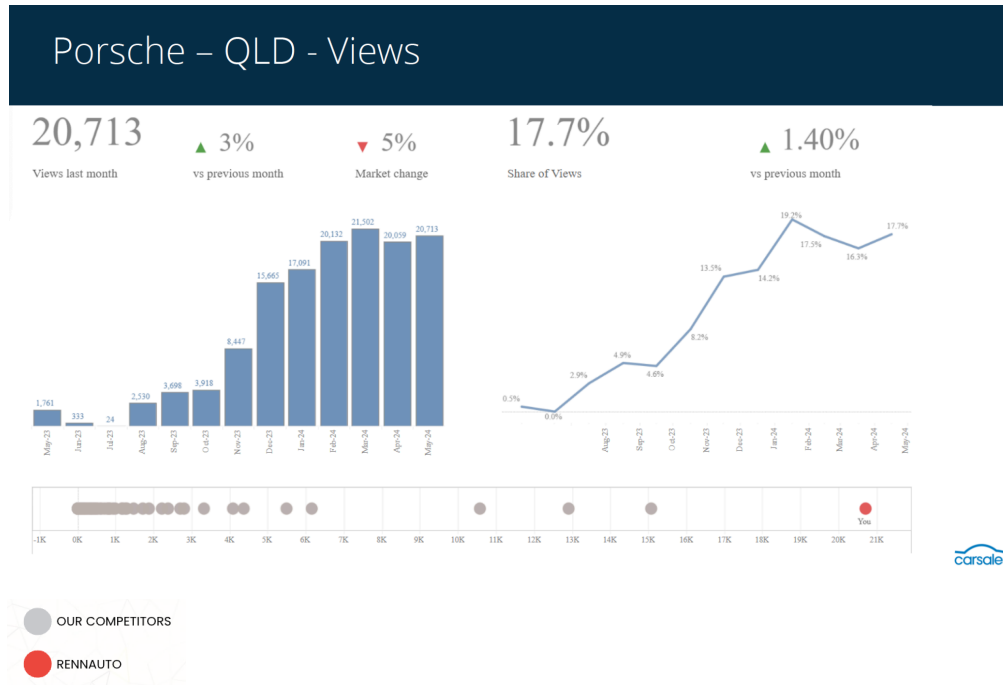
Market traction

Advertising platform Carsales generated the following report for Rennauto which shows our position in the market¹². Rennauto has the most amount of stock and the most views for Porsche in Queensland on the platform.

Opportunities to pursue stock from other high end brands are similarly available, and we will be trialling this in the coming months.



¹² Source: Carsales Report Rennauto April 2024 (available on request)



The table above shows the progression of Rennauto's visibility for Porsche stock on the Carsales platform across the last 12 months. Rennauto stock is achieving a disproportionate response from viewers with 17.7% of total detailed views, given we hold 10.3% of the total Porsche stock in Queensland. This is demonstrable of the market share we are absorbing from our competitors.

Location

While our customers are Australia-wide, we are well-placed in the city of Brisbane. The 2021 census reports the net migration for Queensland exceeded + 100,000 people, which is an unprecedented jump¹³.

Rennauto is located in an inner city suburb with significant activity in high-density housing infrastructure and an industrial pocket containing an automotive hub. Brisbane is also poised for additional infrastructure and international attention with the Olympics in 2032.

¹³ Source: <https://www.abs.gov.au/articles/population-movement-australia>



2.3 Business and revenue model

Overview

Rennauto is a boutique pre-owned luxury car dealership recognised as a 'Fast Starter' by the Australian Financial Review in 2023¹⁴.

In our first three years of operation we consistently exceeded our annual targets with revenue generated from vehicle stock sales and finance income.

While consignment vehicles are currently our primary advertised stock, there is a significant opportunity to increase profitability by purchasing stock as it comes onto the private market.

Business revenue model

Rennauto has three main revenue streams that map to our three primary services:

1. Retail sales of stock vehicles
2. Finance income/commission from our specialist on-site broker
3. Consignment commission sale fees

Consignment sales currently make up approximately 90% of vehicle stock sales.

In the beginning of the business, traditional sales formed 100% of vehicle sales. Now after 6 months of operating in the consignment model 90% of our stock offering is on a consignment basis.

It is important to note that vehicles sold on consignment do not contribute towards turnover or revenue, only the commissions charged.

In the coming 6-12 months we expect an increase in the ratio of retail vehicle sales as we invest in stock, wholesale vehicle transactions, and facilitate trade-ins.

How we find customers

Currently, our customer acquisition is driven through five primary channels:

- Website traffic
- Direct personal invitation
- Carsales advertising and enthusiast focused platforms (my105.com and Just Cars)
- Organic referrals from loyal customers
- Digital marketing that targets car enthusiasts in Australia

¹⁴ Source: The Australian Financial Review, Fast Starters list, Special Report, 29 November, 2023, p10.



Rennauto is a young operation focusing on a growing market in a particular niche. Together with our brand identity, this provides the best opportunity to generate repeat business and referrals. Customers who have had Porsche consigned with other dealerships have transferred to Rennauto.

2.4 Business strategy

Rennauto has proven itself as a fast-growing startup in the luxury vehicle space. Our aim is to become the market leader in this category.

To continue on our current growth trajectory over the next 12 months we will focus on 3 core areas - brand presence, product expansion and customer retention.

Increased brand presence

We aim to establish a luxury brand presence and separate ourselves from the competition through strategic marketing and strong branding. A digital marketing specialist has recently been added to the team to:

- Elevate the presentation of stock on digital marketing channels, branded assets and third-party sales platforms
- Drive organic traffic via social media platforms and google reviews
- Implement customer nurturing systems to engage and retain customers
- Manage Rennauto's presence at existing automotive events
- Maximise return on advertising spend
- Create and manage industry events
- Manage email marketing and exclusive promotions to our loyal customer database
- Build a new website with revamped SEO

Strong brand presence in the digital space is a priority, with 70% percent of buyers surveyed by Ipsos believing that in the future, buying a car can be done completely online¹⁵.

Product and sales expansion

Rennauto has enjoyed a solid start thanks to our stock acquisition criteria. Agile purchasing of in-demand models makes marketing more efficient and produces faster sales. Going forward, with access to increased capital and floorplan finance, we plan to increase our vehicle stock in order to fuel revenue growth.

¹⁵ Source: <https://business.carsales.com.au/journey-to-vehicle-ownership-2023>



Stocking entry level products will allow Rennauto to engage with a wider audience and introduce them to our brand. The aim is to increase customer lifetime value with repeat sales across different stages of their life.

We will also continue to use our growing database of customers to ensure increased demand for specific vehicles as they become available. Exclusive email marketing promotions create a sense of urgency, generate vehicle enquiries and reduce advertising costs.

As Rennauto is independent, we offer competitive prices for trade-ins. Trades typically offer the highest ROI to the business, and this will remain an area of focus. Where a trade-in is not financially feasible for the seller, the consignment offering is an alternative.

Customer retention

Customer retention is critical for business growth for two reasons. Firstly, because of the price of luxury vehicles, the customer lifetime value is still significant for the business. Secondly, previous and existing customers are often active in car enthusiast groups where referrals and reputation can be generated.

We will continue to be active in the car enthusiast community. Attending industry events allows us to nurture strategic partnerships with event organisers and automotive specialists, which then generates consignments, reduces the cost of services, and builds an encompassing brand presence.

As a startup with low-volume, high-cost sales, we use Active Campaign to nurture our growing database of high-value customers, increase engagement and retention, and maximise the return on the cost of acquiring new customers.

How we plan to use CFS funds

We plan to use CFS funds to expand our stock offering, improve our marketing and expand our systems for increased capacity.

Expand our stock offering

By allocating funding to purchase vehicles as they come on the market, we can secure more higher-margin opportunities and increase profitability.

These funds will also support consignment sales, where the vehicle needs to be purchased in order to payout a pre-existing finance contract. This enables a smooth flow between current demand and availability of vehicles.



Funds allocated to stock will also expand the momentum of consignments and establish market share. The larger market share will enable us to increase our gross profits and net profit as a percentage of turnover.

Improve Marketing

Increased brand awareness and customer retention are central to the Rennauto business strategy. By allocating adequate funding to this portfolio we will support our digital marketing program with optimised content production, targeted advertising, email marketing, and bespoke car enthusiast events.

Expand Systems

We plan to consolidate, into one powerful platform, a new CRM that integrates with our existing automotive software to give Rennauto the capability to dramatically scale up our current operation. We also plan to allocate a small amount of capital to protecting our Intellectual Property and ensuring we are applying best practice cyber security.

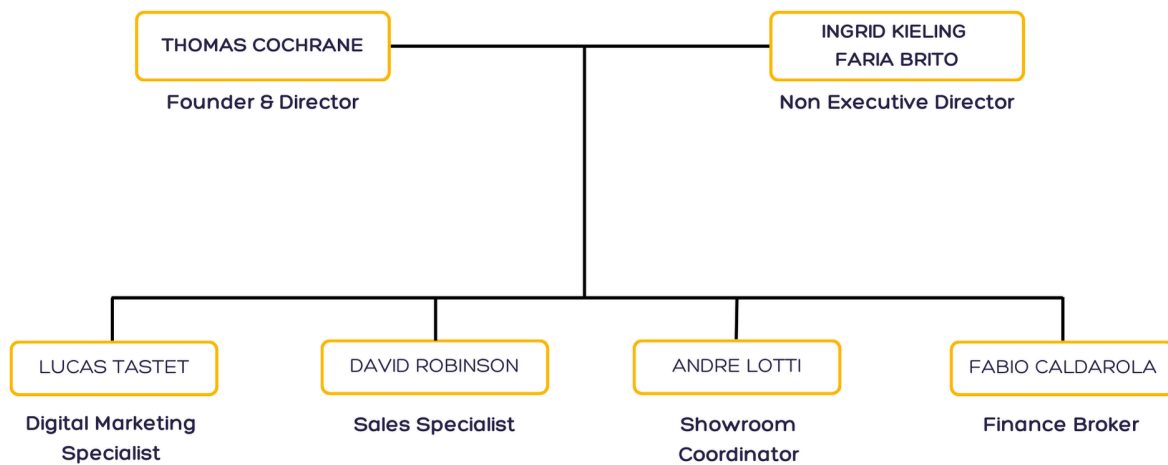
Future Plans

In the long-term, our goal is to add a commercial space to Rennauto's portfolio to reduce sunk costs of commercial fitout and increase stability for the company.



2.5 Our team

2.5.1 Organisational structure





2.5.2 Directors

Thomas Cochrane
Role Founder and Director
Description of duties Thomas is responsible for the development and implementation of the company's growth strategy, building and nurturing key partnerships, and facilitating the smooth running of the day to day business activities.
Skills and experience Thomas's background in economics and finance has fast-tracked Rennauto's growth with strategic decisions making. His previous experience in the luxury dealership and finance space gives him the industry insights to identify new, financially astute opportunities and guide Rennauto's steady success.

Ingrid Kieling Faria Brito
Role Non Executive Director
Description of duties As non-executive Director, Ingrid has been a strong supporter of the business since its beginning.
Skills and experience With a background in design, architecture and real estate, Ingrid's skills align with Rennauto's future plans to identify and purchase or construct a new home for Rennauto.



2.5.3 Our team

Team	Team
David Robinson	Fabio Calderola
Role Sales Specialist	Role Finance Broker
Description of duties As Rennauto's sales specialist, David is responsible for driving consignment and stock vehicle sales. He is the first point of contact for our customers.	Description of duties Fabio works closely with customers to secure suitable financing options and guide them through the entire financing process. He is a liaison between the customer and financial institutions, ensuring a smooth and efficient financing experience. Fabio works closely with all team members to collaboratively grow the business.
Skills and experience David previously worked at Mitsubishi as a high-performance member of the sales team where he sold prestige brands including Skoda and Peugeot. He has experience in franchised dealerships which compliments Rennauto's understanding of the industry.	Skills and experience Fabio is an experienced business manager and finance broker with tenure in dealerships and in financing leisure assets for enthusiasts. Fabio connects adeptly with the busy customers we assist with finance.

Team	Team
Andre Lotti	Lucas Tastet - Hire as of June 3
Role Showroom Coordinator	Role Digital & Marketing Specialist
Description of duties Andre performs day-to-day operations in the showroom. He addresses cosmetic imperfections to create immaculate presentation of all stock and complete checklists for vehicle delivery.	Description of duties As Rennauto's digital expert, Lucas manages our social media accounts, including content creation, websites, SEO growth, email marketing and events creation to enhance online presence and the overall customer experience.
Skills and experience Andre has expertise in wheel repair and tyre fitting for luxury vehicles and this is an important part of the way vehicles are presented at Rennauto. He brings a wealth of practical experience to the Rennauto dealership.	Skills and experience Lucas has expertise in visual content creation and communication for renowned brands including Michelin, McLaren, Ferrari and more. In addition to skills in photography, videography and digital marketing Lucas brings expertise in event creation and management including road trips and client evenings.



2.5.4 Other related parties

Rumo Finance Pty Ltd, ACN: 676 162 735 is a related party of the Company. Rumo Finance Pty Ltd is 100% owned by the founder and director of the Company, Mr Cochrane.

The Company refers customers whose finance applications cannot be approved by the dealerships finance providers to Rumo Finance Pty Ltd. The referral agreements between Rumo Finance Pty Ltd and the Company are on arms' length terms. For the avoidance of doubt, the Company does not have beneficial ownership of Rumo Finance Pty Ltd and it does not form part of the assets owned by the Company or included under this CSF Offer.



2.6 Capital structure

2.6.1 Issued capital (before and after the Offer)

As at the date of this Offer Document, the Company has 100 ordinary shares on issue. All of the shares are held by the Company's founders/directors.

At the time of writing the Company has resolved to undertake a 1:105000 share split. The relevant documentation to approve the share split has been filed with ASIC. Table 1 and Table 2 represent the company's Issued Capital with the share split having been effected.

The company also has the authority to issue up to 10% of the share capital under an Employee Share Option Plan (ESOP). As at the date of this Offer Document, no shares have been allocated under the ESOP.

Table 1 below sets out the issued capital of the Company before the Offer.

Table 1: Issued capital of the Company before the Offer

Shareholder	Share Type	Shares	Options
TW Cochrane Family Trust	Ordinary	9,450,000 (90%)	0 (0%)
Ingrid Brito Trust	Ordinary	1,050,000 (10%)	0 (0%)
ESOP Shares (Unallocated)	Ordinary	0 (0%)	1,155,000 (100%)
Total		10,500,000 (100%)	1,155,000 (100%)



Table 2 sets out the issued capital of the Company following the Offer on a fully diluted basis (i.e. presuming all options are exercised).

Table 2: Issued capital of the Company following the Offer (on a fully diluted basis)

Shares	Minimum Subscription	Maximum Subscription
Existing Ordinary Shares	10,500,000 (89.3%)	10,500,000 (82.3%)
ESOP Shares (Unallocated)	1,155,000 (9.8%)	1,155,000 (9.1%)
Offer Shares	100,000 (0.9%)	1,100,000 (8.6%)
Total Shares	11,755,000 (100%)	12,755,000 (100%)

2.6.2 Rights and liabilities associated with securities

As at the date of this Offer, the only class of shares on issue are ordinary shares. The Company may issue Seed Preference Shares or convert existing Ordinary Shares into Seed Preference Shares with the rights set out in Schedule 4 of the Constitution.

The Company has also adopted an Employee Share Option Plan.

Set out below is a summary of the rights and liabilities associated with the securities in the Company. A copy of the Company's Constitution is available on the Intermediary's platform.

Ordinary Shares

The rights and liabilities associated with the ordinary shares are set out in the Company's constitution, including:

- All holders of ordinary shares have the same voting rights and the same rights to receive dividends.
- All holders of ordinary shares have the same right to receive notice of a general meeting of the Company and to attend a general meeting of the Company.
- The Company has the power to refuse a transfer of shares to a third party.



- All holders of ordinary shares have the same right to participate in distribution of surplus assets on winding up.
- Restrictions on the sale or transfer of shares, including drag along and tag along rights. A shareholder must first offer their ordinary shares to an Eligible Member before the shareholder can offer their ordinary shares to other shareholders or third parties.
- Only 'Eligible Members' have pre-emptive rights to purchase or acquire newly issued shares in the Company before it is offered to other members or third parties. An 'Eligible Member' is any Member holding at least 5% of the total issued share capital of the Company.
- The restraint of trade at clause 19 of the Constitution only applies to 'Restrained Members' (being any Member holding at least 5% of the total issued share capital of the Company).

The shares offered under this Offer are Ordinary Shares only. A more detailed description of the rights and liabilities associated with the ordinary shares is set out in Section 3.3 below.

Employee Share Option Plan (ESOP)

The Company has implemented an employee share option plan (**ESOP**) to attract, retain and incentivise key employees. The maximum number of options that can be issued under the existing ESOP is 10% of the share capital of the Company. As at the date of this CSF Offer Document, the Company has not issued and allocated any shares or share options to eligible employees under the Company's existing ESOP. All options under the ESOP remain unallocated.

Shareholders Agreement

Other than the Constitution, there is no shareholders agreement or other agreement between the existing shareholders of the Company.



2.6.3 Sources of financing, including debt financing and other financing

To date, the business has been funded through a combination of operating income, equity, and debt. The Company has not raised money from professional investors.

Equity

To date, the Company has raised approximately \$0 from professional investors. See section 2.6.1 for more information.

Debt funding

As at the date of this Offer, the Company has the following outstanding loans:

Description	CBA Working Capital	Chattel Mortgage	Chattel Mortgage	Credit Card	Charge Card
Amount outstanding	\$525,000	\$266,149	\$8,076	\$8,480	\$85,536
Amount Borrowed / Limit	\$525,000	\$318,375.20	\$10,120	\$50,000	\$ -
Interest	7.49% Variable Interest only (IO) Principal and interest (P&I) thereafter	6.3% Fixed	11.25% Fixed	18.50% Fixed	Charge Card
Repayment Date	24/7/2025 (IO finishes) P&I begins	10/05/2026	24/11/2026	Revolving Facility	Revolving Facility
Security	Residential Property	2023 Porsche GT4RS	Teco Tyre Fitting Machine	Unsecured	Unsecured



2.7 Key risks facing the business

An investment in the Cochrane Group Pty Ltd should be seen as high-risk and speculative. A description of the main risks that may impact the Company's 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 (for example, risks relating to general economic conditions or the inability to quickly or easily sell your shares).

Risk	Description
Cash flow risk	Rennauto's operating activities involve a series of cash inflows and outflows. Although Rennauto seeks to manage its cash flow efficiently, there is a risk that the Company may not have sufficient cash or working capital, at times, to fund both its operations and its expansion plans. This could affect Rennauto's ability to meet its business objectives.
Funding risk	Rennauto is in the process of raising funds to achieve its strategic business objectives and to cover its projected operating expenses. Rennauto may not raise all of the required funding and therefore not achieve all of its business objectives.
Competition Risk	<p>Rennauto operates in a highly competitive market, with franchised dealership competitors domestically, and moderate barriers to entry to the consignment sales model, that could give rise to new and unknown competitors. There is a risk that existing competitors as well as new competitors, will have greater access to capital, economies of scale, resources and distribution compared to the Rennauto.</p> <p>If Rennauto is unable to successfully compete with existing and/or new competitors, this would have a negative impact on the revenue, profitability and future prospects of the business.</p>
Startup risk	<p>Rennauto has a limited operating history and will continue to build the business with the funds raised through this crowd-sourced funding offer.</p> <p>As an early stage business, Rennauto is subject to all of the risks associated with early stage companies, including</p>



	<p>uncertainty around the volume of revenue streams, volume of repeat customers, and risks associated with the evolving luxury vehicle market.</p> <p>The continued commercial success of the business will depend on many factors including Rennauto's ability to attract and retain quality staff and loyal customers.</p>
Reliance on third parties	<p>Rennauto relies on third party providers such as specialist mechanics, for additional parts and services. As such, Rennauto cannot guarantee the ongoing availability of the third parties.</p>



2.8 Financial information

Below are the financial statements of the Company for the financial year ended 30 June 2023, which have been prepared in accordance with the Accounting Standards.

Financial information for the 11 months ended 31st May have also been included. The information has been prepared on a consistent basis based on management accounts, and accordingly may be subject to change.

2.8.1 Balance sheet

Cochrane Group Pty Ltd
Statement of financial position
As at 31 May 2024



	May YTD \$	2023 \$
Assets		
Current assets		
Cash and cash equivalents	(115,498)	(30,396)
Trade and other receivables	198,492	52,238
Inventories	331,758	346,394
Other	25,667	25,667
Total current assets	440,419	393,903
Non-current assets		
Trade and other receivables	31,727	105
Property, plant and equipment	129,636	49,623
Intangibles	8,289	10,636
Total non-current assets	169,652	60,364
Total assets	610,071	454,267
Liabilities		
Current liabilities		
Trade and other payables	41,113	(88,264)
Borrowings	94,016	30,450
Total current liabilities	135,129	(57,814)
Non-current liabilities		
Borrowings	799,225	625,934
Total non-current liabilities	799,225	625,934
Total liabilities	934,354	568,120
Net assets	(324,283)	(113,853)
Equity		
Issued capital	12	12
Accumulated losses	(324,295)	(113,865)
Total deficiency in equity	(324,283)	(113,853)



2.8.2 Profit and loss statement

Cochrane Group Pty Ltd
Statement of profit or loss and other comprehensive income
For the period ended 31 May 2024



	May YTD \$	2023 \$
Revenue		
Sales	2,706,824	2,322,509
Opening stock	(346,394)	(142,273)
Purchases	(2,398,033)	(2,435,702)
Commission paid	(17,463)	(6,269)
Closing stock	331,758	346,394
Gross profit	276,692	84,659
Other income	240,444	102,402
Total revenue	240,444	102,402
Expenses		
Administration expense	(79,836)	(44,915)
Advertising and promotion	(198,908)	(60,467)
Employee benefits expense	(153,446)	(49,732)
Depreciation and amortisation expense	(14,967)	(9,657)
Subcontractor expense	(64,419)	(7,551)
Occupancy expense	(90,308)	(42,088)
Professional fees	(11,579)	(11,285)
Travel expenses	(31,126)	(28,446)
Other expenses	(16,387)	(10,944)
Finance costs	(66,590)	(51,800)
Total expenses	(727,566)	(316,885)
Loss before income tax expense	(210,430)	(129,824)
Income tax expense	-	-
Loss after income tax expense for the period attributable to the owners of Cochrane Group Pty Ltd	(210,430)	(129,824)
Other comprehensive income for the period, net of tax	-	-
Total comprehensive income for the period attributable to the owners of Cochrane Group Pty Ltd	(210,430)	(129,824)



2.8.3 Cash flow statement

Cochrane Group Pty Ltd
Statement of cash flows
For the period ended 31 May 2024



	May YTD	2023
	\$	\$
Cash flows from operating activities		
Receipts from customers (inclusive of GST)	3,198,501	2,679,507
Payments to suppliers (inclusive of GST)	(3,160,918)	(3,128,407)
Interest and other finance costs paid	(66,590)	(51,800)
Net cash used in operating activities	(29,007)	(500,700)
Cash flows from investing activities		
Payments for property, plant and equipment	(92,633)	-
Payments for intangibles	-	(10,945)
Proceeds from disposal of property, plant and equipment	-	24,168
Net cash from/(used in) investing activities	(92,633)	13,223
Cash flows from financing activities		
Proceeds from borrowings	214,622	310,378
Payments to related parties	(136,753)	(177,727)
Proceeds/(Repayment) of lease liabilities	(41,331)	252,208
Net cash from financing activities	36,538	384,859
Net decrease in cash and cash equivalents	(85,102)	(102,618)
Cash and cash equivalents at the beginning of the financial period	(30,396)	72,222
Cash and cash equivalents at the end of the financial period	(115,498)	(30,396)



2.8.4 Statement of changes in equity

Cochrane Group Pty Ltd
Statement of changes in equity
For the period ended 31 May 2024



	Issued capital \$	Retained profits \$	Total deficiency in equity \$
Balance at 1 July 2022	12	15,959	15,971
Loss after income tax expense for the period	-	(129,824)	(129,824)
Other comprehensive income for the period, net of tax	-	-	-
Total comprehensive income for the period	-	(129,824)	(129,824)
Balance at 30 June 2023	12	(113,865)	(113,853)
	Issued capital \$	Retained profits \$	Total deficiency in equity \$
Balance at 1 July 2023	12	(113,865)	(113,853)
Loss after income tax expense for the period	-	(210,430)	(210,430)
Other comprehensive income for the period, net of tax	-	-	-
Total comprehensive income for the period	-	(210,430)	(210,430)
Balance at 31 May 2024	12	(324,295)	(324,283)



2.8.5 Management comments on historical performance and outlook

Cochrane Group Pty Ltd is an early-stage company that has been trading since March 2021. As a result of our growth in FY 2021 - FY 2023 the company was recognised in the Australian financial review as a Fast Starter¹⁶. We have continued to see revenue growth through the year to date in FY24.

When looking at our year to date figures it is important to note that vehicles sold on consignment; since beginning consignment sales in December of 2023; do not contribute towards revenue figures, only the commissions charged. As a result, revenue figures for FY24 are less representative of our growth in vehicle sales.

To date, the business has been funded through a combination of operating income, equity, and debt. The Company has not raised money from professional investors to date. We have not sought out external investment until now.

In line with our plans to raise capital this financial year we have increased advertising spend dramatically and focused on targeted digital advertising. We do not anticipate advertising expenses to increase over the next 12 months.

Staffing costs have increased and are demonstrable of onboarding four staff this financial year. Over the next 12 - 18 months we anticipate hiring additional staff, subject to the level of investment, and scale of the growing operation.

Operating expenditure has also increased in line with expansion plans, and the Company's strategy to implement brand awareness. This financial year to date the Company has had significant one off expenses such as:

- Commercial fit-out of showroom and holding facility
- Expenses relating to the Birchall campaign
- Essential plant and equipment to support growth

As at May 24 YTD the company has loaned the founder \$150,948. This loan is not on payment terms and is non-interest bearing and therefore has been classified as a current receivable. Wages are yet to be paid to the company founder, for this financial year \$45,000 will be paid, and offset against the founder loan. No further drawings will be made on this loan following the CSF offer.

With the funds raised under the CSF Offer, we plan to continue to invest in our systems, and expand our stock offerings. While we continue to scale the business, we do not expect to be profitable in the short-term.

Comments on revenue outlook 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 revenue outlook has been prepared by the Company and has not been validated by an independent third party.

¹⁶ Source: The Australian Financial Review, Fast Starters list, Special Report, 29 November, 2023, p10.



Section 3: Information about the Offer

3.1 Terms of the Offer

The Company is offering up to 1,100,000 shares at an issue price of \$1.00. per share to raise up to \$1,100,000. The key terms and conditions of the Offer are set out below.

Term	Details
Shares	Fully-paid ordinary shares
Price	\$1.00 per share
Minimum Subscription	\$100,000
Maximum Subscription	\$1,100,000
Opening date	25th June 2024
Closing date	11th July 2024

A description of the rights associated with the shares is set out in Section 3.3.

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.

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.

Retail 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 and there is no guarantee that these funds will be raised.



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.

Intended Use	Minimum Subscription	Maximum Subscription
Enhanced marketing	\$5,000	\$40,000
Better Systems, CRM	\$5,000	\$20,000
New vehicle stock - retail	\$0	\$644,630
Allocation of funds towards wholesale vehicle transactions/consignment finance payouts. Running bank balance to capitalise on trade-in opportunities.	\$77,130	\$300,000
Offer Costs	\$12,870	\$95,370
Total	\$100,000.00	\$1,100,000.00

The Offer costs include the Intermediary's fees under the hosting agreement between the Company and the Intermediary. These fees are up to 7.5% of all funds raised by the Company through Birchall Financial Services Pty Ltd (Intermediary), plus \$4,200 for administration and setup costs. The Offer costs are exclusive of GST.

Other than as specified above, 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. 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 this CSF Offer is unsuccessful, or if only the Minimum Subscription amount is raised, the Company will require further funding to be able to carry out our intended activities over the next 12 months. In such circumstances, the Company may consider alternative sources of funding, such as undertaking a further CSF offer under the CSF regime or other debt or equity funding. Until additional funding is obtained, we will scale back retail stock purchases and trade-in purchases and continue to focus our cash resources on facilitating consignment transactions.



3.3 Rights associated with the shares

Immediately after issue, the shares under this Offer will be fully-paid ordinary 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.

3.3.1 Voting rights

At a general meeting each shareholder has one vote for each share held.

3.3.2 Dividends

All shareholders have a right to receive any dividends declared and paid by the Company. The directors have a discretion and may resolve to declare and pay dividends to shareholders, subject to retaining a reasonable amount for prudent financial management of the Company and to otherwise comply with the Company's obligations to comply with the Corporations Act 2001 (Cth) (for example, the Company cannot pay dividends unless the Company's assets are sufficiently in excess of its liabilities immediately before the dividend is declared and where it may materially prejudice the Company's ability to pay its creditors).

3.3.3 General meetings and notices

The Directors may by Ordinary Resolution can call a general meeting. Members may call a general meeting in accordance with the Corporations Act 2001 (Cth).

3.3.4 Election and removal of directors

The Founder Shareholder may appoint and remove one director as long as the Founder Shareholders holds at least 5% of the Ordinary Shares and one director for each 15% of the share capital held by the Founder Shareholder.

Shareholders holding 80% of the Seed Preference Shares (if any) may appoint or remove one Director for so long as they hold Seed Preference Shares. As at the date of this document, there are no Seed Preference Shareholders.

Shareholders as a group (but excluding the Founder Shareholder and Major Seed Preference Shares) may appoint and remove one Director by simply majority vote.



3.3.5 Winding-up

Subject to Constitution and the rights or restrictions attached to any Shares or class of Shares, if the Company is wound up and the property of the Company available for distribution among the Members is more than sufficient to pay:

- (a) all the debts and liabilities of the Company; and
- (b) the costs, charges and expenses of the winding up,

The excess must be divided among the Members in proportion to the number of Shares held by them, irrespective of the amounts paid or credited as paid on the Shares. For more information, please see clauses 26.1, 26.2 and section 7 of Schedule 4.

3.3.6 Restrictions on sale and transfer

Except in the case of a Permitted Transfer, a shareholder must first offer their shares to an Eligible Member before the shareholder can offer their shares to other shareholders or third parties: clause 11.4 of the Constitution. If any shares remain unallocated after the Eligible Members have exercised their pre-emptive rights, the shareholder may sell their shares to shareholders who are not Eligible Members or third parties. An 'Eligible Member' is any Member holding at least 5% of the total issued share capital of the Company. A 'Permitted Transfer' is a buyer who is controlled by the shareholder, or who is an affiliate of the shareholder or following an Ordinary Resolution of the Directors.

Drag along and tag along rights

The Constitution contains drag and tag-along rights, as follows:

Drag along

- (a) Where one or more Members, individually or collectively, holding not less than 70% of the Shares (Selling Members) has received an offer in good faith from a third party (Purchaser) on an arm's length basis to acquire all of the issued Shares in the Company, then the Selling Members may give a notice in writing (Drag Along Notice) to the other Members (Minority Members), requiring them to sell all of their Shares on the same terms.
- (b) The Drag Along Notice must state:
 - (i) the name of the proposed Purchaser;
 - (ii) the sale price (which must be the same as the price per Share to be paid to the Selling Members by the Purchaser and must be a price that is equal to or greater than the Fair Value), and any other terms of the proposed sale of Shares to the Purchaser;



- (iii) that the Selling Members require each Minority Member to sell all of its Shares to the Purchaser at the same price and on terms that will be no less favourable to the Minority Member than the corresponding terms and conditions for the Selling Members; and
 - (iv) the scheduled completion date (if any) for the sale, which must be the same date that the sale of the Shares held by the Selling Members is scheduled to take place.
- (c) On receipt of a Drag Along Notice, each Minority Member must sell its Shares to the Purchaser on the terms of the offer, and the Members agree to co- operate with each other to implement the sale to the Purchaser.
- (d) The obligation of a Member to sell his or her Shares is conditional on all Members selling their Shares to the Purchaser, with completion of the sale of the Shares to occur at the same time for all Members.

Tag along

- (a) Where parties holding together not less than 50% of the issued Share capital in the Company (Selling Party) intend to sell their Shares to a third party (Third Party), then any other Member (Exercising Party) will have the option (Tag Along Option) to require the Selling Party to cause the Third Party to purchase part or all of the Shares held by the Exercising Party at the same price at which the Selling Party is selling its Shares to the Third Party. The price per Share and terms upon which the Selling Party must cause the Third Party to purchase the Exercising Party's Shares must be the same as those referable to the sale of the Selling Party's Shares to that Third Party.
- (b) The Selling Party must immediately notify the Exercising Party in writing if and when the Exercising Party becomes entitled to exercise the Tag Along Option giving details of the proposed Third Party and the terms and conditions of the sale of Shares. The Exercising Party may only exercise the Tag Along Option by giving written notice to the Selling Party and the Company prior to the expiration of a period of ten (10) Business Days commencing from the date on which it receives written notice under this clause (Tag Along Option Period). The exercise notice must specify the number of the Exercising Party's Shares which the Selling Party is required to cause to be purchased by the Third Party (Put Shares).
- (c) Upon the exercise of the Tag Along Option, the Selling Party is bound to take all reasonable steps (including, causing completion of the sale of its own Shares to the Third Party) to cause the Put Shares to be purchased by the Third Party on the terms specified above.



- (d) If the Third Party for any reason fails to buy all of the Put Shares at the relevant price (or at a greater price) and terms and otherwise in accordance with this schedule, and to complete that purchase simultaneously with the completion of the sale of the Selling Party's Shares, then the Selling Party must not sell or otherwise transfer any of its Shares to the Third Party.

Exit provisions:

A Special Resolution of Directors is required for the following decisions with respect to the Company or its subsidiaries (unless the matter was already approved in the context of a resolution approving the Business Plan):

- (a) The sale of all or a substantial part of the Business of the Company or any subsidiary.

See Schedule 2 of the Constitution.

A Special Resolution of Members is required for the following decisions with respect to the Company or its subsidiaries:

- (a) any reorganisation, reclassification, reconstruction, consolidation or subdivision of the capital of the Company or the creation of any different class of securities in the capital of the Company;
- (b) any buy-back, redemption, reduction or cancellation of Shares or share capital;
- (c) apply to a stock exchange for a listing, or for quotation of Shares.
- (d) any amendments to the constitution; and
- (e) the winding up of the Company.

See Schedule 3 of the Constitution.

Discretion to refuse to register a transfer of shares

The Company has the power to refuse a transfer of shares to a third party.

3.3.7 Pre-emptive rights / anti-dilution on issue of shares

Pre-emptive rights (Right of First Refusal)

Other than in relation to an Excluded Event, if the Board determines to make an issue of new shares in the Company, it must first offer Eligible Members to subscribe for new shares in the Company in their relevant proportion. Eligible Members have 10 Business Days to accept the offer to subscribe for new shares. If any new shares remain unsubscribed, the Company may offer those new shares to those Eligible Members who wish to subscribe for excess new shares.



If there still remains unallocated new shares, the Company may offer such shares to third parties: see clause 15 of the Constitution.

3.3.8 Amendments to the Constitution

To vary the Constitution or adopt a new constitution, the Company must pass a Special Resolution at a general meeting. A Special Resolution means a resolution passed or given by Shareholders who together hold at least 65% of the Shares on issue.

3.4 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 their investment in the Company. These include:

- 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: Information about investor rights

4.1 Cooling-off rights

If you are a retail investor, 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 (**Cooling-off Period**).

You must withdraw your application via the Intermediary's platform. You will be able to withdraw your application within the Cooling-off Period by following the link and the instructions within your portfolio 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.

4.2 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.

4.3 Proprietary company corporate governance obligations

4.3.1 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.

4.3.2 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.rennauto.com.au, and on the Company's share registry website at the following address <https://www.cakeequity.com> (free of charge) or can purchase the report from ASIC.

4.3.3 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).

4.3.4 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.



4.4 Company updates

The Company will provide regular updates to investors on the Company's website at the following address www.rennauto.com.au, via the Company's share registry website at the following address <https://www.cakeequity.com/> and via the Intermediary's platform.



Glossary

Company means Cochrane Group Pty Ltd ACN 648 810 066

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

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

Intermediary means Birchall Financial Services Pty Ltd ACN 621 812 646 AFSL 502618

Maximum Subscription means the amount specified in this CSF offer document as the maximum amount sought to be raised by the Offer. The Maximum Subscription is subject to rounding based on the share price of the Offer.

Minimum Subscription means the amount specified in this CSF offer document as the minimum amount sought to be raised by the Offer. The Minimum Subscription is subject to rounding based on the share price of the Offer.

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

Retail investor has the meaning given to the term “retail client” under the Corporations Act

We look forward to welcoming you on the Rennauto journey. Let's drive!