Level 27, Brookfield Place
10 Carrington Street
Sydney NSW 2000

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ASX Announcement

22 May 2025

MA Financial Group to acquire real estate investment manager IP Generation

Highlights

- MA Financial to acquire IP Generation, a real estate investment management firm specialising in Australian shopping centres
- IP Generation manages approximately $2 billion[1] in assets and has a strong track record of growth and delivering strong investment performance
- This strategic acquisition grows MA Financial's assets under management ("AUM") to over $12 billion and further increases the scale, breadth, and capability of its existing real estate business
- Senior IP Generation executives will remain with the business and take key leadership roles in the combined real estate asset management team
- The fixed consideration of approximately $90.4[2] million implies a 7.9x multiple of normalised FY24 EBITDA. The fixed consideration is predominately MA Financial shares subject to long-term escrow
- The transaction is expected to be accretive to MA Financial's FY25 underlying earnings per share on a full year pro forma basis

Strategic acquisition

MA Financial Group Limited (ASX: MAF, "MA Financial", "the Group") has agreed to buy IP Generation[3], a specialist real estate investment management firm.

The acquisition of IP Generation represents an important strategic and complementary acquisition for MA Financial as it continues to build a leading global alternative asset manager with deep capability in real estate and private credit.

IP Generation manages approximately $2 billion[1] of Australian shopping centres across 10 unlisted funds on behalf of some 1,100 high-net-worth investors. The IP Generation team has an impressive track record of originating off-market acquisitions and delivering attractive returns through active asset management.

[1] AUM based on retail shopping centre assets is $1.9 billion following divestment of Corio Village in 1H25.

[2] Fixed consideration value based on a MAF issue price of $7.00 per share. Additional earnout consideration may be payable subject to meeting future performance milestones.

[3] Acquisition of 100% of IP Generation Pty Ltd and its subsidiaries.

IP Generation has been very active over the last three years, acquiring approximately $1.4 billion in shopping centres on behalf of its diversified investor base. MA Financial believe that the team has done an exceptional job of buying well in a dislocated market, and that bodes well for its fund investors and the platform's ongoing success.

The strategic acquisition of IP Generation increases MA Financial's AUM to in excess of $12 billion and provides expanded acquisition and capital raising capability to accelerate its growth. Importantly, it also materially bolsters the Group's presence and investor base in Melbourne, with minimal distribution channel overlap between the businesses.

MA Financial believes that the real estate sector is likely to experience favourable conditions in the coming years for investment returns and growth due to macro tailwinds. The additional scale and expertise resulting from this acquisition positions MA Financial strongly to capitalise on these conditions.

IP Generation is very complementary to MA Financial given the Group's strong focus on retail shopping centres. MA currently manages 28 retail assets across its real estate asset management and property management (Retpro) business. This acquisition significantly progresses the Group's plan to create a leading Australian integrated real estate asset management business offering investors unique access to internally sourced investment opportunities.

Investors of IP Generation will also benefit from the enhanced scale, broader expertise, diversified opportunities, and strengthened financial backing of the combined group.

Following completion of the transaction, MA Financial will have a real estate asset management platform with significant scale, breadth and capability including:

- Approximately $8 billion of AUM across core real estate, alternative real estate and real estate credit
- A fully integrated shopping centre manager actively managing approximately 40 assets
- A large and diverse investor base across wholesale high net worth, retail and institutional investors
- Approximately 250 executives across real estate investment management, asset management and owned operating platforms
- Deep operating capabilities across shopping centres, hospitality, hotels and marinas

Julian Biggins, Joint CEO of MA Financial said "We are delighted to welcome the IP Generation team to MA Financial. We have a long association with IP Generation and its senior leaders and believe that together we have a significantly strengthened real estate management capability. This acquisition will mutually benefit our many investors, which aligns with our philosophy of achieving win-win outcomes for clients, shareholders and staff."

Chris Lock, Founder and CEO of IP Generation said "Combining IP Generation with MA Financial is a natural fit. We have known and worked with the MA team for many years and believe that we have a strong cultural alignment as well as a common founder philosophy. We are all very excited about the future and look forward to continuing to deliver attractive investment opportunities and returns to our investors in the same way we have over the last seven years."

Overview of IP Generation

Established in Melbourne in 2018, IP Generation manages approximately $2 billion[4] of assets across 10 funds that own 14 retail shopping centres on behalf of approximately 1,100 high-net-worth investors.

The business has developed an impressive track record in securing assets, raising capital and delivering strong returns to its investors. It has raised over $1 billion of equity for its funds since inception from its investor base concentrated in Victoria.

IP Generation was founded by Chris Lock, a highly regarded real estate investor with a demonstrated history of identifying acquisition opportunities, raising the necessary investment capital and then maximising returns through active management. Chris will assume the role of Head of Core Real Estate at MA Financial and be responsible for the performance of the Core Real Estate business and its funds. Chris will be supported by long time IP Generation Chief Operating Officer Ingrid van Dijken.

Greg Miles will take on the role of Director – Retail and be responsible for the performance of the retail assets for the Core Real Estate business. Prior to joining IP Generation, Greg was with Westfield / Scentre Group, where he held a

[4] AUM based on retail shopping centre assets is $1.9 billion following divestment of Corio Village in 1H25.

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variety of roles over 23 years, including President and Chief Operating Officer of Westfield USA and Chief Operating Officer of Scentre Group.

IP Generation's Chairman, David Blight, will also join MA Financial as Executive Chairman – Core Real Estate and be responsible for MA Financial's Melbourne office and expanding its presence in the local market. David was formerly the Global Chair and CEO of ING Real Estate Investment Management and Vice Chair of ING Real Estate.

They will be supported by a senior executive team, including Andrew Coutts and Harley Kras, all with deep experience across the real estate sector and forming part of a broader, high-calibre team of 29 people.

There is strong cultural fit and alignment between MA Financial and IP Generation, with both businesses maintaining the same investor-led approach and combination of young leaders with senior oversight to deliver consistent and sustainable outcomes.

Acquisition structure and impact

MA Financial will acquire IP Generation for fixed consideration of $90.4m[5], implying a 7.9x multiple of FY24 normalised EBITDA[6].

The fixed consideration comprises two components:

- $80.0 million in upfront consideration payable 100% in MAF shares
- $10.4 million in deferred consideration payable 50% in cash / 50% in MAF shares in 12 months

Additional earnout consideration may be payable subject to meeting future performance milestones aligning for growth.

Under the terms of the transaction, the consideration which takes the form of MAF Shares will be subject to escrow, generally on a long-term basis for up to five years.[7] There is the potential for acceleration of release from escrow subject to meeting future performance milestones and limited other circumstances.

Importantly, each of the IP Generation principals will hold a material investment in MA Financial subject to long term escrow commitments which align with the long-term success of the Group.

The combination of IP Generation and MA Financial delivers significant synergies and scale benefits.

The acquisition is expected to be accretive to MA Financial's FY25 underlying earnings per share on a full year pro forma basis.

Completion of the transaction is conditional on customary conditions precedent, including certain change of control consents being received. The transaction is expected to be completed early in 2H25.

Ord Minnett and MA Moelis Australia acted as financial advisers and Herbert Smith Freehills acted as legal adviser to MA Financial in relation to the transaction.

Investor Conference Call

MA Financial will conduct a conference call for analysts and investors on 22 May 2025 at 1:30pm AEST in relation to the announcement. Attendees will need to pre-register using the following link:

https://s1.c-conf.com/diamondpass/10047553-hj87y6.html

Release of this announcement lifts the trading halt requested by MA Financial on 22 May 2025.

ENDS

[5] Fixed consideration value based on a MAF issue price of $7.00 per share.

[6] Based on unaudited management accounts to 31 December 2024, adjusted to remove abnormal / non-recurring items and reflect agreed transaction structure.

[7] The escrow period for 21% of the fixed consideration shares is short-term, being 90 days from the date of completion.

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Authorised for release by a sub-committee of the Board of Directors, MA Financial Group Limited.

For further information, please contact:

Investors:

Michael Leonard
+61 466 773 093
michael.leonard@mafinancial.com

Media:

Jeremy Steven
+61 432 798 078
jeremy@honner.com.au

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