Unity Group

Enterprise Growth Bond

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The Enterprise Growth Fund

The Enterprise Growth Fund exists to allow our investors to get safe, predictable returns by exploiting the arbitrage between small private company pricing and large public company pricing. In doing this we provide access to the largest asset class on the planet and support the growth of small businesses and the wider economy…

In this deck we will outline how we achieve that.

15% p/a Returns

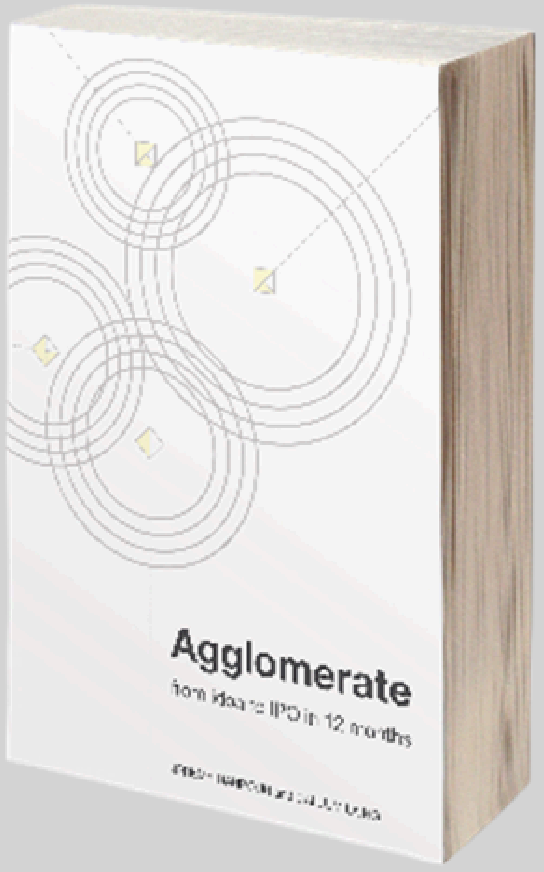
Regulated Fund managed by First Degree Global Asset Management Pte. Ltd (Singapore MAS licenced fund manager)

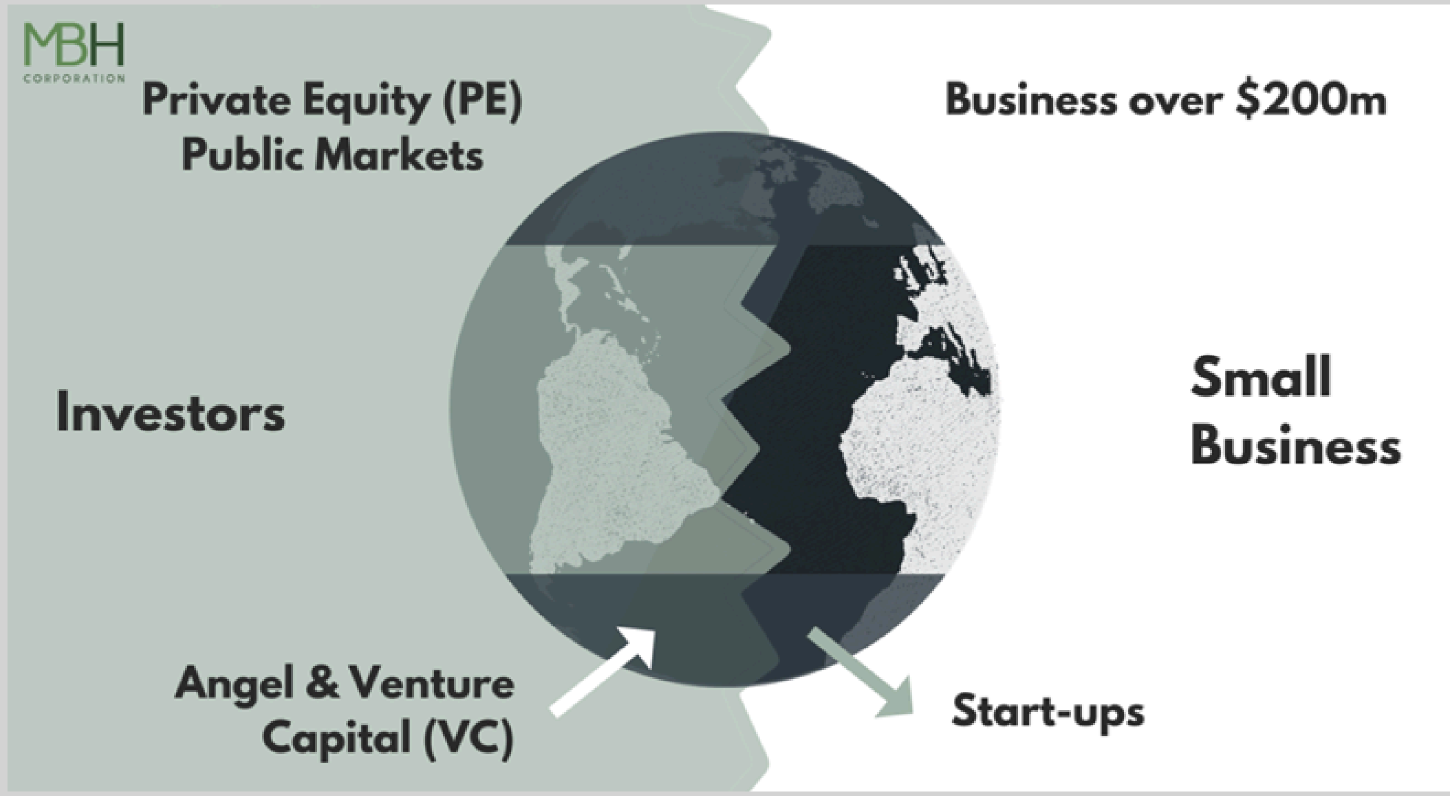
Agglomeration Strategy

For the past decade the Unity Group has focused on using the capital markets to help small businesses around the world to scale, predominantly through an M&A strategy known as Agglomeration.

Written about in the book *Agglomerate by Jeremy Harbour and Callum Laing*, the concept solves several problems for small business owners, whilst allowing sophisticated investors access to the largest asset class on the planet.

Over the years this model has evolved. The current iteration offers the **most predictable growth** and allows Unity Group to offer sustainable, high yields to our investors.





The Challenge

Small businesses represent 50% of GDP around the world and yet the majority of small businesses are off limits to sophisticated investors. They are too illiquid and too risky. Whilst micro and small caps stocks do exist, they are also generally too illiquid and thus too volatile for most sophisticated investors.

On the other side, small businesses are often starved of the capital and other resources they need to grow.

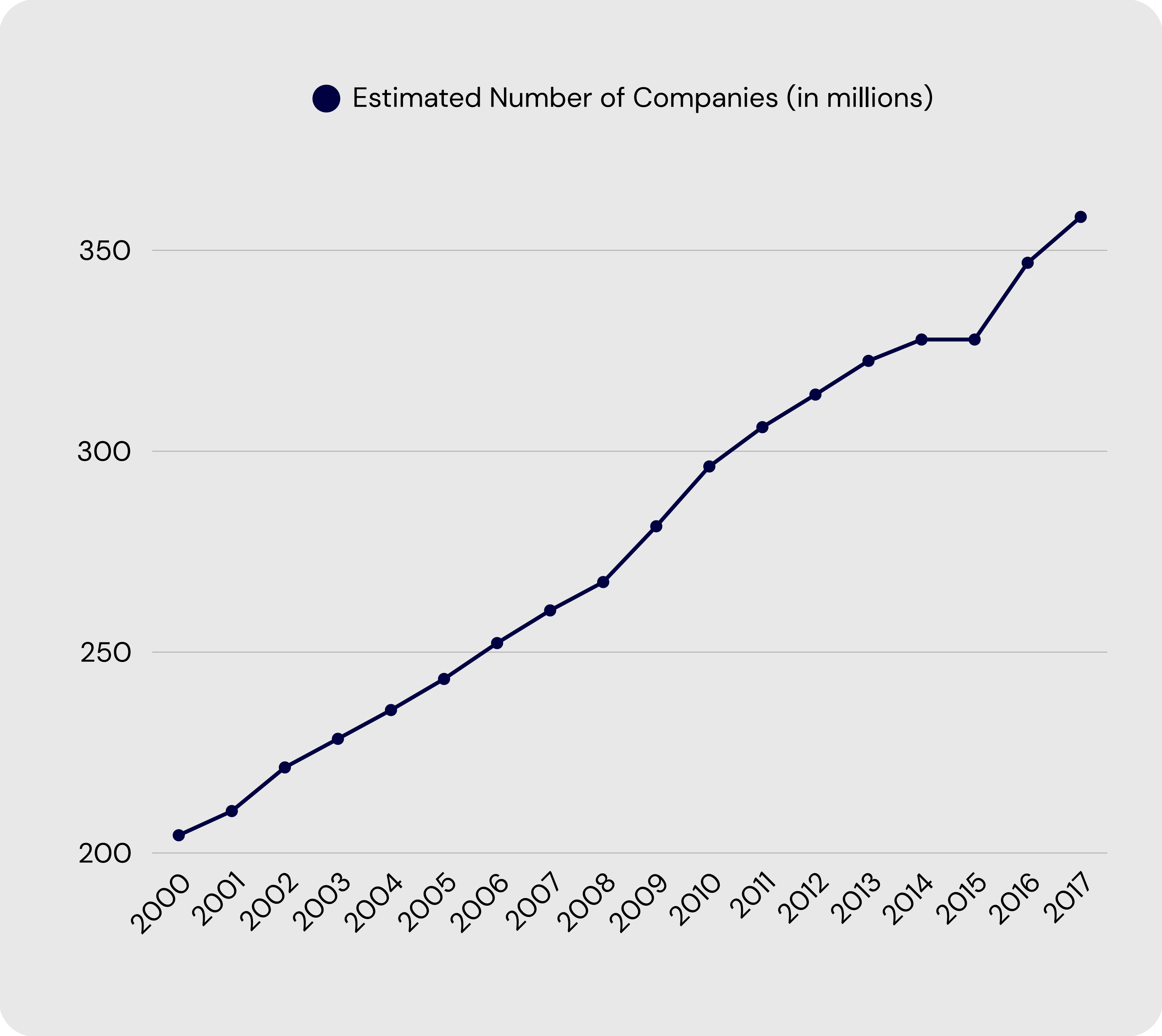
We call this the 'Scale Paradox' - you need to be big to get big.

Scale of SMEs

- 90% of businesses, 60 to 70% of employment and 50% of GDP worldwide
- The growth in global population and the demand for services and resources will continue the fuel the need for SMEs.
- Growth of SMEs in the world (in millions) since 2000

Access to Capital

- The key constraint to growth
- The International Finance Corporation (IFC) estimates that 40% of small and medium enterprises in developing countries, have an unmet financing need of $5.2 trillion every year, which is equivalent to 1.4 times the current level of the global MSME lending



The Solution

In order to get consistent returns from volatile small businesses 3 key components are required.

Dealflow

Deal making is notoriously time consuming with a very high failure rate. To solve this problem you need to create a solution so compelling that companies are willing to accept 'Take it or leave it' terms.
You also need to create sufficient awareness that you have an abundance of leads. This is very unusual in finance.

Supply Demand Tension

Public Limited Companies can be the perfect vehicles for acquisition combining transparency, credibility, flexibility and regulatory oversight. However, many new listings struggle to attract sufficient demand for their shares leading to a declining share price and/or high volatility. This in turn makes them unattractive to potential targets. To avoid this there must be sufficient demand for shares or sufficent controls on the supply of stock into the market.

Time

Even if an entity is able to to solve the first two challenges, it still takes time to build something of value. Whilst markets generally go up, they are prone to volatility along the way. In order to deliver consistent returns to investors, results must be averaged across a sufficient time period to allow the value to grow both through organic means and by M&A.

Why This Is Important

Allowing access to the biggest asset class on the planet is not just good diversification for sophisticated capital it can unlock growth amongst small businesses. This isn't a 'one in a million' bets on new tech startups, this is helping well established, profitable small businesses to solve bigger problems for more clients leading to more jobs and improved economy.

The Opportunity

Over ten years Unity Group has evolved a model that is able to unlock access to the value inherent in small businesses without the risks typically associated with investing directly.

Investors are able to capitalise on this in 2 ways.

1

Investing in the IPIN Enterprise Growth Fund which is a 5 year bond paying **15% p/a.**

2

Investing directly on market into one of our projects. Since the model thrives on low liquidity (see next slides) the only way to do this is to **acquire restricted stock**, at a discount, off market.

How Unity Group Handles

Dealflow

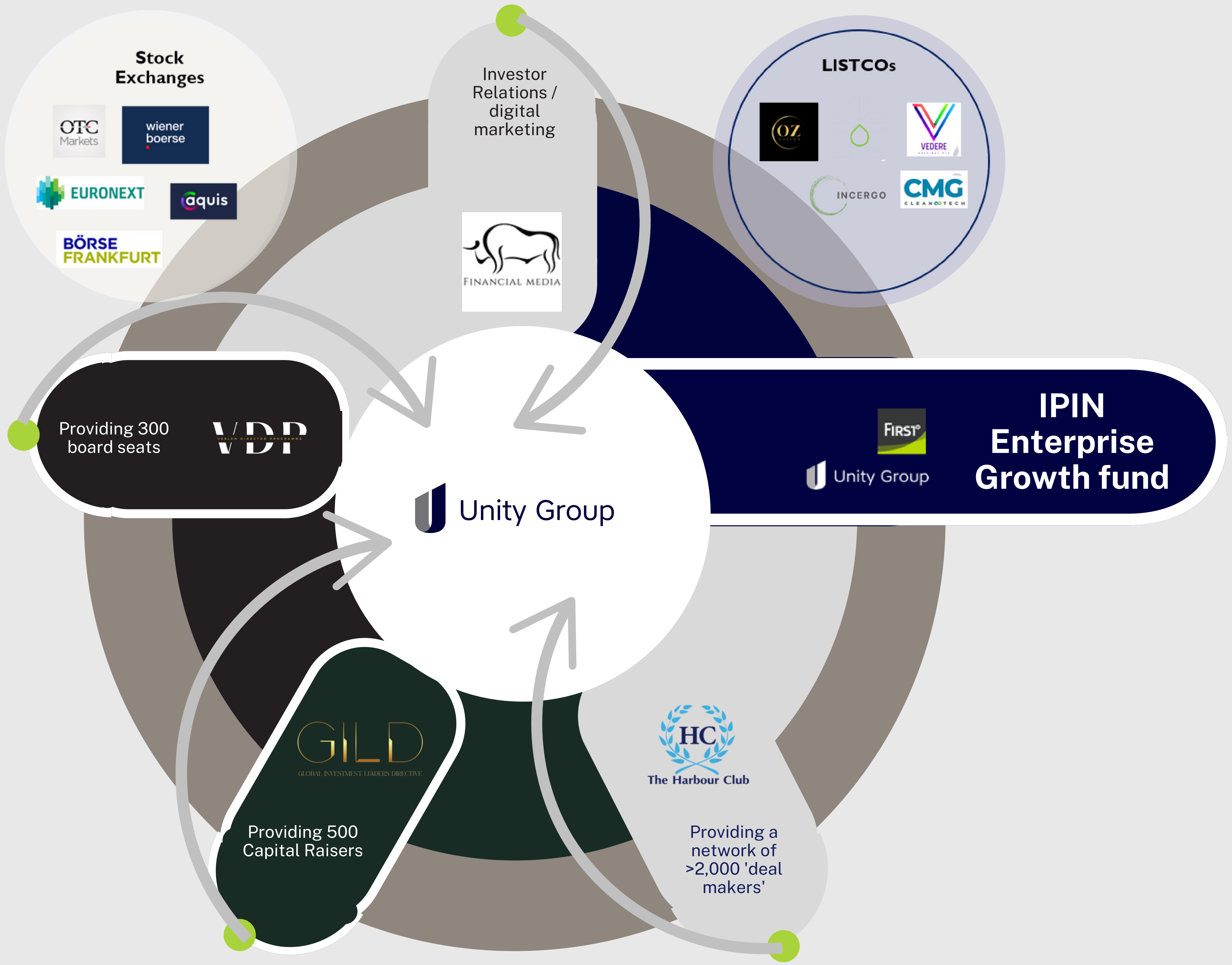
Supply Demand Tension

Time

Dealflow

The Agglomeration Model is an inherently founder friendly solution offering business owners an alternative to going it alone or selling the business out right.

Additionally, over the past decade, Unity Group has built a unique business ecosystem which brings with it an overabundance of deals (over 1,000 applications p/a) allowing us to choose the best and offer them 'take it or leave it' terms.



Covered Markets and Opportunity

- Target markets include UK, USA and Australia
- Pipeline generated by our unique ecosystem
- Opportunity to invest in the SMEs prior to listing
- Listing venues for each region

Deal Pipeline Funnels: Harbour Club, Unity Group, Veblen, FMG

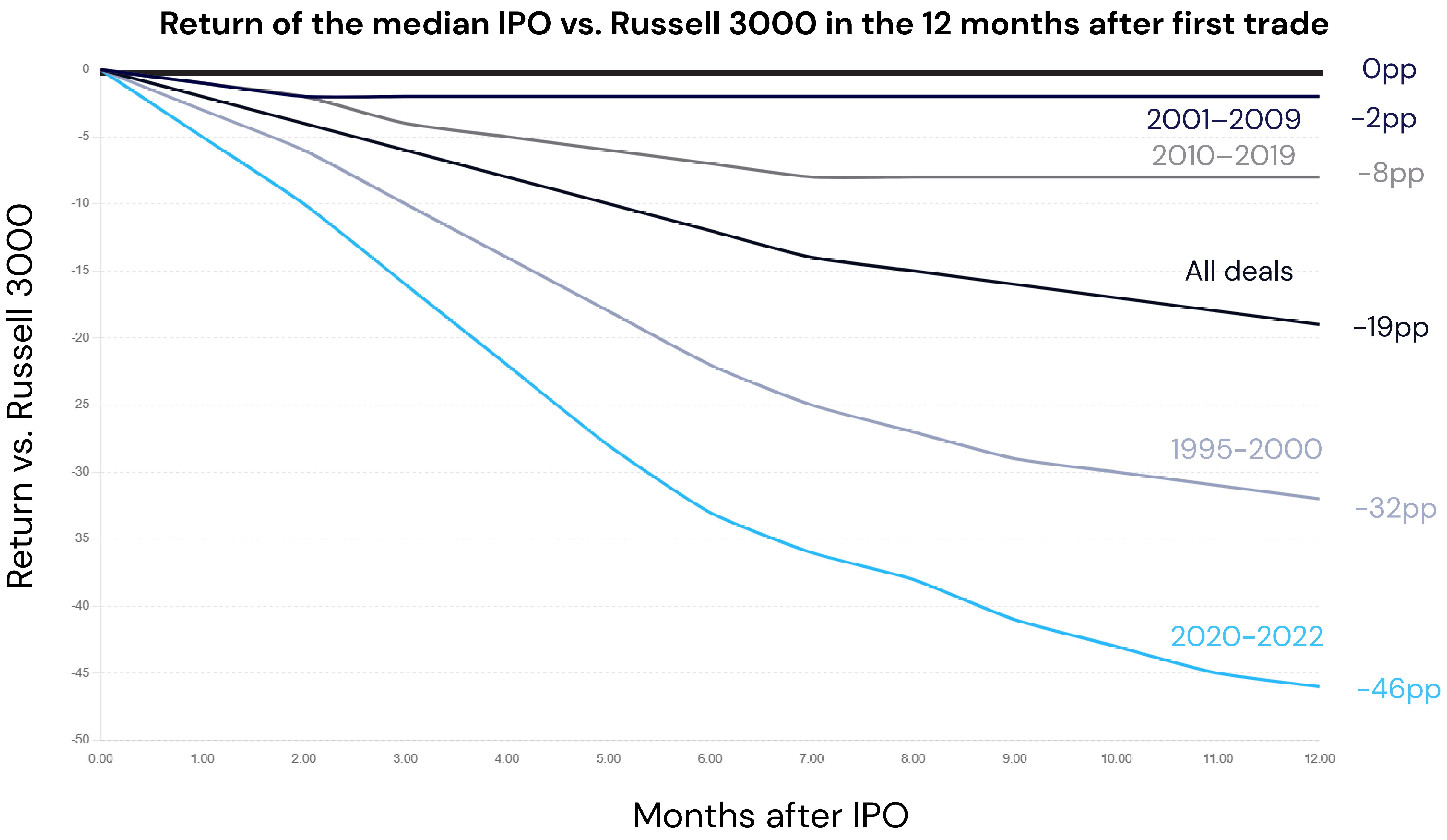
UK – SMEs	US – SMEs	AUS – SMEs
↓	↓	↓
Frankfurt Stock Exchange	Nasdaq, OTC	Frankfurt, ASX

Supply Demand Tension

Current IPO Market

Recognising that todays investors are spoilt for choice and that IPO's are often seen as an 'exit' rather than a growth platform, with founders, staff and early investors all trying to cash out, Unity Group implements a 5 year lock up to all parties associated with the deal. This 'Constrained Stock Model' limits liquidity but provides a stable and appreciating share price with stock only being leaked into the market when there is sufficient demand side to absorb it.

Exhibit 2: IPOs completed during 2022-22 have dramatically underperformed



Source: FactSet, Bloomberg, Goldman Sachs Global Investment Research

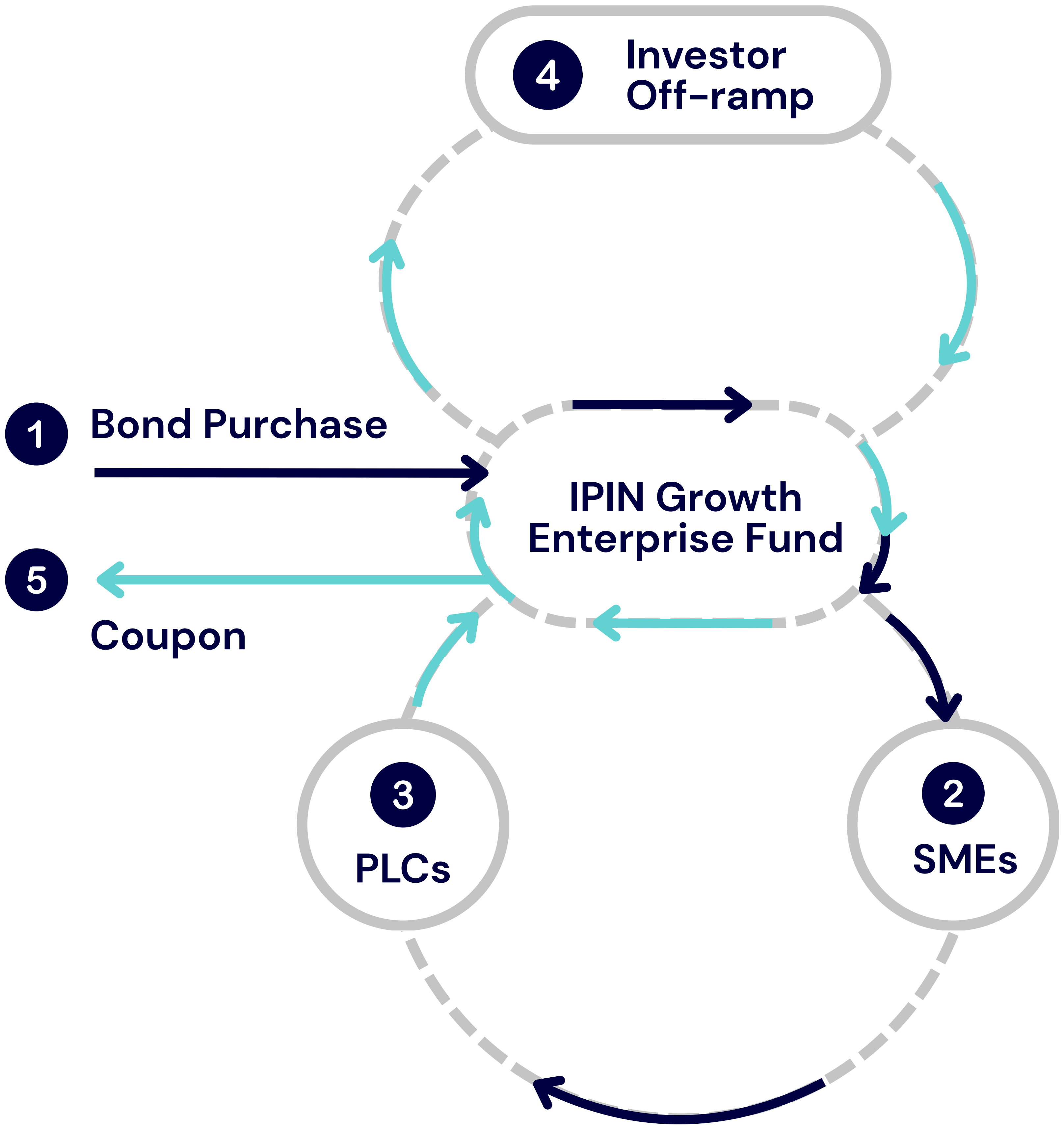
Time

Typical equity buyers are prone to selling at the most inopportune moments for management, especially when the price of the shares is critical to the acquisition strategy. By working with our investors on a 5 year bond time horizon, we remove that risk factor and it gives sufficient time to build the market cap of the company up.

By having a ‘variable end date’ of between 4 - 7 years, we also mitigate the risk of having to be forced sellers during a down market.

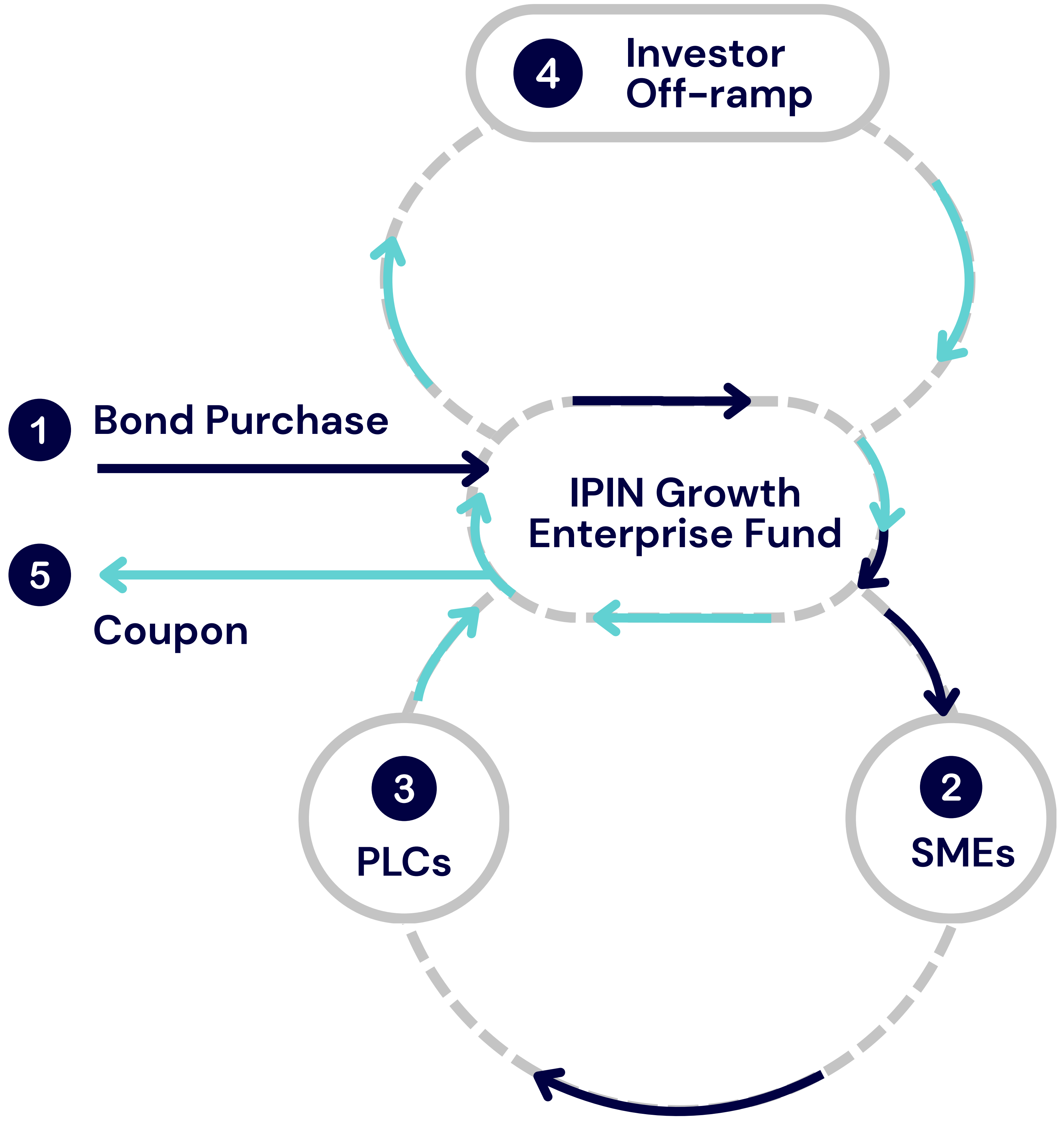
The following Money Cycle shows the flow of funds. To illustrate this we will share an example of how this model would work. Whilst this is not an actual case study it is an amalgam of several projects we're working on to illustrate the point.

- Investor acquires $10m of IPIN EGF Bonds
- $2m of that is allocated to an Adult Vocational Training company that is currently going through DD awaiting acquisition by one of our PLC's.
- The $2m goes onto the balance sheet of the small company (although it might take 1-2 years to fully deploy into the business based on hitting various milestones)
- Growth Fund gets $4m in private shares
- The PLC acquires the Training company in an all stock deal (and adds the cash to the balance sheet)



Cont...

- Growth Fund Sells a percentage of its locked PLC stock off market at a discount to a willing party of investors.
- The first 15% of that cash is used to fund investor coupons
- Remaining funds can be recycled and invested into the next company.
- The aim with the PLC's is to use M&A to build them to a Billion market cap over the course of the 5 years and then cross list them to bigger, more liquid markets, when they have the growth and momentum to handle that.



In this manner and because of the 3 key components (Dealflow, Supply Demand Tension and Time), Unity is able to offer **consistent returns regardless of what is going on in the wider market.**

With an almost unlimited pool of good companies looking to scale this model has a lot of runway.

- ✔ **Dealflow**
- ✔ **Supply Demand Tension**
- ✔ **Time**

Experience

Elements of this concept have been developed over the past 10 years.

This is a guide to the deals Unity Group has been able to attract and complete.
These deals were all done without capital.

A full list of deals is available in the virtual data room, but of the last 40 deals Unity Group has done, the average deal size is:

$6.46m
with Unity Group making **25%** or approximately **$1.61m per deal**

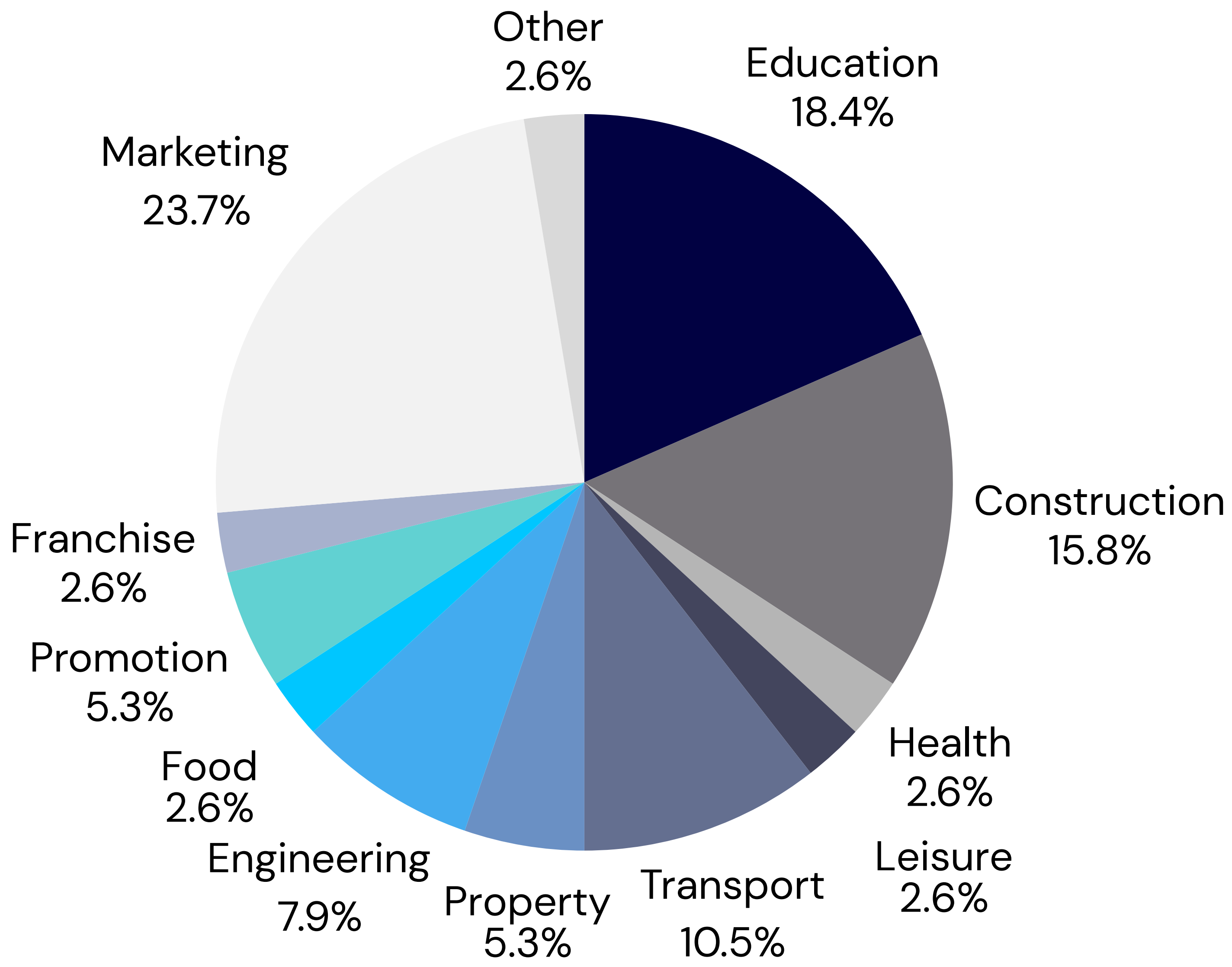
Backed by the Enterprise Growth Bond, those numbers are expected to increase significantely

40+
deals done

$245m+
total deal value

Countries

UK, Singapore, USA, Canada, Australia, New Zealand



Unity Group 2025 Pipeline

Target Market Cap:

$1B by Q4 2025
$3B by Q4 2026

Deal Inflow:

~1,000 deals per year on average

Group Industry Focus	Target Listing	Listing	Total deal value (in $USD millions)	Geographic Region
Legal Firm	2025 Q2	Frankfurt	$10m	UK
Education	2025 Q2	Frankfurt	$5m	UK
Health Foods	2025 Q3	Euronext Paris	TBC	UK
Visual Semiconductor	2025 Q3	Vienna	$52m	UK
Further expansion of Live Production Listing through acquisition	2025 Q2	OTC Markets	$23m	USA

IPIN Investment Overview

Category	Details
Product	Promissory Note issued by the IPIN Fund
Fund Manager	First Degree Global Asset Management Pte Ltd
Regulator	Monetary Authority of Singapore (MAS)
Details	Sub-Fund No. T20VC0066K-SF011 First Degree Fund VCC UEN: T20VC0066K

Tenure

4-7 Years

Minimum Investment Sum

USD $100,000

Option	Description	Typical Rate
Option A	Calculated and payable monthly	15% p.a.
Option B	Calculated monthly, compounded and payable annually	16.1% p.a.
Option C	Calculated monthly, compounded and payable at the end of the term	20.4% p.a.

The Process

1 Introduction & Documentation

Investors are introduced to the team at First Degree Asia and will receive:

- **Funding Agreement –** Outlines the terms of the investment and includes the details of the promissory note
- **Private Placement Memorandum (PPM) for First Degree Fund –** Provides comprehensive information about the fund, including its structure and terms

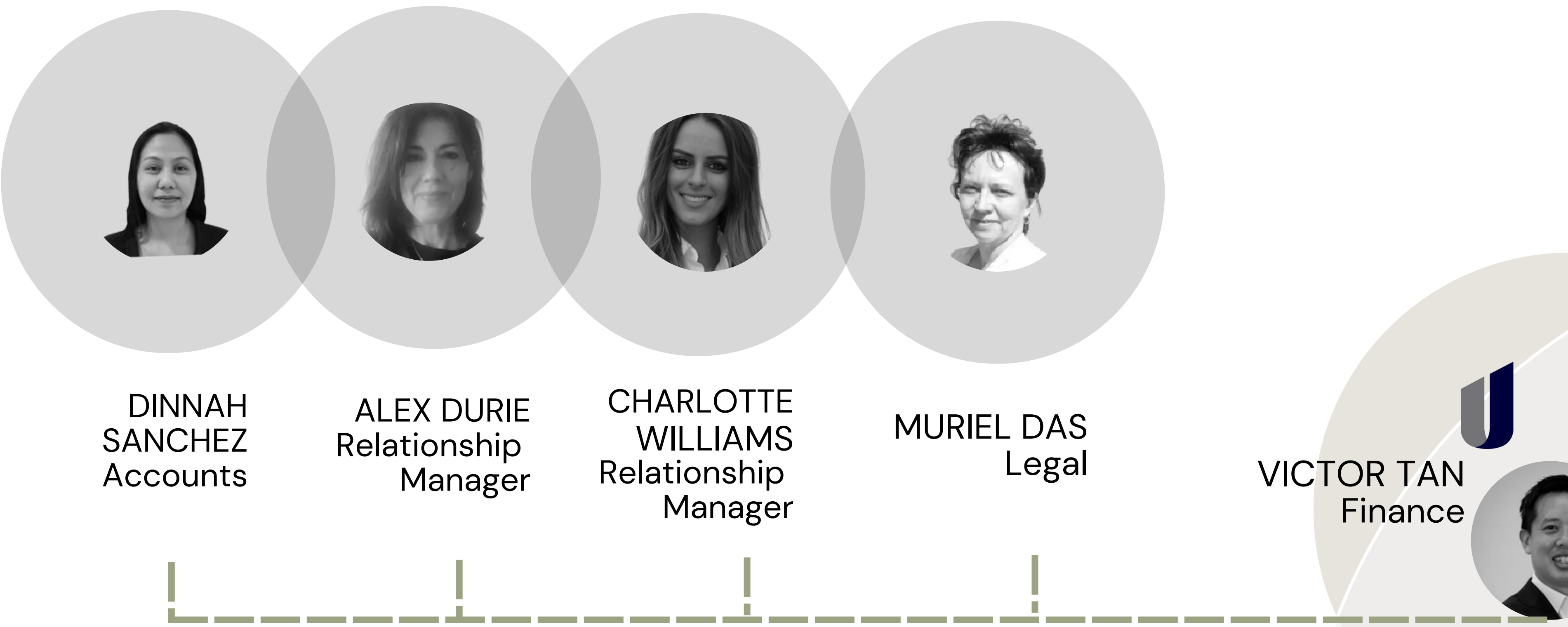
2 Know Your Customer (KYC) Process

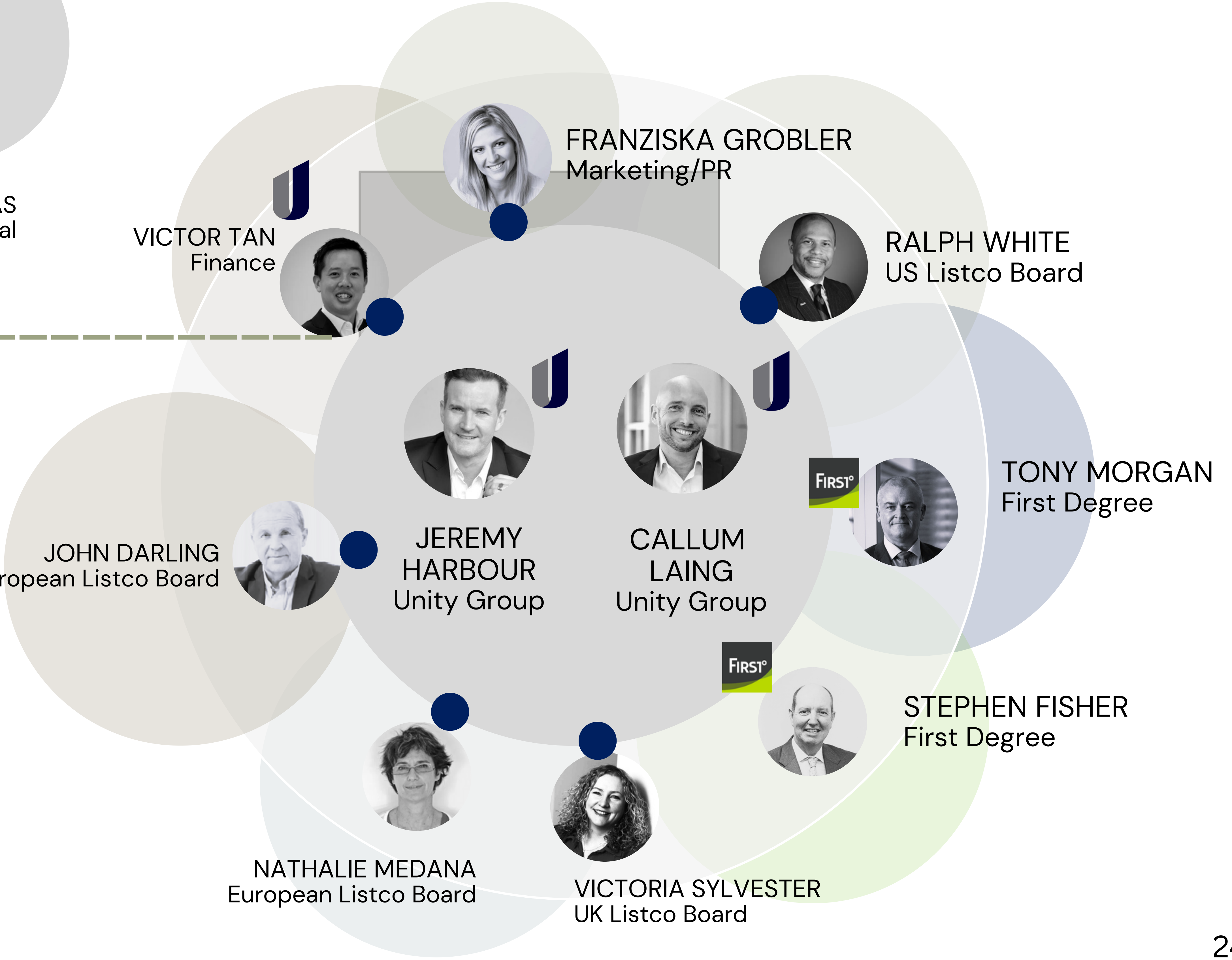
The Fund Managers initiate the KYC process and request the necessary investment documentation

3 Funding and Promissory Note Issuance

Once the investor transfers the agreed funds, they will receive a Promissory Note confirming their investment

This note serves as formal acknowledgment of the investment terms and obligations





Unity Group Team

Jeremy Harbour
Founder and CEO of Unity Group

Jeremy Harbour is a British entrepreneur, investor, and mergers and acquisitions (M&A) expert, renowned for his innovative approaches to business growth and consolidation. With a career spanning over three decades, he has been instrumental in reshaping the landscape for small to medium-sized enterprises (SMEs) through his unique methodologies.

As the founder and CEO of Unity Group, Jeremy has pioneered the “Agglomeration” model, enabling SMEs to collaborate under a central publicly listed holding company. This approach allows businesses to maintain operational autonomy while benefiting from shared resources and increased market presence.

Achievements and Contributions

Throughout his career, Jeremy has:

- Completed hundreds of company transactions, encompassing both distressed and solvent businesses.
- Been featured in numerous publications, and always been frank about both successes and failures and the valuable lessons learnt.
- Advised on more than 200 acquisitions, showcasing his extensive expertise in the M&A field.
- Won awards, and been invited to Buckingham palace and the houses of parliament
- Lectured globally on M&As, serving as an Advisory Director for Mint National Bank and a DBS Business Class advisor.

Key Risks

Risks	Mitigation
Liquidity risk	We have a large number of HNW's, FO's and small institutions willing to buy locked stock off us at a discount to market (typically 20%) on a stock that is trending upwards. We also have a variable end date (between 4-7 years) so we are never forced sellers at an inopportune time.
Valuation risk	The asset coverage ratio on the initial investment is 2:1. This means there is a 50% downward protection on the investment. Unlike PE or VC we are not dependent on any of the acquisitions out performing. Our growth is driven by M&A which is more predictable
Investment manager risk	Fund is managed by First Degree and it has the responsibility to ensure Noteholders are protected and regulated by MAS Singapore.
Investment risk	Capital is secured firstly against Unity Groups profits with the first 15% being allocated to investors and secondly against the valuations of the public entities
Credit risk	Noteholders will be the first ranking creditor in the fund. Unity is a shareholder of the fund which means creditors are ranked higher than shareholders.

The biggest asset class in the world economy is small business and yet most fund managers have zero direct exposure to it.

By combining multiple cash generating small businesses under a public company holdco whilst constraining the flow of stock to avoid unwanted volatility, Unity Group is able to offer investors predictable returns through a 5 year bond secured against the public assets we're building.

This unique solution offers small businesses a very real chance to scale and level the playing field against big corporations which is a net positive for those businesses, their employees and their local communities."

– Jeremy Harbour, Unity Group

For access to the full dataroom please <click here>

For additional information or to arrange a conversation with one of the principals, please contact info@unity-group.com