

## Documents pending

1. ANZ – Please refer to attached statements on the email
  - ANZ portfolio valuation report as at 30/06/2022
  - ANZ 012-012- 192716301 bank statement (Cash transactions) from 01/07/2021 – 30/06/2022
  - ANZ E-Trade Account-012-012108926585 Cash Statement from 30/04/2022 to 30/06/2022 – Please request Peter for the bank statement.
2. Macquarie CMA 04651- bank account closing balance as at 30/06/2022 (pdf statement) – Please refer to the attached statement on the email.
3. Property:
  - Annual Rental statement of Prop1/40 Manning Road: include rental income summary and expense detail Attached
  - Property revaluation report as at 30/06/2022 or for 2021/2022 FY \$4m
4. Investment Holdings:
  - Microequities High Income Value Microcap Fund- Fund Closing balance as at 30/06/2022 both dollar value and unit balance, Investment Transactions Statement from 01/07/2022-30/06/2022 and Distribution tax statement for 2021/2022 FY – Please refer to the attached statements on the email.
  - Tambla limited: Unit closing balance and Valuation report as at 30/06/2022 same
  - Ocius Technology Ltd: Unit closing balance and Valuation report as at 30/06/2022 same
  - Gold stake Exploration Inc: Unit closing balance and Valuation report as at 30/06/2022 same
  - Crescent Capital Partners IV: Unit closing balance and Valuation report as at 30/06/2022 attached
  - Crescent VI Feeder Trust: Unit closing balance and Valuation report as at 30/06/2022 attached
5. Details of the Following transactions in ANZ Cheque Account
  - \$100,000.00 and \$67,777.00 withdrawal on 19/07/2021 and 30/07/2021 Zen Haus Spring Farm Loan – Are these for SMSF expense or pension drawdown?  
\$100k was SMSF Loan to Archwell Constr – repaid 21/6/22  
\$67777 was SMSF purchase of 5% (5000 shares) in Zen Haus P/L
  - \$100,000 Deposit on 21/06/2022 – capital return or investment income?
6. Details of the Following transactions in ANZ etrade Account
  - \$172,000.00 Deposit in ANZ etrade account on 06/12/2021 – capital return? Or fund transfer from which bank account?

Sold & Bought back ANZ notes –  
Repurchased notes

257186314 – PERSONAL.

7. Macquarie Account:

- \$40,000.00 Withdrawal from Macquarie account on 23/06/2022 (WLE Fund purchase)  
Please supply us the fund purchase statement, investment transaction statement from 01/07/2021-30/06/2022, 2021/2022 Fund Annual Tax Statement, Fund valuation report as at 30/06/2022 Please refer to the attached CHESS Holding Statement.

✶ • \$25,000.00 Deposit in Macquarie account 19/11/2021(CMC MARKETS STOC 18781255)  
Which bank account was this \$25k transferred from? I think, the fund was transferred from SMSF ANZ account ending in 906, however, please kindly confirm with Peter.

- \$98.04 Deposit on 17/03/2022 (PCG DIVIDEND MAR22/00802188)

Is this PCG held under SMSF's name? Yes, it is in the name of Dind Holdings Pty Limited <Dind Super Fund A/C>.

# Minutes of Meeting of Directors

Zen Haus Pty Ltd  
ACN 623 300 934

Held at: Tumbi Umbi NSW 2261

Date: 10 February 2020

Time: 12pm

Present: Denis Harsany & Jan Lienemann

Chairperson: Denis Harsany

Quorum: The Chairperson noted that a quorum was present at the meeting of Directors entitled to pass the proposed resolutions.

Documents tabled:

Zen Haus Pty Ltd ASIC certificate of registration dated 7/12/2017

Constitution of Zen Haus Pty Ltd

ASIC Company Extract dated 9/7/2019

Freelance Marketing Contract Zen Haus Pty & The Happy Habitat dated 3/4/2019

Zen Haus Pty Ltd Draft Commitment Summary dated 7/2/2020

Eurostyle Homes Pty Ltd Draft Current Debt Summary 14/1/2020

Resolutions:

*DSF 5% 5000 SHARES = \$67,117  
OR ZHAUS*

1. Dind Holdings Pty Ltd will transfer the sum of \$200,000 into the bank account of Zen Haus Pty Ltd as consideration for the transfer of 15% of shares in Zen Haus Pty Ltd.
2. Dind Holdings Pty Ltd ATF for Dind Superannuation Fund is to be transferred 5% of shares in Zen Haus Pty Ltd.
3. Jan Lienemann or Nominee is to be transferred 10% of shares in Zen Haus Pty Ltd.
4. Jan Lienemann or Nominee is to be transferred an additional 5% of shares in Zen Haus Pty Ltd for foundation work in the company to date at the price of 1\$.
5. The \$200,000 deposited into the account of Zen Haus Pty Ltd is to be recorded as a loan from Denis Harsany or Nominee at a 0% interest rate to be used as follows –
  - a. Approximately \$100,000 towards outstanding creditors and/or cashflow for Zen Haus Pty Ltd including the project at 37 Elyard Street, Narellan NSW as per the draft commitment summary dated 7/2/2020.
  - b. Approximately \$50,000 towards paying the outstanding creditors and/or for the completion of the pilot project at 15A Woods Street, Riverstone NSW as per the draft current debt summary dated 14/1/2020 attached. Following the payment of these amounts, any loans between Zen Haus Pty Ltd and Eurostyle Homes Pty Ltd is to be extinguished and credited to \$0.
  - c. The balance of approximately \$50,000 is to be utilised by Zen Haus Pty Ltd for the purposes of marketing and general operating expenses.

6. Jan Lienemann is to become a Director of Zen Haus Pty Ltd.
7. The Happy Habitat or Nominee of Jan Lienemann is to retain the terms of remuneration specified in the Freelance Marketing Contract dated 3/4/2019 in lieu of any salaries or Director's fees unless agreed by all new Directors in writing. A new agreement document may need to be executed to replace the current Freelance Marketing Contract for this purpose.
8. Denis Harsany will nominate an entity to receive like for like payments to match the payments being paid to The Happy Habitat or Nominee of Jan Lienemann. This payment will also be in lieu of any salaries or Director's fees. For the purpose of clarity this would mean that between 2-4% of gross revenue would be paid to the Nominees of Jan Lienemann and Denis Harsany while the business is trading or as agreed otherwise in writing by both parties.
9. A business plan is to be prepared to reflect the following –
  - a. A gross profit of 25% will be targeted for the business
  - b. Offshore administration costs may be approximately 5% of turnover
  - c. Director's agreements as described above are to be 2-4% of gross revenue
  - d. Local administration costs may be up to 20% of gross profit
  - e. A marketing budget or costs up to 20% of gross profit is to be targeted
  - f. 20% of gross profit is to be retained in the business for cash flow
  - g. 20% of gross profit is to be distributed to shareholders
10. Kennedy Barnden is to remain the company accountant and advice will be sought from Kennedy Barnden in relation to this structure, share dividends and any other usual company requirements.
11. The Company Director and Share Register is to be updated immediately to reflect the above once all Nominees are confirmed in writing or within 28 Days as per ASIC requirements.
12. The Constitution of Zen Haus Pty Ltd is to be updated with a revised Constitution or Shareholders Agreement within 28 days.

Notes:

1. It has been disclosed to all parties that a preferred builder agreement is in place with Eurostyle Homes Pty Ltd which is soon to be under the control of Justin Stevenson. Eurostyle Homes Pty Ltd has the first right of refusal as a preferred builder or installer for Zen Haus Pty Ltd products and project referrals unless authorised in writing by Denis Harsany or Nominee.
2. Sejla Behlic may also be granted 5% of shareholding in the company for a consideration of 1\$ subject to confirmation by Denis Harsany or Nominee. An option to purchase back those shares for \$200,000 will be held by Denis Harsany or Nominee.

Meeting closed: There being no further business, the meeting was declared closed at 3pm.  
Signed as a true and correct record.



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Chairperson