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15 May 2026 **ASX ANNOUNCEMENT**

GTI acquires Simplicity Loyalty and invests in Marketplacer and Completes $10m Capital Raise

Gratifii completes $10.0 million capital raise to expand APAC loyalty, rewards, engagement capability via the Integration of complementary technologies

Gratifii Limited **(ASX: GTI) ('Gratifii' or the 'Company'),** an innovative rewards and engagement technology platform, has signed a binding Share Purchase Agreement (**SPA**) to acquire Simplicity Australasia Limited and Simplicity Technologies Limited **(Simplicity)** and signed a non-binding Term Sheet to make a strategic investment in Marketplacer Holdings Ltd **(Marketplacer)** (together, the **Transactions**). To fund the Transactions, Gratifii has received firm commitments via a two-tranche placement to raise $10.0 million. All amounts are in Australia dollars (A$), unless otherwise stated.

Key Highlights

- Simplicity, a provider of loyalty and rewards / points services across ANZ, expands Gratifii's market presence in Australia and New Zealand whilst adding a blue-chip enterprise client base (including a leading international QSR franchise chain, Schneider Electric, Dulux and Genesis).
- Simplicity delivered unaudited FY25 revenue of $4.6m[1] (41% recurring SaaS), and normalised unaudited EBITDA of $0.54m[1].
- Marketplacer, a global enterprise marketplace platform, expands the accessible product and supplier network that is available to Gratifii's 18+ million member account base.
- Received firm commitments to raise $10.0m via a two-tranche placement. All four Gratifii Directors will participate in the Offer, subject to shareholder approval.
- The Transactions form part of Gratifii's clear, staged strategy to accelerate growth, expand its addressable market and fast-track the Company's path to EBITDA profitability.

Iain Dunstan, Gratifii CEO and Managing Director, said:

"These transactions materially transform our capabilities and position Gratifii at the centre of a rapidly growing number of opportunities from new and existing clients. Simplicity plugs in immediately, improving our unit economics and sector coverage from day one."

"The Marketplacer partnership transforms our reward platforms to reward marketplaces, giving our 18+ million members access to real commerce at scale. Our investment into Marketplacer provides added resourcing to accelerate our combined go-to-market offering, whilst enabling us to benefit from the potential value uplift achieved by Marketplacer through our combined partnership."

"With more than 80 enterprise clients and access to over 65% of Australian and New Zealand households, we now have an extraordinarily attractive base to monetise, accelerate growth, and drive long-term shareholder value."

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Simplicity – Proposed Acquisition

Overview and Rationale

Founded in 2001, Simplicity is a loyalty and rewards platform with longstanding relationships across Asia-Pacific, and a long standing and blue-chip customer portfolio including a leading international QSR franchise chain, Dulux, Schneider Electric and Genesis.

The business generated FY25 unaudited revenue of $4.6m[1], ~41% of which is high-margin recurring revenue, and normalised unaudited EBITDA of $0.54m[1], before expected synergies. Simplicity strategic supplier partnerships include deep integrations with top-tier product, travel, and experience vendors that complement Gratifii's existing supplier network. Approximately 70% of Simplicity's revenue is generated in Australia and 30% in New Zealand.

The acquisition of Simplicity is highly complementary and immediately provides scale to Gratifii's position in the Retail, QSR, and FMCG sectors, the highest-value segments in the loyalty market. There is little client overlap between the two businesses driving a high degree of confidence in client retention and incremental revenue growth with higher-margin recurring revenue improving the combined group margins. Synergies are expected over the first 12 months through the elimination of duplicated shared services and platform consolidation.

Transaction Structure

Upfront purchase price of ~$3.4m[1], with an earnout of ~$0.34m[1].

The upfront purchase price is earnout; structured as ~$2.1m[1] cash with the balance in Gratifii shares, subject to shareholder approval to be issued at the 30-day VWAP at completion and escrowed for 12 months.

The transaction is subject to several conditions precedent. Further details on the key terms of the Share Purchase Agreement are summarised in **Annexure A.**

Marketplacer – Operational Partnership and Strategic Investment

Operational Partnership

Marketplacer is a global enterprise marketplace platform providing turnkey onboarding, AI-powered product classification, and fulfilment infrastructure. Its seller supply network spans 1000's of categories and geographies, and its API-first architecture enables seamless integration with existing loyalty, rewards, and engagement platforms.

Marketplacer will be the commerce engine powering Gratifii's growing rewards network, turning rewards and benefits into a customised, product-rich marketplace with commercial-grade depth. The partnership creates a sticky ecosystem: the more categories available, the more redemptions; the more redemptions, the deeper the data; the deeper the data, the stickier the member. New enterprise clients will be able to launch rich reward stores in weeks, not months, leveraging Marketplacer's turnkey catalogue operations, and all without inventory risk.

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GTI's strategic investment in Marketplacer aligns long-term partnership incentives and provides the working capital to accelerate the feature deployments and integrations required by GTI. Furthermore, Gratifii is able to benefit from the potential value uplift achieved by Marketplacer through our combined partnership.

Strategic Investment

Gratifii has executed a non-binding term sheet to subscribe for $5.0m of convertible notes in Marketplacer.

The convertible notes earn a 12% interest rate (with interest capitalised to the loan) and converts to Super Senior Preference Shares, the highest equity class, carrying a 2.25x preferred liquidation preference.

The transaction is subject to several conditions precedent including Marketplacer and Gratifii shareholder approval along with execution of convertible note documentation.

It is noted that current beneficial holder, Bombora Special Investment Fund **(Bombora)** has been a minority investor in Marketplacer Limited since 2019. Bombora's current holding in Marketplacer is less than 1% of the capital structure and is not considered material.

The material terms of the Marketplacer investment are provided in **Annexure B.**

Outlook

Together, these Transactions position Gratifii at the centre of a rapidly growing loyalty and rewards consolidation opportunity, not just in Australia and New Zealand, but globally.

The Company is well positioned to accelerate its established customer engagement business, leveraging its proprietary loyalty and rewards platform, currently accessed by **18+ million accounts** and over **80 enterprise customers** across Australia, New Zealand, and Southeast Asia.

The shared unit economics expected to deliver incremental EBITDA contribution to Gratifii, with discussions well progressed with first tranche of potential customers.

Capital raising

The Company has received firm commitments for a placement of approximately **$10.0 million** via fully paid ordinary shares at a fixed price of **$0.040** per share, a 14.9% discount to the last close price and 23.3% discount to the 15-day VWAP.

Tranche 1: ~$4.2 million via the issue of a total of approximately 106 million fully paid ordinary shares, made up of ~63 million under listing rule 7.1 and ~43 million under Listing Rule 7.1A.

Tranche 2: ~$5.8 million via the issue of approximately 143 million fully paid ordinary shares subject to shareholder approval at a to be convened Extraordinary General Meeting.

Placement Participants in both Tranche 1 and Tranche 2 will receive one option for every two shares subscribed and issued, with an exercise price of $0.10 and a maturity date which is 2 years from the date of issue, subject to shareholder approval.

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Use of funds

	Amount (A$m)
Simplicity Loyalty acquisition consideration + synergy execution	$3.0m
Strategic investment in Marketplacer	$5.0m
Working capital and costs of the transactions	$2.0m
TOTAL	**$10.0m**

Henslow Pty Ltd and Stralis Capital Partners Pty Ltd are acting as Joint Lead Managers to the Placement and are entitled to 6% + GST fee on funds raised and 6,845,066 options **(Lead Manager Options)**, exercisable at a 50% premium to the issue price with a three-year expiry, subject to shareholder approval. The material terms of the Lead Manager Options are provided in **Annexure C.**

Both Transactions remain subject to the completion of several conditions precedent, including negotiation of a binding agreement (Marketplacer), and approval of relevant share issuances at an Extraordinary General Meeting (EGM) expected to be convened on or around 29 June 2026.

GTI confirms that this announcement has been approved by the Board of Directors of GTI.

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About Gratifii Limited

Gratifii Limited (ASX:GTI) is an ASX listed company transforming the way that loyalty and rewards are managed and delivered. Our single platform is a complete solution offering affordable, market-leading functionality and configurability. Over 80 mid-to-top tier brands rely on Gratifii for their loyalty and rewards across Australia, New Zealand and Hong Kong.

To learn more, visit: www.gratifii.com

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Annexure A – Summary of Key Terms: Simplicity Loyalty Acquisition

Item	Details
Share Purchase Agreement	On 14 May 2026 the Company entered into a binding Share Purchase Agreement to acquire Simplicity Australasia Limited and Simplicity Technologies Limited
Vendors	a) Stephen John Macdonald; b) Andrew Paul Segar; c) Nicole Cherie Segar; d) DLT (2025) 2 Limited; e) Christine Margaret Segar; and f) SJM Trustees Limited. (the **Simplicity Vendors)**
Cash Consideration	NZD$2.5m cash payable to the Simplicity Vendors on completion
Scrip Consideration	NZD$1.5m to be paid in Shares on completion or as soon as practicable thereafter. The issue price of these shares will be the VWAP of shares over the 30 days immediately prior to completion of the acquisition
Earnout	Up to NZD$0.4m in cash payable subject to the Group achieving agreed gross profit and EBITDA targets for financial year ending 31 March 2027.
Completion Date	1 September 2026, or such other date as agreed between the parties.
Conditions Precedent	Satisfactory completion of due diligence; landlord and key contract counterparty consents; recontracting of key clients, ASX and regulatory approvals (if required); Gratifii shareholder approval for the issue of consideration shares; and no Material Adverse Change.
Representations and Warranties	Customary representations and warranties from the Vendors regarding the business, financial position, assets, liabilities, material contracts, intellectual property, taxation and employees of the Group. Warranty claims are subject to agreed minimum thresholds, time limits and aggregate liability caps.
Governing Law	New Zealand

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Annexure B – Summary of Key Terms: Marketplacer Convertible Note

Item	Details
Instrument	Convertible Note ('Notes'), face value A$1.00 per Note.
Issuer	Marketplacer Holdings Limited (ACN 633 906 162).
Interest Rate	12.0% per annum. Interest capitalised into the Notes balance.
Security and Ranking	Unsecured, sits behind existing secured debt
Maturity Date	24 months from the issue date of the Notes.
Conversion	Upon a Qualified Funding Event, being: i) a capital raise by Marketplacer of at least A$10m ii) a sale of >50% of Marketplacer's issued share capital iii) At maturity. Subject to the above, all Notes will automatically convert into Super Senior Preference Shares at the Conversion Price at minimum of 25% discount.
Redemption	If Noteholders elect to redeem at maturity, Marketplacer must pay 100% face value plus all accrued interest.
Senior Preference Shares	New highest-ranking share class in Marketplacer's capital structure with a 2.25x Liquidation Preference in an exit event or liquidation.
Conditions Precedent	Full execution of definitive legal documentation; approval/consent of existing Marketplacer noteholders, Marketplacer and Gratifii Shareholder Approval.

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Annexure C – Lead Manager Options

The Lead Manager Options (Options) entitle the holder to subscribe for Shares on the following terms and conditions:

a. Each Option gives the Option holder the right to subscribe for one Share. To obtain the right given by each Option, the Option holder must exercise the Options in accordance with the terms and conditions of the Options.

b. An Option holder shall be entitled to attend any meeting of the members of GTI but is not entitled to vote at any meeting of the members of GTI unless they are, in addition to being an Option holder, a member of GTI.

c. The Options will expire at 5:00pm (AEST) on 30 June 2029 **(Expiry Date).** Any Option not exercised by the Expiry Date will automatically lapse on the Expiry Date.

d. The amount payable upon exercise of each Option will be AUD$0.060 **(Exercise Price).**

e. The Options held be each Option holder may be exercised in whole or in part.

f. An Option holder may exercise their Option by lodging with GTI, before the Expiry Date:
   i. A written notice of exercise of Options specifying the number of Options being exercised; and
   ii. An electronic funds transfer of the Exercise Price in respect of the number of Options being exercised.

   (Exercise Notice)

g. An Exercise Notice is only effective when GTI has received the full amount of the Exercise Price in cleared funds.

h. Within 5 days of receipt of the Exercise Notice accompanied by the Exercise Price, GTI shall
   i. Allot the number of Shares required under the terms and conditions respect of the number of Options specified in the Exercise Notice;
   ii. Record the Option holder as the holder of those Shares in its register of members;
   iii. Deliver holding statements in respect of those Shares to the Option holder; and
   iv. All shares allotted upon the exercise of options will upon allotment rank pari passu in all respects of other Shares.

i. The Options are not transferrable.

j. The Options do not entitle the Option holder to any dividend or distribution rights or any rights on liquidation or winding up GTI.

k. GTI will not apply for quotation of the Options on the ASX.

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l. GTI will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within three business days after the date of allotment of those Shares.

m. If at any time the issued capital of GTI is reconstructed, all rights of an Option holder will be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

n. There are no participating rights or entitlements inherent in the Options and Option holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, GTI will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least seven Business Days after the issue is announced.

o. In the event GTI proceeds with a pro-rata issue (except a bonus issue) of securities to Shareholders after the date of issue of the Options, the exercise price of the Options may be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.

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