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ASX Announcement
15 June 2026

XPON AGREES DIVESTMENT OF GOOGLE GMP AND GCP BUSINESS TO INCUBETA, ACCELERATING WONDARIS AI MARKETING PLATFORM STRATEGY

Sale of Datisan Pty Ltd enables XPON to recalibrate its balance sheet, fund Wondaris AI Marketing Platform growth, and pursue strategic M&A in the AI sector

XPON Technologies Group Limited (ASX: XPN) (**XPON** or the **Company**), a data-driven digital marketing technology company, is pleased to announce it has entered into a binding agreement to divest its Google Marketing Platform (GMP) and Google Cloud Platform (GCP) business through the sale of Datisan Pty Ltd ACN 622 804 228 (**Datisan**) to Incubeta Australia Pty Limited ACN 138 482 916 (Buyer), part of the Incubeta group, the internationally recognised AI-outcomes agency backed by global private equity firm The Carlyle Group (NASDAQ: CG).

Highlights

- The sale of the GMP and GCP Business enables XPON to recalibrate its balance sheet, invest with conviction in the growth of the Wondaris AI Marketing Platform, and pursue XPON's strategic M&A objectives in the AI sector.
- Binding Share Sale Deed executed for the divestment of Datisan Pty Ltd to the Buyer for a completion payment of A$5,500,000 cash, plus a contingent earn-out of up to A$2,00,000, for a maximum total consideration of A$7,500,000.
- Incubeta is a marketing and AI-outcomes agency and one of a select few globally certified Google Marketing Platform and Google Cloud Platform partners - an ideal custodian for Datisan's clients and team.
- The transaction is subject to conditions precedent including XPON shareholder approval, ACCC merger clearance, and completion of key client change of control consents.
- The Board unanimously supports the transaction and will recommend shareholders vote in favour. Each Director, who is also a shareholder, intends to vote in favour.

"The divestment of Datisan is a pivotal strategic step for XPON. We have built an outstanding business in Datisan, and Incubeta — backed by The Carlyle Group — is an ideal home for the team and their clients. For XPON shareholders, this transaction delivers meaningful capital, clears the path for us to invest with conviction in our Wondaris AI Marketing Platform, and provides the financial flexibility to pursue our AI-focused M&A strategy. The Board is unanimous in its support and looks forward to presenting full details to shareholders in due course."

— Mark Simari, Chairman, XPON Technologies Group Limited

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Divestment of the GMP and GCP Business

Following a strategic review of the Company, its capital structure, and its strategic priorities, the Board has reached the decision to divest the Google GMP and GCP Business. The sale will enable XPON to recalibrate its balance sheet, fund the continued development of the Wondaris AI Marketing Platform, and provide capital to pursue XPON's strategic M&A objectives in the AI sector.

Datisan is an Australian digital marketing technology company and one of a select group of certified Google Marketing Platform (GMP) and Google Cloud Platform (GCP) reseller and managed services businesses in the Asia-Pacific region, delivering data analytics, marketing technology, and GMP services to enterprise clients across Australia and New Zealand.

The Board ran a targeted process to identify a suitable acquirer for Datisan and is pleased to have executed a binding agreement with ICE Bidco Limited, part of the Incubeta group, a marketing and AI-outcomes agency and certified GMP and GCP partner.

Terms of the Transaction

Under the terms of the Share Sale Deed (SSD), the Buyer will acquire the entire issued share capital of Datisan on the following basis

- Completion payment of A$5,500,000 in cash, payable at completion; and
- A contingent earn-out consideration of up to A$2,000,000 calculated by reference to Datisan's gross profit for the twelve months ending 31 December 2026 (Earn Out Period), measured against a gross profit target of A$5,340,000. The earn-out threshold is A$4,810,000, below which no earn-out is payable. Between the earn-out threshold and the gross profit target, the earn-out scales on a linear pro-rata basis up to the A$1,500,000 cap.

The final equity value at completion will be determined on a debt-free, cash-free basis, with adjustments for net working capital and other items, in accordance with the completion accounts mechanism in the SSD.

Use of Proceeds

The proceeds from the sale are intended to be applied to recalibrating the Company's balance sheet, funding the growth and continued development of the Wondaris AI Marketing Platform, and providing capital to pursue XPON's strategic M&A objectives in the AI sector. Further detail on the allocation of proceeds will be provided in the Explanatory Memorandum accompanying the Notice of Meeting.

About the Buyer

The buyer part of the Incubeta group, one of a select few globally certified Google Marketing Platform partners. Founded in 2004 and headquartered in London, Incubeta operates across more than 20 locations worldwide with over 650 people.

Summary of Due Diligence Undertaken by XPON on the Buyer

XPON has conducted due diligence on the Buyer and its ultimate principals to assess their financial and operational capacity to perform their obligations under the SSD, including:

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- Obtaining and reviewing corporate searches for ICE Bidco Limited and its related entities, confirming incorporation, directors, and shareholders;
- Reviewing publicly available information and documentation regarding Incubeta and its backing by The Carlyle Group, including Carlyle's acquisition of a majority stake in Incubeta in November 2022; and
- Obtaining confirmation from the Buyer regarding the source of funds for the transaction, noting that the SSD is not subject to any financing condition.

On the basis of these enquiries, the Board is satisfied that the Buyer has the financial and other capacity to perform its obligations under the SSD.

Conditions Precedent

Completion of the transaction is subject to satisfaction or waiver of certain conditions precedent, including without limitation:

- XPON shareholder approval of the transaction in accordance with ASX Listing Rule 11.2;
- ACCC merger clearance; and
- Change of control consents having been obtained from key counterparties to Material Contracts.

The ACCC merger clearance condition cannot be waived. Completion is targeted to occur 10 business days after all conditions have been satisfied or waived.

A summary of the terms of the SSD will be included in the Explanatory Memorandum accompanying the Notice of Meeting sent to shareholders to approve the transaction.

Unanimous Board Recommendation

The Directors unanimously support the proposed divestment and will recommend that shareholders vote in favour of the transaction.

Notice of Meeting

In due course, XPON shareholders will be provided with a Notice of Meeting and an accompanying Explanatory Memorandum which will contain full details of the proposed transaction and next steps.

Latimer Partners is acting as corporate adviser and HWLE Lawyers is acting as corporate lawyer to XPON in relation to the transaction.

This ASX announcement has been authorised by the Board of XPON Technologies Group Limited (ASX: XPN).

This announcement has been approved and authorised for release by the Board of Directors of XPON Technologies Group Limited ACN 635 810 258

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About XPON Technologies Group Limited (ASX: XPN)

XPON Technologies Group Limited (ASX: XPN) is an Australian-listed data and marketing technology company. Following completion of the proposed Datisan divestment, XPON will focus on building and commercialising the Wondaris AI Marketing Platform — a proprietary platform that enables enterprise marketers to activate first-party data, optimise marketing spend, and drive measurable business outcomes — and on pursuing strategic M&A opportunities in the AI sector. To learn more, please visit: xpon.ai

Forward-Looking Statements

This announcement contains or may contain forward-looking statements that are based on XPON's beliefs, assumptions, and expectations and on information currently available to XPON. All statements that address operating performance, events, or developments that XPON or its directors expect or anticipate will occur in the future are forward-looking statements.

XPON believes that these forward-looking statements are reasonable as and when made. You should not place undue reliance on forward-looking statements because they speak only as of the date when made. XPON does not assume any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

No assurance or guarantee is, or should be taken to be, given in relation to, and no reliance should be placed on, the future business performance or results of XPON or the likelihood that the current assumptions, estimates, or outcomes will be achieved. Actual results, developments, or events could differ materially from those disclosed in the forward-looking statements.