



9 September 2021

Notice of Special Meeting and Shareholder Offer Opens

Highlights

- Notice of Special Meeting of Shareholders to be held Friday 24 September 2021 at 3pm (NZST) to consider and vote on resolutions relating to the Company's acquisition of TASK and the capital raising.
- Opening of a fully underwritten NZ\$5.2 million Shareholder Offer to existing shareholders of Plexure with a registered address in New Zealand and who did not participate in the Institutional Placement, at the same price as the institutional offer.
 - Represents the "retail" shareholder component of a fully underwritten conditional private placement to raise approximately NZ\$20.8 million to partially fund the Company's acquisition of TASK.
 - Complements the approximately NZ\$15.6 million Institutional Placement to institutional, sophisticated and professional investors in Australia and New Zealand undertaken on 1 September 2021.
 - The overall capital raising is conditional on receiving shareholder approval at the Special Meeting of Shareholders.

Notice of Special Meeting of Shareholders

Notice is hereby given that a Special Meeting of Shareholders (**Meeting**) of Plexure Group Limited (**NZX/ASX: PX1**)(**Plexure** or the **Company**) will be held on Friday, 24 September 2021 at 3.00pm (NZST). The purpose of the Meeting is to consider and vote on resolutions relating to the acquisition of TASK, the allotment of shares to the TASK vendors and associates, and the capital raising to partially fund the acquisition of TASK.

Due to the current uncertainty relating to restrictions associated with COVID-19, the Meeting will be held virtually via an online platform. Shareholders attending and participating at the Meeting virtually via the online platform will be able to vote and ask questions during the Meeting.

The Directors of Plexure commissioned Simmons Corporate Finance to prepare an Independent Adviser's Report in relation to the acquisition of TASK. Shareholders are encouraged to read the Notice of Special Meeting, incorporating the Explanatory Memorandum and Independent Advisers Report, carefully and in their entirety as they contain important information on the proposed transaction and capital raise.

Plexure Group Limited

Level 2,
1 Nelson Street
Auckland, 1010

P.O. Box 90722
Victoria Street West
Auckland 1010



Copies of the Notice of Special Meeting materials, including Virtual Meeting Guide, Proxy Form, Explanatory Memorandum, and Independent Adviser's Report are attached.

NZ\$5.2 million Shareholder Offer Opens

Plexure announces the opening of applications for a NZ\$5.2 million Shareholder Offer (**Offer**) to Eligible Shareholders. Eligible Shareholders are all persons recorded on Plexure's share register at 7.00pm (NZ time) on 8 September 2021 (**Record Date**) with a registered address in New Zealand and who have not participated in the Institutional Placement.

Under the Offer, Eligible Shareholders have the opportunity to apply for up to NZ\$30,000 worth of new ordinary shares in Plexure (**Offer Shares**) on and in accordance with the Terms and Conditions in the Offer Document, without incurring brokerage or other transaction costs. The Offer is fully underwritten. The Offer involves private placements and is not a traditional share purchase plan.

The issue price of NZ\$0.52 per Offer Share is the same as the price paid by investors in the Institutional Placement (at a fixed exchange rate of NZ\$1.00 = AU\$0.9615). The Issue Price represents a 3.7% discount to Plexure's closing share price of NZ\$0.54 on NZX on 31 August 2021 (being the last trading day before the capital raising was announced) and the Issue Price represents a 25.7% discount to Plexure's closing share price of NZ\$0.70 on NZX on 7 September 2021 (being the trading day before the Record Date).

The Shareholder offer will close at 5.00pm (NZST) on Wednesday 22 September 2021 (unless the closing date is amended).

Funds raised through the Offer, together with the funds raised in the Institutional Placement undertaken on 1 September, will be used to partially fund the Company's acquisition of leading Australian transaction platform provider TASK, as previously announced. Please refer to the Explanatory Memorandum and Independent Adviser's Report for details of the rationale for the Acquisition.

The Company does not have capacity under the placement threshold in the NZX Listing Rules to undertake the capital raising without shareholder approval as it undertook a placement and share purchase plan in late 2020. Accordingly, the Company is seeking shareholder approval for the capital raising at the same time that it seeks shareholder approval for the acquisition of TASK.

An Offer Document with further details of the Offer is attached to this announcement.

Ends



Attachments provided to NZX:

Special Meeting

- Notice of Special Meeting of Shareholders
- Appendix A – Virtual Meeting Guide
- Appendix B – Proxy Form
- Appendix C – Explanatory Memorandum
- Appendix E – Independent Adviser’s Report

Shareholder Offer

- Offer Document for Shareholder Offer

Authorised by: Plexure Group Limited Board of Directors

For more information, please contact:

Investors:

André Gaylard
Chief Financial Officer
P: +64 21 288 3355
E: andre.gaylard@plexure.com

Media

Kelly Bennett
OPO Communications
P: +64 21 380 035
E: kelly.bennett@oneplusonegroup.co.nz

About Plexure

Plexure is a mobile engagement software company. Global brands use the Company’s products to engage consumers on mobile devices and drive them to store with personalised offers, mobile order and pay and loyalty. Plexure’s software integrates with operational systems to remove friction and create a seamless purchase experience for consumers.

Plexure makes the sales process for high frequency retailers seamless, engaging and profitable by identifying where customers are, what they want and then facilitating their purchases.

The Company’s technology platform and product offering covers five key capabilities:

- Mobile order and pay
- Next generation loyalty programmes
- Personalised offers
- Data and analytics
- Seamless operations integration

Brands that use Plexure experience an increase in customer numbers and visit frequency, higher average transaction values, larger share of wallet and improved customer satisfaction scores.

The Company now has over 286 million end users on its platform in 64 countries.

Plexure employs 167 staff globally, with offices in Auckland, Christchurch, Chicago, Tokyo, London, Copenhagen and Amsterdam. Clients include McDonald’s, White Castle, Super Indo (part of the Ahold Delhaize grocery chain), Loyalty New Zealand and Pita Pit.

For more information please visit www.plexure.com



About TASK

Founded by Kym and Jennifer Houden in 2000, TASK is the transaction management platform for a wide range of large enterprise clients including stadiums, casinos, food service companies and multi-national restaurant chains. TASK's power is in its platform, owning every customer transaction and touchpoint across Point Of Sale, Kiosks, Online Ordering, Loyalty, Mobile app's and other engagement products.

For more information please visit www.tasksoftware.com