



Building the future of **loyalty & rewards.**

Gratificii to acquire **Simplicity Loyalty** and make a strategic investment in **Marketplacer** to create the most powerful loyalty, rewards, and engagement platform in Asia-Pacific.

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ASX: CTL | [gratificii.com](https://www.gratificii.com)

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Executive summary



Executive summary

Building blocks for success

Foundation

Gratific has built a leading rewards platform serving 18 million end-users, a member base that represents a significant monetisation opportunity now being actively realised.



Acceleration

Simplicity Loyalty accelerates client growth, extends geo coverage, and drives operating leverage through consolidation of complementary capabilities.

SIMPLICITYLOYALTY

Monetisation

Marketplacer partnership significantly expands accessible product / supplier range, enabling Gratific to convert its member base into transaction revenue at scale.

MARKETPLACER

Realisation

These initiatives collectively position Gratific **to reach profitability** within 12 months of Marketplacer deployment.

Executive summary

Building blocks for success



Gratifi overview

- Leading Australian end-to-end loyalty and customer engagement platform
- Enables clients to retain customers, members or employees through unique rewards, campaigns & offers
- 80+ enterprise clients incl. NRMA, RACQ, Westpac, HBF and more
- 18+ million end-user accounts (incl duplicates across clients)
- 600+ suppliers delivering 3000+ products

Simplicity Loyalty acquisition

- Proposed acquisition of Simplicity Loyalty; provider of loyalty and rewards / points services in Aus & NZ
- Strength in Retail, QSR¹ & FMCG¹ - high-value loyalty – complementing GTI's entertainment focus
- Long-standing, blue-chip clients incl. Dulux & Schneider Electric and Genesis
- FY25 revenue of \$4.6m² (41% recurring) & normalised unaudited EBITDA of \$0.54m², pre synergies
- Purchase price of \$3.4m (6.2x EBITDA multiple), plus \$0.34m earnout
- Subject to completion of conditions precedent regarding revenue targets and customer contracts

Marketplacer Investment

- Marketplacer is a global enterprise marketplace platform with turnkey onboarding & fulfilment capability
- Clients: Qantas, British Telecom, Chemist Warehouse & Myer
- Seller supply network of 1000's of categories & geographies, all without inventory risk

Rationale for GTI:

- Enables GTI to offer its 18m+ members a wider range of products driving increased sales
- Shared unit economics deliver material near-term scale & operating leverage
- Potential for incremental EBITDA contribution run rate of \$2.5m+ within 12 months of Marketplacer partnership going live³

1. Quick Service Restaurants (QSR) & Fast-Moving Consumer Goods (FMCG)

2. Simplicity Loyalty is HQ in New Zealand (albeit 70% revenue from Australia). NZD/AUD FX rate of 0.82 (14 May 2026)

3. GTI active membership base average 2 transactions per year and based on the average of GTI and Marketplacer's historical AOV and a 5% take-rate for each transaction

Capital raise to drive significant value creation

Equity capital raise

- \$10m raise via two tranche placement
- Fixed price of \$0.04 per share, discount of:
 - 14.9% to last close price¹ and 23.3% to 15-day VWAP.
 - 1 for 2 attaching option with exercise price of \$0.10 and 2-year expiry term
- Major shareholders and all Directors supporting the Offer
- Use of funds:
 - \$3.0 Simplicity acquisition + synergy execution
 - \$5.0m Marketplacer investment; and
 - \$2.0m working capital and Offer costs

Marketplacer partnership & investment

- Marketplacer to accelerate revenue growth – GTI customer demand seeking Marketplacer's diversified product offering
- Ability to capture asymmetric upside as the partnership drives TTV and scale
- Funding enables both GTI and Marketplacer to reach profitability
- To accelerate the partnership roll-out and capture a portion of upside GTI creates, GTI to make strategic investment of \$5.0m in Marketplacer via Convertible Note
 - 2.25x preferred return (liquidation preference)
 - Provides debt-like seniority with equity-linked upside potential

Timing & conditions

Tranche 2 subject to the following:

- GTI shareholder approval; and
- Execution of long-form Convertible Note documentation
- Marketplacer shareholder approval

1. Last close price of 12 May 2026

Key growth drivers

Expanding our existing business with new clients and products



New customer (member) wins

- Increasing scale through onboarding of new member groups
- Recently signed Seniors Victoria; 1.7 million card members being onboarded
- In discussions with other states for Seniors Card members, representing a potential 3.6 million new card holders



Travel & accommodation

- Partnership with **Access** - one of world's largest private travel rewards networks
- Integrates Access' global travel engine directly into GTI, enabling seamless travel benefits & exclusive rates
- 800k+ hotel and accommodation options
- Rates 10-15% lower with GTI's member group bypassing rate parity restrictions to offer prices below online booking sites



Marketplacer

- Global seller supply network spanning categories & geographies
- Turnkey onboarding and catalogue operations
- Enterprise-grade marketplace fulfilment infrastructure
- Built to drive GMV growth and monetisation, not just enable transactions



Strategic M&A

- Consolidating smaller rewards / loyalty businesses to increase the client base and product range
- Expanding geographical footprint

Blue-chip enterprise clients

We're trusted by 80+ leading brands

Access to over 65% of all Australian & NZ households¹
and 18 million individual member accounts (includes duplicative members)



1. <https://www.prnewswire.com/news-releases/australia-loyalty-programs-market-report-2024-2028-loyalty-programs-have-emerged-as-a-vital-tool-for-the-success-of-retail-businesses-302092812.html>

Proposed acquisition of Simplicity Loyalty



Proposed acquisition of Simplicity Loyalty



Simplicity's platform and business model is highly complementary to Gratifii.

What Simplicity does

Enterprise loyalty & rewards platform

- ✓ Powers **points, rewards & engagement programs**
- ✓ White-label platforms integrated into client ecosystems
- ✓ Focused on **Retail, QSR & FMCG** (high-frequency spend sectors)
- ✓ Blue-chip clients with **deep APAC relationships**
- ✓ Drives **customer retention, frequency & spend**

How it works



Revenue model

SaaS / Platform Fees

High-margin

- Recurring subscription revenue
- Sticky, long-term contracts
- ~41% of revenue base

Transaction Revenue

Volume-driven

- Margin on rewards & redemptions
- Scales with engagement and usage

Managed Services

Upside lever

- Campaigns, promotions, analytics
- Additional monetisation per client

High-margin recurring SaaS + scalable transaction revenue = strong operating leverage

Simplicity Loyalty. A perfect fit.

A respected loyalty platform with blue-chip clients, high-margin SaaS revenue, and deep APAC relationships that plug directly into Gratifi's growth engine to accelerate personalised, data-driven loyalty.

Sector expansion

Simplicity strengthens GTI's position in Retail, QSR and FMCG - the highest-value segments in loyalty.

Enterprise client base

Blue-chip customer portfolio particularly in retail, FMCG and QSR.
Key customers incl. Dulux, Genesis and Schneider Electric.

Strategic supplier partnerships

Deep integration with top-tier product, travel, & experience vendors ready to complement GTI's existing suppliers.

Strong recurring SaaS revenue

Strong foundation with ~A\$1.9m of recurring revenue delivered at high margins with high client retention.

Respected industry reputation

Seasoned loyalty professionals with longstanding relationships across Asia Pacific that will enhance Gratifi's offering.



Attractive financial profile and acquisition metrics

A disciplined acquisition at attractive multiples, structured to align incentives and protect shareholder value.

Financial overview^{1,2}

- Simplicity Loyalty's FY25 **revenue** was \$4.6m
- Approx \$1.9m of revenue complementary **high margin recurring SaaS** revenue (~41%)
- Gross profit margins of 50 - 60%
- FY25 normalised **EBITDA** of **\$0.54m¹**
 - Material synergies expected via duplicative roles and system migration
- **70%** of revenue generated in Australia, 30% in New Zealand

Key acquisition terms¹

- Binding Share Purchase Agreement executed
- Purchase price of \$3.4m, plus \$0.34m earnout, payable:
 - \$2.1m upfront cash payment; and
 - \$1.26m in GTI stock at 30 VWAP as of completion date, escrowed for 12 months
- Working capital required to execute on material people and operating synergies and system consolidation

1. NZD / AUD FX rate of 0.82 (14 May 2026)
2. Normalised unaudited accounts



Gratificii + Marketplacer strategic partnership

MARKETPLACERTM



Who are Marketplacér?

A global marketplace platform that enables retailers, brands, and B2B operators to rapidly launch and scale online marketplaces.



Endless aisle

Expand product range without holding inventory



Seller onboarding

Onboard third-party sellers at scale



Multi-vendor commerce

Operate multi-vendor commerce seamlessly



Revenue streams

Commissions, services, payments & ecosystem monetisation

Platform-led commerce - From inventory-led retail to platform-led commerce



Launch fast

Fast start to enterprise scale



Onboard sellers

API-first, integrations, channel managers



Orchestrate

Products, orders & supply in one platform



Monetise

SaaS, take rate, services, payments



Scale

Global ecosystem of sellers & partners

Why Markplacer works

For the first time: Commerce platforms don't just support revenue — they generate and optimise it.



Expand product range without holding inventory



Operate multi-vendor commerce seamlessly



Fast time-to-value vs legacy competitors



Flexible, modular platform (mid-market → enterprise)

Key differentiators

- Built to drive GMV growth and monetisation, not just enable transactions
- AI embedded at the core to continuously optimise performance
- A clear path to marketplaces that run themselves

Select enterprise customers



High frequency categories that drive redemption volume

Marketplacer provides immediate access to the product categories that matter the most in loyalty.

Health & Wellness



Vitamins, medical supplies, personal care. High-frequency, essential repeat purchases.

Beauty & Personal Care



Skincare, cosmetics, fragrance. Strong gifting behaviour and premium price points.

Home & Lifestyle



Appliances, kitchenware, bedding. High-value practical rewards members actually want.

Baby, Kids & Family



Emotionally motivated, high-need purchases. Parents are the most engaged loyalty members.

Pet Care



Recurring purchases driven by strong emotional connection. Pet owners are fiercely loyal.

Giftable & Seasonal



Products that spike around key moments — Christmas, Mother's Day, Back-to-School.

Everyday Essentials

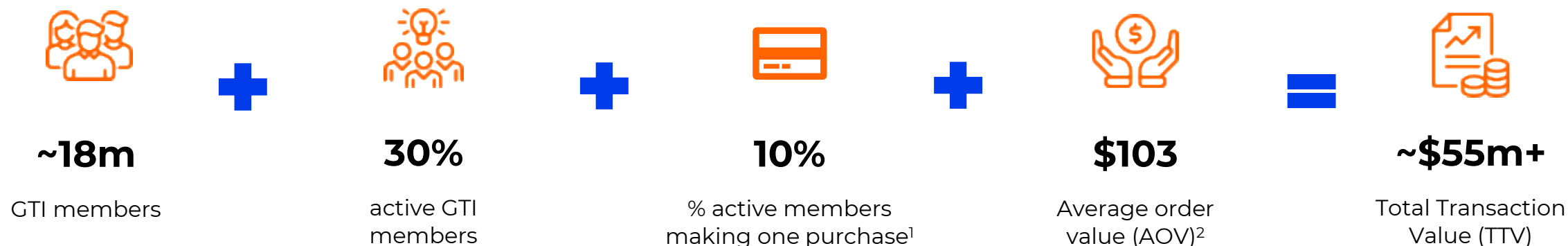


Household consumables and health staples. Drives high-velocity redemption consistently.

Illustrative TTV growth opportunity



Unlocking material sales upside by leveraging GTI's 18m+ member base with Marketplacer's deep product catalogue.



\$55m+ TTV has the potential to drive a \$2.5m+ EBITDA³ contribution

1. GTI active membership base average 2 transactions per year.
2. Based on the average of GTI and Marketplacer's historical AOV.
3. Based on a 5% take-rate for each transaction.

Capital Raise



Capital Raise – overview (1/2)



Transaction overview	
Offer Size	\$10.0m via a two-tranche placement of fully paid ordinary shares
Offer Type	Placement to raise \$10.0m via the issue of approximately 250.0 million fully paid ordinary shares: • Tranche 1: \$4.2m via the issue of approximately 105.9 million fully paid ordinary shares pursuant to the Company's available placement capacity under Listing Rules 7.1 and 7.1A. • Tranche 2: \$5.8m via the issue of approximately 144.1 million fully paid ordinary shares subject to shareholder approval at an EGM (collectively, the 'Offer')
Offer Price	All shares under the Placement will be issued at a fixed price of \$0.040 per new share, representing a: • 14.9% discount to the last close price on 12 May 2026 of \$0.047; and • 23.3% discount to 15-day VWAP of \$0.052
Options	• Participating investors will receive 1 free attaching option for every 2 shares subscribed with an exercise price of \$0.100 (10.0 cents), and expiring 24 months from the issue date • The Options will not be quoted on the ASX • Options issue will be subject to EGM approval to be held following the Placement
Ranking	All new shares issued under the Offer will rank equally with existing Gratificii shares from the date of issue
Use of Funds	• \$3.0m - acquisition consideration + working capital for synergies; • \$5.0m - investment in Marketplacer to accelerate partnership and integration; and, • \$2.0m - working capital and associated costs of the transactions.

Capital Raise – overview (2/2)



Transaction Overview	
Marketplacer Investment	• \$5.0m strategic investment in Marketplacer to accelerate the partnership roll-out and capture a portion of collective upside • Investment via an unsecured Convertible Note with a 2.25x preferred return (liquidation preference) • Provides preferred seniority with an element of equity-linked upside potential
Rationale	• Funding enables both GTI and Marketplacer to reach monthly profitability over the next 12 months • Ability to capture collective upside as the partnership drives TTV and scale • Supports workstreams to fast-track feature deployments • Provides a strategic alignment and potential path to bring the businesses together (over time)
Conditions	Subject to various closing conditions including: • GTI shareholder approval; and • Execution of long-form Convertible Note documentation • Marketplacer shareholder approval
Joint Lead Managers	Henslow Pty Ltd & Stralis Capital Partners Pty Ltd

Capital Raise – indicative timetable¹



Key events	Key dates
Tranche 1	
Trading halt and announcement of Placement	Wednesday, 13 May 2026
Announcement of results of the Placement	Friday, 15 May 2026
Trading Halt is lifted and trading resumes	
Settlement of New Shares under Tranche 1 of the Placement	Thursday, 21 May 2026
Allotment and Quotation of New Shares under Tranche 1 of the Placement	Friday, 22 May 2026
Tranche 2	
EGM to approve issue of New Shares under Tranche 2 of the Placement & Options	Wednesday, 24 June 2026
Settlement of New Shares under Tranche 2 of the Placement	Monday, 29 June 2026
Allotment and Quotation of New Shares under Tranche 2 of the Placement	Tuesday, 30 June 2026

¹ The timetable is indicative only and subject to variation. The Company reserves the right to alter the timetable at its discretion and without notice, subject to ASX Listing Rules, the Corporations Act and other applicable law.

Outlook

MARKETPLACERTM



Gratificii, Simplicity + Marketplacer



Marketplacer will be the commerce engine powering our growing loyalty network – turning rewards into a customised product-rich marketplace with commercial-grade depth.



SIMPLICITYLOYALTY

Gratificii & Simplicity bring:

- Established enterprise customers across multiple sectors
- Highly engaged member bases with active redemption patterns
- Reward budgets and demand-side market access
- Proven loyalty mechanics and redemption infrastructure



MARKETPLACER[™]

Marketplacer brings:

- Global seller supply network spanning categories & geographies
- Infinite aisle expansion without inventory risk
- Turnkey onboarding and catalogue operations
- Enterprise-grade marketplace fulfilment infrastructure



Why these deals make sense now

- GTI have built a leading rewards platform with 18+ million end-user members / customers that can now be monetised
- Simplicity provides high-margin SaaS business which bolts on immediately, improving unit economics from day one
 - Established position in Retail, QSR, and FMCG - the sectors that spend most on loyalty
 - Synergies expected via elimination of duplicated shared services
- Marketplacer provides a comprehensive product and fulfilment capability enabling GTI's 18 million members a broader and richer range of products and services to realise their reward / loyalty points





Let's build this together!

FEEL GOOD

Gratificii is creating the loyalty platform that brands and consumers deserve. Backed by Marketplacer. Supercharged by Simplicity. Ready to scale.