

4 May 2018

Gruden signs Share and Business Purchase Agreement

The Gruden Group Limited (ASX:GGL) (**Gruden**) is pleased to confirm it has signed a binding Share and Business Purchase Agreement (**Acquisition Agreement**) with IncentiaPay Limited (ASX:INP) (**IncentiaPay**) relating to IncentiaPay's acquisition of the business assets of Gruden including its shares in Blackglass Pty Ltd, Gruden Pty Ltd and Mobile Den Pty Ltd and excluding shares in Longreach Natural Resources Pty Ltd, First People Digital Pty Ltd and any business or liabilities relating to its former mining activities (**Acquisition**). The terms of the Acquisition Agreement are consistent with the terms previously disclosed (*refer ASX announcement dated 2 March 2018*).

Since the Acquisition was announced a number of the proposed conditions precedent to completion of the Acquisition were completed, such as obtaining Gruden Shareholder approval on 18 April 2018. However, a number of market standard conditions precedent remain. Although there is no guarantee that the conditions precedent will be satisfied and completion of the Acquisition will occur, the parties expect that the remaining conditions precedent will be satisfied next week.

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About Gruden

The Gruden Group Ltd is a market-leading provider of Digital Transformation services offering fully integrated fintech platforms in the digital marketplace, with approximately 100 staff and contractors, across five office locations. The Company comprises the award-winning Gruden Digital Services, Gruden Performance Marketing, award-winning Gruden MobileDEN and Gruden Government. Services offered across the group include digital marketing, web and mobile application development and mobile loyalty with point of sale integration.

For more information, visit www.thegrudengroup.com