

ASX ANNOUNCEMENT

ASX: CDE | 18th June 2025

CODEIFAI TO ACQUIRE AI POWERED MACHINE LEARNING BRAND PROTECTION PLATFORM & COMPETITOR, TRUST CODES IN WATERSHED DEAL

Key Highlights:

- Trust Codes acquisition is revenue accretive and unlocks synergies and cost savings
- Combined business can transform Codeifai into a leader in AI powered QR code based traceability
- Adds industry giants including Blackmores, Nutura Organic, Bellamys Organic, Manuka Health, Honeywell and SAP as clients and integration partners, greatly expanding Codeifai's market footprint
- Increases Codeifai's industry position ahead of 2027's 2D barcode market shift
- Strongly enhances Codeifai's QR serialisation and ConnectQR products

Codeifai Limited (ASX:CDE), a leading innovator in AI-powered QR code and brand solutions, is proud to announce that further to CDE's corporate update on 6 June 2025 it has entered into a binding Share Purchase Agreement ("**SPA**") to acquire Trust Codes Global Limited ("**Trust Codes**"). Trust Codes which was first established in 2013, owns and operates CDE's main competitor in QR code traceability with customers in Australia, New Zealand, USA and globally.

Trust Codes has been successful in attracting forward-thinking brands such as:

- iNova Pharmaceuticals
- Nutura Organic
- Silver Fern Farms
- Mildura Fruit
- Bubs Australia
- The New Zealand Government Fernmark programme
- and many other household names.

About Trust Codes

Trust Codes has established itself as a leader in item-level traceability, enabling brands to assign unique digital identities — “digital license plates” — to individual products. Trust Codes' secure product cloud captures events across the entire supply chain and integrates with GS1 Digital Link standards, providing full lifecycle visibility from manufacturing through to consumer interaction.

Trust Codes has successfully implemented solutions across diverse sectors including pharmaceuticals, agriculture, food & beverage, and consumer goods. Notable projects include the partnership with Mildura Fruit Company (MFC), GS1, Citrus Australia, Australia Made and Agriculture Victoria, where serialised QR codes provided international consumers with provenance and authenticity information for fresh produce and packaged goods. This real-world implementation showcases how Trust Codes drives consumer trust, transparency, and product differentiation.

Headquartered in New Zealand and active across Australia, the USA, and Europe, Trust Codes has delivered serialisation and authentication solutions to major FMCG and pharmaceutical clients around the world.

The Trust Codes platform includes advanced anti-counterfeit algorithms, deep machine learning fraud detection, flexible RESTful APIs, GS1 Digital Link support, and seamless integration with QR, NFC, RFID, and enterprise IT/OT systems.

Strategic Rationale

The acquisition will significantly strengthen Codeifai's presence in Australasia, North America, and Europe, while uniting complementary strengths in self-service QR code management, enterprise serialisation, and anti-counterfeit protection.

As global concerns around product safety, sustainability, ethical sourcing, and anti-counterfeiting continue to grow, the demand for trusted, data-driven traceability and product identity solutions is rising dramatically. Consumers are more empowered, informed, and demanding than ever before.

In the digital age, where decisions and budgets are driven by AI, Machine Learning and data interpretation, brands need to be agile, transparent, and able to deliver meaningful digital experiences that go beyond the shelf.

The combined strengths of Codeifai and Trust Codes are tailored to meet these needs, offering:

- Authenticity Verification
- Supply Chain Traceability
- Consumer Data Insights and Analytics
- Augmented Reality and Gamification for Consumer Experiences
- Direct-to-Consumer Communication Channels
- Support for Global Regulatory and Compliance Standards

By leveraging AI, Machine Learning and Data Science, Codeifai enables brands to unlock supply chain traceability, drive operational excellence, and build lasting trust with consumers — one QR Code scan at a time.

Key benefits of the Trust Codes acquisition include:

- **Expanded Geographic Reach:** Immediate customer presence in ANZ, USA, and EU
- **Integrated Product Suite:** Full end-to-end traceability, real-time authentication, and consumer engagement tools under one umbrella
- **Shared Vision:** Both companies are aligned in the belief that every product in the world will soon carry a QR code
- **Complementary Technologies:** Enhanced cloud traceability, digital twin data models, and AI-driven security at scale
- **Revenue Synergies:** Upsell and cross-sell opportunities for existing Codeifai and Trust Codes clients

The Trust Codes acquisition is both highly complementary to CDE's "Connect" platform as Trust Codes uses QR codes in the areas of traceability, brand protection and online retail whose clients include household brands ([see link](#)).

This strategic acquisition combines two innovators in digital product identity at a pivotal moment in the global packaging market which will see the "1D barcodes" which exist on every product package transform into GS1-compliant 2D barcoding, and product-level digital transformation. For more information on this global move [see this link](#).

Details of Share Purchase Agreement

CDE has entered into a share purchase agreement with the sole shareholder of Trust Codes, Mr Paul Ryan ("**Seller**"), to acquire Trust Codes Global Limited ("**Trust Codes**"). The Share Purchase Agreement ("**SPA**") contains the following key terms:

1. **Consideration:** In consideration for the acquisition of Trust Codes, CDE will:
 - a. issue 50,000,000 (fifty million) CDE shares, subject to shareholder approval at a meeting to be convened. The deemed issue price per share is \$0.01; and
 - b. pay A\$150,000 in cash, subject to the completion of a capital raising.
2. **Conditions Precedent:** The acquisition of Trust Codes is conditional on the satisfaction or waiver of the following conditions:
 - a. the Seller providing a certificate confirming that each of the warranties given by the Seller is accurate from the date of execution of the SPA up to and including the completion date;
 - b. the Board of Directors, management and shareholders of the Seller approving the transaction;
 - c. all government consents, approvals, authorisations or clearances required for the acquisition being obtained;

- d. the Seller complying with agreed covenants, obligations and undertakings under the SPA;
 - e. CDE shareholders approving the acquisition, including issuing shares to the Seller as consideration for the acquisition; and
 - f. CDE completing a capital raising of not less than A\$150,000 to fund the cash consideration component of the purchase price.
3. **Termination:** Either party may terminate the SPA if:
- a. through no fault of that party, any condition precedent is not satisfied (or waived by the relevant party) by 16 September 2025 (or such other date as agreed between the parties); and
 - b. the other party is in breach of a representation, warranty, undertaking or covenant or other provision of the SPA in a material respect.

Capital Raising

CDE intends undertake a capital raising utilising its existing placement capacity under Listing Rule 7.1 and/or 7.1A, most likely via a placement to sophisticated and professional investors. The terms of the capital raising have not yet been determined. CDE will seek to obtain shareholder approval for the proposed capital raising if it does not have sufficient placement capacity.

Market Opportunity – The 2D Barcode Revolution

The acquisition comes as global supply chains prepare for the **global transition from 1D barcodes to 2D codes by 2027** - Known as "[Sunrise 2027](#)" this is the most significant global shift in packaging which will see all retail products carry 2D codes—such as QR codes—that embed traceability, recall, and product metadata directly on-pack.

According to a recent release the global FMCG packaging market is currently valued at over **\$900 billion**, forecast to reach **\$1.4 trillion by 2033** ([see link](#)), with digitised packaging and authentication expected to drive a significant share of that growth.

With Trust Codes' proven serialisation technology and Codeifai's scalable infrastructure, the combined entity is strongly positioned to capitalise on the industry transition from 1D to 2D codes on packaging which will be the first significant change to global packaging since the 1D barcode was introduced 50 years ago

Codeifai's Vision – an AI-driven future

Codeifai's vision is to shape a future powered by artificial intelligence, where data is not just processed, but truly understood. We aim to build a transformative tech company at the forefront of AI-driven, machine learning data interpretation—unlocking deeper insights, enabling smarter decisions, and driving innovation across industries. We believe the future

belongs to those who can harness the full potential of data through AI, and our mission is to make that future accessible, intelligent, and impactful for businesses everywhere.

Leadership and Integration

Following the acquisition, Trust Codes Founder and CEO **Paul Ryan** will join Codeifai's Senior Management team heading up **Serialisation and Innovation**, responsible for driving global innovation strategy and overseeing the integration of Trust Codes' and Codeifai's platforms.

A dedicated integration roadmap will focus on:

- Merging dashboard and analytics interfaces
- Consolidating backend architecture
- Unifying code issuance and traceability engines
- Cross-training sales and support teams across both platforms

Clients will benefit from immediate access to new capabilities while continuing to receive uninterrupted service and support.

Commenting on the Acquisition, Codeifai Executive Chairman John Houston said:

"This is more than a merger — it's a company-transforming moment for Codeifai. The world has adopted QR Codes into many aspects of our business and daily lives having moved beyond brand protection into areas such as payment solutions, traceability and connectivity so the combination of our and Trust Codes' platforms establishes CDE well as the world moves towards "Sunrise 2027". With this acquisition, Codeifai has the opportunity to become a global authority in intelligent product identity. This is not just about acquiring our main competitor, it's about consolidating expertise, scaling innovation, and defining what the future of consumer-brand interaction becomes. The integration of Trust Codes' world-class platform with our AI-data driven approach will offer solutions for the world's most trusted and respected brands to safeguard trust, move faster, protect and trace their products more effectively, and connect with their consumers in more powerful, meaningful and valuable ways than ever before."

This announcement has been authorised by the Board of Codeifai Limited.

For further information, please contact:

Investor Relations

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About Codeifai Limited

Codeifai Limited (ASX: CDE) is a leading provider of digital and AI-powered brand solutions. With a strong focus on empowering brands through smart digital engagement, Codeifai's high-margin offerings are designed to deliver exceptional scalability and profitability.

Codeifai's digital Brand Solutions provide a code for everybody and everything.