



OLIVEX

BUSINESS UPDATE AND SIX TO START ACQUISITION
NSX RELEASE – 10th MARCH 2021

OUR STRATEGY

DEMOCRATISE AND GAMIFY FITNESS

By creating premium health and wellness content experiences that link trainers to users globally – enabling users to choose “any content, any time, anywhere”

PROVIDE THE THIRD SCREEN IN EVERY HOME

By creating daily connections through the KARA Mirror and Apps to highly engaged global fitness users, creating a new high value marketing platform for brands

DELIVER INNOVATIVE WELLNESS SOLUTIONS FOR BUSINESSES

Provide personalised health and fitness solutions to the business’s customers, extending their brand reach and enabling new revenue streams

PARTNER WITH FITNESS BRANDS TO DELIVER VIRTUAL SERVICES

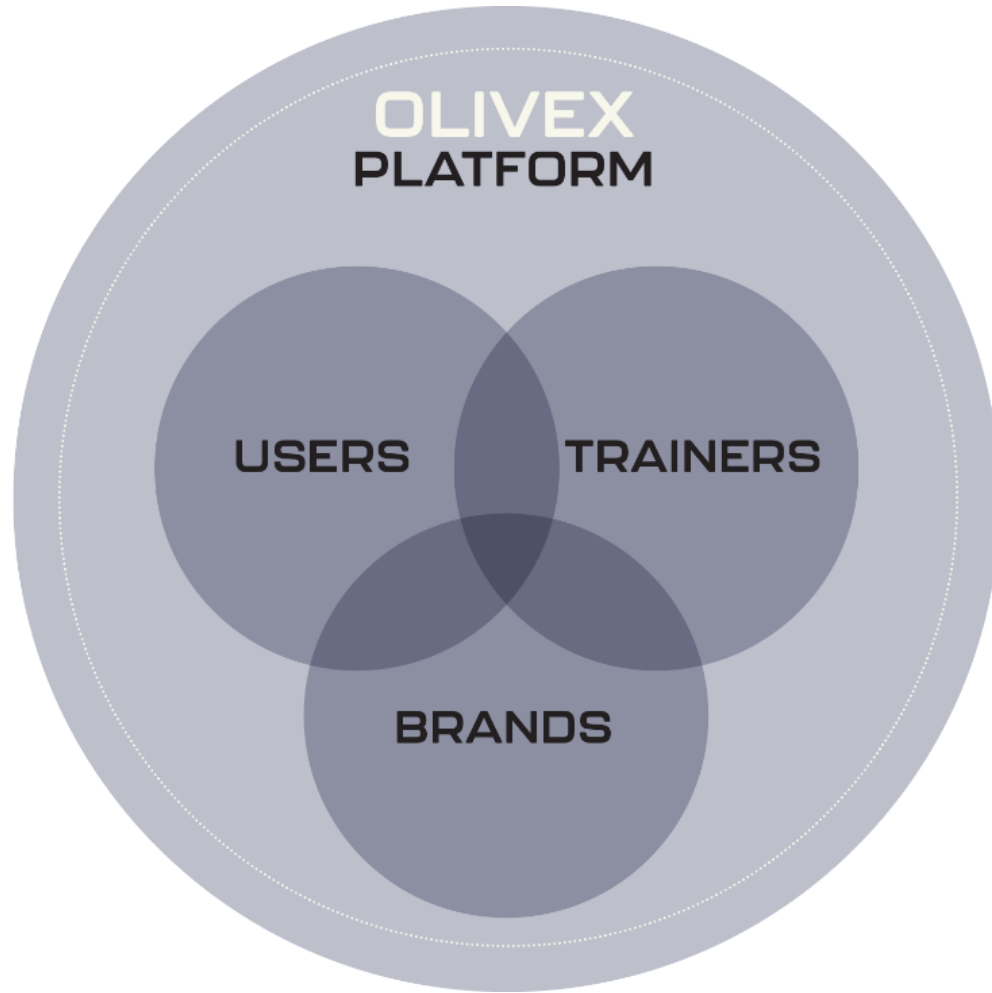
Extend the traditional “bricks and mortar” gyms into members’ homes with premium-branded content delivered by OliveX

ACCELERATE REACH AND SERVICES THROUGH ACQUISITIONS

Open new product audiences and fast-track developments by investing in synergistic businesses with strong existing revenue and customer bases

CREATE PARTNERSHIPS TO OPEN NEW MARKETS FASTER

Work with partners to open new markets by leveraging their local knowledge, resources and capital to accelerate and de-risk expansion

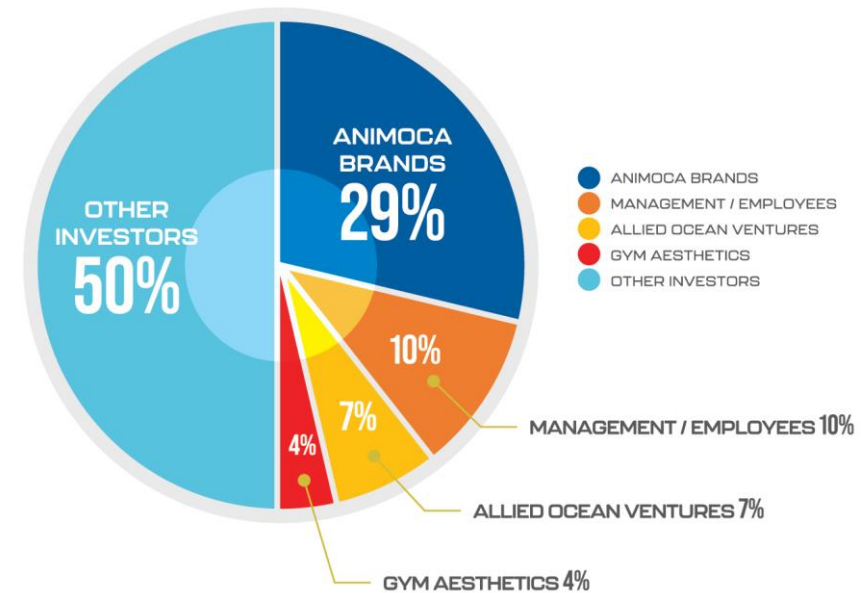


**CONNECTING PEOPLE TO BRANDS
THROUGH DIGITAL FITNESS TECHNOLOGY**



- OLIVEX IS PUBLICLY LISTED ON THE NSX
Listed as [NSX:OLX](#) on the NSX, an Australian stock exchange
- CURRENT SHARE PRICE OF \$0.95 AUD
44,209,780 ordinary shares on issue
- MARKET CAPITALISATION OF \$42M AUD
Market capitalisation has grown by 475% since listing
- RAISING MIN \$6M TO MAX \$8M AUD FOR ACQUISITION OF SIX TO START
Shares to be listed on the NSX. Details to follow.

SHAREHOLDER DISTRIBUTION



BOARD OF DIRECTORS



SONNY VU
Non-Executive Chairman

Original founder of Misfit, acquired, by Fossil Group for \$260m, Sonny has extensive experience and connections in fitness technology to drive OliveX.



YAT SIU
Non-Executive Director

Founding CEO of Outblaze Limited and Founder & Chair of Animoca Brands, the original parent of OliveX. Immense expertise in digital media and gaming.



KEITH RUMJAHN
Managing Director

Original founder of Coachbase App, which was acquired by Animoca Brands. Keith started OliveX and in turn KARA after seeing the potential for smart home fitness devices.



XAVIER KRIS
Executive Director

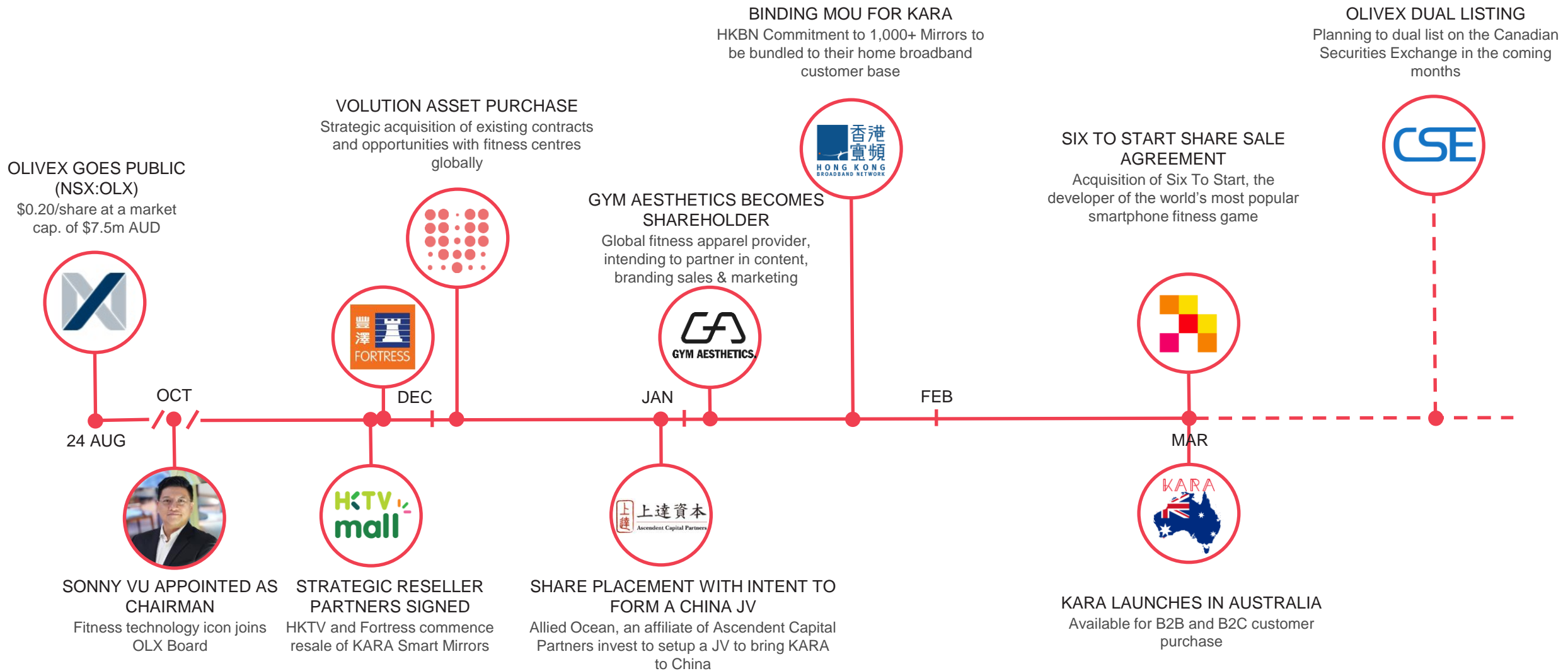
Former MD and Chair of Swift Media, focused on media, tech and telecoms, specialising in business expansion through M&A. Leads OliveX's M&A strategy and execution.



JOHN BELL
Chief Financial Officer

A Chartered Accountant with multi-jurisdictional experience, including as the director and CFO of ASX listed businesses across a range of sectors, including technology.

PROGRESS SINCE LISTING



CROSS LISTING OLIVEX ON THE CANADIAN SECURITIES EXCHANGE



THE NSX WAS THE IDEAL LAUNCHING PAD FOR OLIVEX

Providing an appropriate corporate governance framework and enabling us to properly establish OliveX as a publicly listed business

THE CANADIAN SECURITIES EXCHANGE (CSE)

As the secondary Canadian exchange, the CSE gives OliveX greater access to the public markets

DUAL LISTING GIVES OLIVEX ACCESS TO GREATER LIQUIDITY

With a broader set of investors and a focus on scale up businesses, the CSE is the ideal next step for OliveX whilst also doubling our trading time due to the difference in time zones.

SIMILAR LISTING RULES AND GOVERNANCE TO THE NSX

OliveX intends to undertake a direct/compliance listing on the CSE to expedite and simplify the process

INCREASING OUR NORTH AMERICAN PROFILE

By listing on the CSE we raise our profile and improve our M&A prospects and increase our opportunities to list on other US exchanges in the future

LISTING EXPECTED WITHIN THE NEXT 3-4 MONTHS

Subject to the requisite approvals, goal of listing by early Q3

OUR BRANDS



SMART FITNESS SOLUTIONS

KARA is a high-tech virtual fitness subscription service offered on Smart Mirrors or via an App

FITNESS THAT FITS

On-demand and live workouts delivered anywhere, anytime in any style

PERSONALISED WORKOUTS

Blending local coaches with international guest appearances to create fun, interactive content just for you



INCREASE GYM PROFITS BY FOCUSING ON THEIR DATA

Volution's mission is to simplify data for gym owners to put them in control of their business

CENTRALISE EVERYTHING INTO ONE PLACE

Integrating with existing platforms to collate all company data into one place

PROVIDE VIRTUAL EXPERIENCES FOR MEMBERS

Off the shelf or bespoke web and smartphone apps extending the experience beyond the gym



INTRODUCING



Six to Start



SIX TO START CREATE GAMIFIED FITNESS APPS

A LONDON-BASED INDEPENDENT GAME DEVELOPER

Founded in 2007, Six to Start (STS) is a game developer and technology company creating immersive game experiences via smartphone apps.

OVERLAYING A DIGITAL WORLD ONTO THE REAL WORLD

Using the world around us as their stage, STS create a game hidden in the real world

FUSING GAME AND FITNESS TECHNOLOGY WITH ADDICTIVE STORY LINES

STS create epic storylines that take a fun fitness game and turn it into an addictive ever evolving digital story that the user has to keep playing to discover the ending

CREATING THE WORLD'S LARGEST AND MOST SUCCESSFUL GAMIFIED FITNESS APP – ZOMBIES, RUN!

With 1 million players and 40 million kilometres of workouts logged, *Zombies, Run!* is the most successful paid fitness app in history. It includes over 200 “missions”, spanning 8 series and more in production

CREATORS OF *THE WALK* AND *ZOMBIES, RUN! 5K TRAINING*

Diversifying its user base to attract more first-time runners and walkers



ACQUISITION OVERVIEW

EXECUTED AS A SHARE SALE AGREEMENT

OliveX will acquire STS shares from current shareholders

INSTANT ACCESS TO REVENUE GENERATING BUSINESS

STS is already a highly successful business that brings immediate top-line value to OliveX with significant upside potential

OPPORTUNITY TO CREATE ALTERNATE REALITY GAMES (ARG) IN KARA

STS provides KARA with a unique opportunity to bring world first ARG experiences to the Mirror

UPFRONT CONSIDERATION OF \$6.65M USD

65% paid in cash with the balance in shares at \$0.80

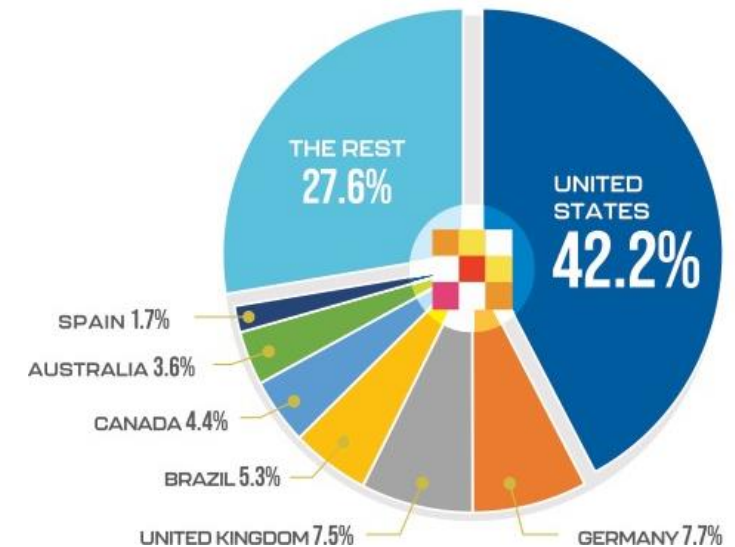
PERFORMANCE INCENTIVES TO DRIVE LONG TERM VALUE

A further \$2.85M USD is payable in tranches based on success metrics. Each tranche is split 60:40 cash : shares

ADRIAN HON, SIX TO START FOUNDER TO JOIN OLIVEX AS CIO

Operating as both MD of STS and CIO of the global OliveX business.

GLOBAL DISTRIBUTION OF APP. DOWNLOADS



ZOMBIES, RUN! SNAPSHOT

OLX.10

Walk, jog or run anywhere in the world.

Hear your mission and music through your headphones.

If you're chased by zombies, you'll have to speed up!

You'll automatically collect supplies to build up your base.



SCALE

MARKET POTENTIAL

CUSTOMER ACQUISITION

PERFORMANCE

8.5M App downloads

~50,000 Paying subscribers

300,000 average Monthly Active Users (MAU)

50:50 male/female split



Translation to Chinese, German and Spanish unlocks immense scale

Corporate, retail and B2B partnerships only just started

Plans to widen the gameplay and stories to broaden market appeal and increase retention



Zero marketing spend to acquire customer base

Incredibly loyal and active users

Social networks consistently generate viral surges in subscribers

Bundling memberships with other brands will rapidly grow the user base



50% of paid user's tenure is >12 months

Annual ARPU of ~£29.50 across monthly and yearly paid subscribers

58% subscribe annually

15% YOY growth in average monthly paid

>100% growth in Average MAUs in the past 12 months

GROWTH STRATEGY, SYNERGIES AND BENEFITS



Six to Start

LEVERAGING OLIVEX TO CAPITALISE ON GROWING ASIAN MARKET

Adapting current games to succeed in Asia to dramatically increase the addressable market. **33.5% CAGR 2020 to 2026**

SHARING RESOURCES TO INCREASE B2B POTENTIAL

Combining sales teams and experience to secure business partnerships and wholesale deals

DEVELOPING NEW GAMES TO BROADER DEMOGRAPHICS

More games on more platforms (inc. KARA), leveraging more smart fitness device sensors

USER REWARDS ACROSS PLATFORMS

Working on ability to reward users for workouts across suite of OLIVEX brands



REAFFIRMING OUR STRATEGY TO GAMIFY FITNESS

STS acquisition underpins our commitment to use technology to engage consumers in fitness

DELIVERING IMMEDIATE USERS AND REVENUE

STS brings a highly cash positive business into the OliveX portfolio

COLLABORATION OPPORTUNITIES

Extending software gamification capabilities across the broader OliveX business

UNIQUE PROPOSITIONS

Bundling STS games in B2B proposals creates a unique selling position for Volution and KARA



"Asia Pacific is rapidly emerging as a promising market for fitness apps and is expected to exhibit a sharp rise with a 33.46% CAGR during the forecast period. Factors such as the growing consumer demand for efficient tools that can support a healthier lifestyle and the continuously growing interest in a balanced diet boost the fitness app market size." Market Research ID: MRFR/ICT/0896-CR | April 2020

KEY ACQUISITION TERMS



The consideration payable to the shareholders of Six to Start (**Sellers**) for the Acquisition (determined on a cash-free/debt-free basis) is comprised of the below:

- Initial cash consideration of US\$4,322,500 (~ A\$5,513,000) payable to the Sellers on completion (subject to adjustments for net cash held by Six to Start at Completion after adjusting for working capital requirements) (Initial Cash Consideration);
- Issuing the Sellers (or their respective nominees) at completion such number of OliveX Shares equivalent to a value of US\$2,327,500 (~ A\$2,972,000) based on an issue price equal to the lower of A\$0.80 per Share and the issue price of Shares pursuant to the Capital Raising (Issue Price) (Consideration Shares);
- Issuing the Sellers (or their respective nominees) such number of Performance Rights that would, if fully vested, be equivalent to a value of US\$1,140,000 (~ A\$1,454,000) at the Issue Price (with vesting subject to the Milestones set out in the table show herein (Performance Rights); and
- Deferred cash consideration of up to US\$1,710,000 (~ A\$2,181,000) payable to the Sellers subject to the Milestones set out in the table show herein (Deferred Cash Consideration).

OliveX has notified NSX under Listing Rule 6.41 in relation to the Acquisition and will hold a meeting of shareholders in due course to obtain any necessary shareholder approvals required by NSX (including in relation to the issue of shares and performance rights under the Acquisition).

MILESTONES: following completion, Six to Start must achieve audited aggregate EBITDA exceeding each milestone target below (and within 42 months of completion) to trigger the Deferred Cash and Performance Rights payments.

Tranche	Milestone EBITDA targets	Deferred cash consideration	No. of Performance Rights shares equivalent to:
A	US\$600,000	US\$192,000	US\$128,000
B	US\$750,000	US\$288,000	US\$192,000
C	US\$1,250,000	US\$216,000	US\$144,000
D	US\$1,500,000	US\$324,000	US\$216,000
E	US\$2,000,000	US\$276,000	US\$184,000
F	US\$2,500,000	US\$414,000	US\$276,000
Total		US\$1,710,000	US\$1,140,000

BUSINESS AND ACQUISITION SUMMARY



CONTINUES TO DELIVER THE STRATEGIC PLAN

- Adding more territories and channels to access KARA and Volution
- Securing significant partnership deals for KARA with large partners like HKBN
- Acquiring synergistic businesses with existing revenues and upside potential
- Accelerating growth with strategic alliances and joint venture partnerships



Six to Start

ACCELERATES REVENUE AND STRATEGY GOALS

- Gamifying and monetising fitness through smartphone apps
- Potential for rapid growth in APAC through OliveX
- Acquisition blends cash with shares
- Incentivised through achievable performance share programs
- Bolstering the OliveX executive leadership team with Adrian Hon as CIO



Forward-looking statements disclosure

This press release contains forward-looking statements or forward-looking information, within the meaning of applicable securities laws with respect to **OliveX Holdings Limited** ACN 631 675 986 (the Company). By their nature, forward-looking statements are subject to a variety of factors that could cause actual results to differ materially from the results suggested by the forward-looking statements. Accordingly, readers should not place undue reliance on the forward-looking statements.

Forward-looking information contained in this press release is based on Company management's opinions, estimates and assumptions in light of its experience and perception of historical trends, current conditions and expected future developments as well as other factors that management currently believes are appropriate and reasonable in the circumstances. Forward-looking statements involve significant risks, uncertainties and assumptions, and there can be no assurance that such statements, underlying risks, uncertainties and assumptions will prove to be accurate. Factors that could cause actual results or events to differ materially include, without limitation, risks related to laws, rules and regulation applicable to the Company as well as the industry in which it operates (including in respect of taxes and other levies), economic or market conditions on both a national and global level, currency fluctuations, risks inherent to other entities at a similar stage of development and industry in which the Company currently is, competition from the Company's competitors, unsatisfactory development or marketing of the Company and/or its products or services, regulatory action or litigation (including product liability claims), and failure to enter into agreements or arrangements with other parties on fair or reasonable terms. Forward-looking information is made only as of the date on which it is provided and, except as may be required by applicable laws, the Company disclaims any intent or obligation to update such forward-looking information whether as a result of new information, future events or otherwise.