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SCALARE PARTNERS ACQUIRES INHOUSE VENTURES - A FASTGROWING AND LEADING PLATFORM FOR TECHNOLOGY COMPANIES

Highlights

- **Strategic acquisition** of Inhouse Ventures, enhancing Scalare Partners' service offering.
- **Inhouse Venture's CEO, Elliot Spiegel, to remain in role** and lead future growth initiatives.
- **Acquisition expected to be EBITDA and cash flow positive**, contributing to Scalare's financial performance.
- **Attractive deal structure** with minimal upfront cash outlay.
- **Funded via issue of \$1,066,646 of escrowed ordinary shares in Scalare Partners and an upfront cash payment of \$233,331.**

Scalare Partners (ASX: SCP) (Scalare or the Company), a leading technology accelerator, announces the acquisition of Inhouse Ventures Pty Ltd (Inhouse or IHV), a leading platform for scalable technology startups.

Founded by Elliot Spiegel in June 2022, Inhouse Ventures has rapidly established itself as one of Australia's premier platforms for technology founders. IHV's mission is to accelerate founders at critical stages of their growth journey, providing tailored solutions to support fundraising, scaling, and business development.

Scalare initially invested in IHV in November 2023, acquiring a 20.7% stake. With this acquisition, Scalare will own 100% of IHV, fully integrating its offerings into the Scalare ecosystem.

Strategic Rationale

IHV is an Australian based online marketplace for technology company founders to connect with investors for the purpose of building, scaling and fundraising within the Australian startup ecosystem. IHV's customers are early-stage technology companies looking to connect to potential investors to help fund their company growth plans.

Scalare does not currently provide this service and through this acquisition will be able to provide this as an additional service it can offer to its existing client base and the wider Australian early-stage technology ecosystem.

Scalare brings the IHV business CEO and founder, Elliot Spiegel into the Scalare group of companies through this acquisition, as Inhouse Venture's aligns with Scalare's business model, and the team has a strong cultural fit with the Company's.

This acquisition is expected to lead to an increase in Scalare's revenue through an expanded service offering and access to more customers.

The acquisition unlocks new revenue opportunities for Scalare by broadening its service offering and increasing its reach within the early-stage technology sector. This move aligns with Scalare's long-term vision of becoming a leading accelerator and ecosystem partner for technology founders.

“This acquisition represents an exciting step forward for Scalare. Inhouse Ventures has built an impressive platform that aligns perfectly with our mission of supporting technology founders at every stage of their journey. We look forward to working with Elliot and the IHV team to drive even greater impact in the startup ecosystem.” — Carolyn Breeze, CEO, Scalare Partners

“Joining forces with Scalare Partners is a natural evolution for Inhouse Ventures. Our platform and services complement Scalare’s mission, and together we will be able to offer even greater support to founders looking to scale their businesses. I’m thrilled to continue leading IHV and look forward to what we can achieve together.” — Elliot Spiegel, CEO & Founder, Inhouse Ventures

The acquisition is expected to be completed in five days’ time, subject to customary conditions. Scalare will provide further updates as the integration progresses.

Acquisition Terms

The key terms to complete the IHV acquisition and increase Scalare’s ownership to 100% are as follows:

1. \$233,331 in cash – payable on completion to CEO and founder;
2. \$1,066,646 of ordinary shares in Scalare – to the four non-Scalare IHV shareholders; and
3. \$433,331 in total deferred consideration, payable to CEO and founder on achieving revenue targets through to 30 June 2027.

The shares will be issued on completion and will be subject to escrow until 14 November 2026.

Deferred Consideration - Revenue Targets: Additional cash consideration will be payable to the CEO and founder on achievement of the following targets:

	Revenue Target	100% or more achieved	Less than 50% of target	Greater than 50% but less than 75% of target - 25% awarded	Greater than 75% but less than 85% of target – 50% awarded	Greater than 85% but less than 100% of target – 75% awarded
FY2025	\$360,000	\$77,777	\$0	\$19,444	\$38,889	\$58,332
FY2026	\$720,000	\$177,777	\$0	\$44,444	\$88,889	\$133,332
FY2027	\$1,080,000	\$177,777	\$0	\$44,444	\$88,889	\$133,332
	\$2,160,000	\$433,331				

If any annual target is not achieved but the total over the entire period to 30 June 2027 of \$2,160,000 is achieved the full earn out amount is payable. It is expected that these payments will be funded from the cash surplus generated by the IHV business. The total of \$433,331 is also payable in circumstances where Elliot Spiegel is unable due to various actions of Scalare to have the ability to cause IHV to achieve the relevant target revenues.

IHV Financials

Under Elliot Spiegel’s leadership IHV has gone from generating its first revenue in late 2022 to a current annualised revenue profile of \$212,544, based on the half year ended 31 December 2024.

For the half year to 31 December 2024 IHV made a not material profit before tax of \$10,886.

IHV had cash reserves of \$83,095 as of today and does not have any debt.

Scalare's Expansion Strategy: Ongoing Acquisitions

IHV marks Scalare's third acquisition, following the Australian Technologies Competition (ATC) in April 2023 and Tech Ready Women (TRW) in April 2024.

As part of its growth strategy, Scalare will continue exploring acquisition opportunities to enhance its ecosystem of products and services for early-stage technology businesses.

This will include adding complementary offerings to its internally developed solutions, as well as acquiring third-party holdings in companies that align with Scalare's investment profile. Each acquisition will be subject to Scalare's rigorous investment committee evaluation and due diligence processes.

Scalare's acquisition criteria focuses on businesses that:

- Align strategically with Scalare's business model.
- Have well-established brands and complementary customer bases.
- Demonstrate consistent performance, growth, and financial sustainability.
- Generate meaningful revenue and profitability.
- Retain their CEO/founder to continue leading the business.
- Exhibit a strong cultural fit with the Scalare team.

By maintaining a disciplined approach to acquisitions, Scalare is committed to strengthening its position in the tech ecosystem while supporting the founders and businesses it brings into its portfolio.

This announcement has been approved for release by the Scalare Board.

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About Scalare Partners

Scalare Partners Holdings Limited (ASX: SCP) exists to empower visionary technology founders to transform their ideas into the great businesses of tomorrow. As a dynamic force in the tech startup landscape, we offer a range of products and services to support all founders as they scale their early-stage businesses.

We are deeply involved in the broader technology ecosystem, driving change through impactful initiatives such as the Tech Ready Women, the Australian Technologies Competition and our "Be the Change" program where we partner with government and corporates to support and promote the most promising technology businesses and founders. Our focus extends to working with female and culturally diverse founders, addressing the unique challenges they encounter in fundraising and scaling their

businesses. This engagement not only enriches the tech landscape but also creates lucrative revenue and investment opportunities for Scalare Partners.

At the heart of our business model is the provision of products and services and expert advice tailored to the specific needs of early-stage businesses. We also provide direct investment into selected outstanding businesses and with a current emphasis on the Australian and USA technology sectors, we are building a portfolio spanning across diverse geographies, including Australia, USA, New Zealand, Singapore, UK, and Europe. Scalare Partners is not just an investor; we are architects of growth, collaborators in innovation, and catalysts for positive change in the technology landscape.

For more information visit: www.scalarepartners.com