

Acquisition of a 51% interest in Brightside Disability Support & Respite

The board of Bridge SaaS Limited ACN 125 688 940 (**ASX: BGE**) (**Company**) is pleased to announce it has signed a share purchase agreement (**SPA**) to acquire a 51% interest in the issued capital of Brightside Disability Support & Respite Pty Ltd ACN 647 612 717 (**Brightside**) for up to \$1,600,000, subject to certain milestones being achieved, plus 3,333,334 shares in BGE to be issued under the Company's issue capacity under LR7.1 (**Transaction**).

After conducting its initial due diligence of Brightside, the SPA was entered into between the Company and Kirstin Hutchison, the founder and sole director and shareholder of Brightside, for the sale and purchase of 62 shares in Brightside by the Company, equating to 51% of the issued capital of Brightside. Ms Hutchison founded Brightside in 2021 and has significantly grown the business and its service offerings across South East Queensland.

After completion of the SPA, Kirstin Hutchison will remain the chief executive officer and a director of Brightside.

Other than Brightside becoming a customer of the Company's SaaS business, the Transaction will not see any merger of operations directly or indirectly. Both companies have distinct service offerings and business models with different financial, human and technical resources.

The material terms of the SPA are outlined in Appendix 1.

About Brightside

Brightside is a National Disability Insurance Scheme (**NDIS**) approved service provider registered to provide NDIS participants with accommodation assistance, assistance in daily life tasks, assistance with travel arrangements, daily personal tasks, household tasks, participation in community / social activities, coordinating or managing life stages, community nursing care, development of daily living and life skills, innovative community participation, plan management and assistance to access or maintenance or employment and education. Brightside employs 32 carer and support staff, as contractors, servicing 30 NDIS participants across South East Queensland.

Strategic Rationale

While the Company's directors are excited to have a stake in the area of providing direct NDIS services to eligible recipients, the Company undertook the transaction primarily to increase its prospects of attracting new NDIS services providers (that is, similar businesses to Brightside) to adopt the Company's software platform. The Transaction is part of a short-term strategy to provide proof of concept of the Company's NDIS software platform.

By enhancing its reputation within the NDIS community, the Company intends to:

- (a) directly increase sales revenue of its software by increasing its number of customers;
- (b) increase credibility and trust in the market for the Company's software;

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- (c) show proof of concept for the Company's software;
- (d) generate revenue from the provision of NDIS services, which will diversify and strengthen the Company's revenue streams and thereby financial position and permit the Company to re-invest revenue in enhancing its software;
- (e) generate goodwill within the NDIS service provider industry, as employees and participants of the acquired NDIS service providers develop positive experiences with the Company's software and promote its adoption throughout the industry; and
- (f) develop deeper insight and learnings into all aspects of NDIS service providers and participants, allowing the Company to continue to develop and enhance the Company's software.

The Company remains true to its mission to be a software business. This remains the Company's main undertaking. The Company maintains the view that the software for NDIS service providers is a compelling offering and that there remains a strong requirement in the market for this software.

This announcement was authorised for release by the Board of Bridge SaaS Limited.

For further information:

Investor and Media Enquiries: ir@Bridge.website

About Bridge

Bridge provides Software-as-a-Service (SaaS) based Customer Relationship Management (CRM) and workflow solutions to the employment & NDIS industries. Bridge commenced operations in 2008 and has built an established, high-quality customer base within the Employment Services segment. The Bridge Software is a single platform that simplifies the unique data, compliance and documentary evidence requirements of major government-funded programs through a unified user interface. Bridge Software allows Providers to effectively manage large client caseloads and geographically distributed workforces, within a secure and compliance cloud-based platform. The Company manages more than 1 million client records and is accredited for multiple Australian Government programs.

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Appendix 1 – Terms of the Sale Agreement

Proposed acquisition	51% (62 shares, referred to as Sale Shares) of the issued share capital in Brightside.
Purchase Price	<p>No more than \$1,600,000 in cash and 3,333,334 in shares in the Company, as follows:</p> <ul style="list-style-type: none"> • \$1,175,000 payable on Completion; and • no more than: <ul style="list-style-type: none"> ◦ \$425,000 (Earn-Out Payment) if Brightside earns a net profit after tax for the financial year ending 30 June 2025 (Actual NPAT) of \$850,000 or greater (Target NPAT); and ◦ to the extent that Brightside's Actual NPAT is less than the Target NPAT, the EarnOut Payment will be adjusted proportionally to reflect variation in Actual NPAT relative to the Target NPAT; and • 3,333,334 in shares of the Company on Completion.
Completion date	Completion date is the date notified by the Company within 5 business days after all the Conditions precedent to completion (see below) have been satisfied or waived.
Source of funds to pay the Purchase Price	The Company will fund the Purchase Price using existing funds.
Conditions precedent to Completion	<p>The following key conditions precedent must be satisfied prior to completion:</p> <ul style="list-style-type: none"> • (Due Diligence): The Buyer completing and being fully satisfied with its financial, legal, technical, operational and contractual due diligence investigations of the Company. • (Shareholder Approvals): If required under the terms of the Buyer's constitution, its shareholders agreement or similar governing document, any approvals from the Buyer's shareholders. • (Regulatory Approvals): Receipt of all authorisations, permits, licences, approvals or consents required to ensure the lawful conduct of the Business by the Company, following the change in Control of the Company, on and from Completion. • (Third-Party Consents): The Company procuring consent to the change of control of the Company contemplated under this agreement from each counterparty to the Third-Party Consent Contracts. • (No Encumbrances): There being no Encumbrances subsisting over or in relation to the Sale Shares or the Company's assets other than the Permitted Encumbrances. • (Seller's Warranties): The Seller's Warranties remain and have remained true and accurate as at and up to the Completion Date.



- **(Material Adverse Change):** There being no Material Adverse Change.
- **(Employment Agreement):** The Seller and the Company entering into an Employment Agreement.

**Changes to
Board/senior
management
as a result of
the
Transaction**

The proposed acquisition will not result in any change to the Board or Senior Management of BGE. However, it is intended that two director seats will be by Brightside to accommodate two directors nominated by the Company.