



ASX ANNOUNCEMENT

07 May 2024

Share Purchase Plan Offer

XPON Technologies Group Limited ACN 635 810 258 (ASX: XPN) (**XPON** or **Company**), an AI marketing technology company, today attaches the following documents relating to the Share Purchase Plan (**SPP**) as announced on 24 April 2024:

1. Letter to Shareholders;
2. SPP Offer Booklet; and
3. Draft Application Form.

This announcement has been authorised for release by the Board of XPON Technologies Group Limited.

-ENDS-

For further information, please contact:

Investors

Lisa Young

1300 400 371

investors@xpon.ai

About XPON Technologies Group Limited (ASX: XPN)

XPON Technologies Group Limited is a leading AI marketing technology and cloud business. We simplify complex marketing challenges, helping businesses achieve superior engagement with their customers. At the heart of our approach is the integration of data and AI, which powers our tools to predict consumer behaviour, automate marketing processes, and drive effective, data-driven decisions.



7 May 2024

Dear Shareholder

Share purchase plan

On behalf of the board of XPON Technologies Group Limited ACN 635 810 258 (ASX: XPN) (**XPON** or **Company**), we are pleased to offer you the opportunity to purchase up to \$30,000 in additional shares in XPON under this share purchase plan (**SPP**).

The SPP will be available to shareholders who are on the Company register at 7.00pm (Sydney time) on 23 April 2024 (**Record Date**) and having a registered address in Australia and New Zealand (**Eligible Shareholders**). Shareholders with a registered address in the United Kingdom have not been included in the SPP given the process and time involved in seeking foreign jurisdictional advice for a small numbers of shareholders.

The SPP gives Eligible Shareholders the opportunity to purchase additional shares in XPON at \$0.015 per share (**Issue Price**), which is equal to the last close on 19 April 2024, and represents a discount of:

- (a) 4.7% to the 5-day VWAP of \$0.0157; and
- (b) 12.8% discount to the 15-day VWAP of \$0.0172,

up to, and including, 19 April 2024. There are no transaction costs or brokerage costs to participating shareholders. This is the same price as the Company's recent placement.

Included with this letter is the following material which aims to address any questions you may have about the SPP:

- (a) an investment overview, which includes details on pricing, the timetable, intended use of funds and key risks of an investment in the Company;
- (b) Q3 FY24 Investor Presentation;
- (c) SPP Terms; and
- (d) an application form.

Information about XPON is available at <https://xpon.ai/au/>, which should be considered in conjunction with the Company's continuous disclosure to ASX.

The SPP will close on 21 May 2024 at 5.00pm (Sydney time) (**Closing Date**). If you wish to participate in the SPP your application must be received by the Closing Date. XPON reserves its right to close the SPP early.

If you have any questions about the SPP, please contact the offer information line on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) between 8.30am and 5pm (Sydney time), Monday to Friday.

The board encourages you to consider this opportunity and thanks you for your continued support.

Yours faithfully

Mark Simari
Non-Executive Chairman
XPON Technologies Group Limited

XPON investment overview

Offer details

Issue Price	\$0.015 per share
Application Amount	Minimum of \$2,500 (Minimum Application Amount) with various increments (as described below) up to a maximum of \$30,000
Record Date	7.00pm (Sydney time) on Tuesday, 23 April 2024
Closing Date	5.00pm (Sydney time) on Tuesday, 21 May 2024
Allotment Date	Friday, 24 May 2024
Quotation Date	Monday, 27 May 2024

XPON reserves the right to change any of the above key dates at its discretion (even if the offer has opened or applications have been received).

Intended use of funds

The proceeds raised from this SPP will be used for general working capital and to strengthen the Company's balance sheet.

Risks

Before making an investment decision, you should read the SPP terms set out below. XPON considers that the major risks of an investment in XPON include that:

- (a) **Cyber security and potential breaches.** There is a risk that the Company's systems, information or operations may be adversely affected or be subject to disruption as a result of internal or external threats, cyber attacks or system and user errors;
- (b) **Failure to retain existing customers and attract new customers.** The Company's financial performance is dependent on its ability to retain customers and attract new customers to its products and services in a competitive market. If the Company is unable to execute successfully on its land and expand strategy and/or attract new customers this may have an adverse impact on the Group's operations, financial performance and growth targets;
- (c) **Customer concentration.** XPON is in its early stages of growth and accordingly may be impacted by the concentration of customers. The loss of, or significant adverse change in, the relationship and contracts between the Company and significant customers could have an adverse effect on the Company's business and financial results;
- (d) **Reliance on key personnel.** There are a number of key personnel who are strategically important to the Company including the Executive team as well as key operational roles within the broader business. The loss of one or more of these key personnel could have a negative impact on the business;
- (e) **Relationship with key partners.** The Company's business model relies on continuing strong relationships with key partners, in particular, its relationship with Google. XPON's relationship with Google Cloud and Google Marketing Platform may be affected if Google decides to diversify and offer partnerships to XPON's competitors, to terminate the agreement, or for other reasons. A proportion of XPON's revenue is dependent on these partnerships and the loss of partnerships

could cause the Company to lose growth momentum and may adversely impacts it's financial and market performance;

- (f) **Intellectual Property.** The Company's ability to leverage its innovation and expertise depends upon its ability to protect its intellectual property and any improvements to it. The intellectual property may not be capable of being adequately legally protected, it may be the subject of unauthorised disclosure or be unlawfully infringed, the Company may not adequately identify breaches, or the Company may incur substantial costs in asserting or defending its intellectual property rights. This could result in significant costs and delays and may adversely impact the Company's market and financial performance;
- (g) **Regulatory risk and privacy.** Information collected by customers as the primary controller and processed by XPON's offerings may include personal information of individuals some of which may be sensitive. Further, XPON may collect personal information related to its business (e.g. employees, investors, customers) and privacy, data protection and direct marketing regulation varies in the jurisdictions in which XPON operates. Claims relating to a breach of privacy regulation may adversely affect the Company's market and financial performance, particularly if the reputation of XPON's offerings is affected or compromised or if a large-scale privacy or confidentiality breach occurs;
- (h) **Jurisdictional risk.** XPON operates in multiple jurisdictions which increases the regulatory compliance burden and requires XPON to comply with multiple regulatory regimes with respect to its offerings. Further, the Company has operations in markets where there is a potential risk of exposure to modern slavery and similar legislation, or social, political or economic instability;
- (i) **Insurance.** XPON offers a broad scope of information technology products and services and has obtained business insurances to cover these services and offerings. XPON consults periodically with its professional insurance advisors regarding its business insurances, however, there is a risk that XPON's existing policies may not cover all potential claims that XPON may sustain in the course of undertaking its business;
- (j) **Currency exchange risk.** XPON reports its financial performance in Australian dollars, however, XPON has customers in multiple jurisdictions. Fluctuations in the exchange rate between the AUD and currency in those jurisdictions may affect XPON's financial performance; and
- (k) **Macro economic factors.** The Company's ability to retain and renew existing contracts and win new contracts may also be impacted by broader external factors including a slowdown in economic activity, changes to law or changes to the regulation of the internet and digital landscape generally. If the Company fails to adapt to these changes and retain existing customers, attract further business from existing customers and attract new customers, the Company's future financial performance and position may be adversely affected.

Past performance is not necessarily a guide to future performance of the Company.

XPON share purchase plan Terms

Offer

XPON Technologies Group Limited ACN 635 810 258 (ASX: XPN) (**XPON** or **Company**) is offering Eligible Shareholders the opportunity to purchase up to \$30,000 of fully paid ordinary shares in the capital of the Company (**Shares**) by way of a share purchase plan (**SPP**), without incurring brokerage (**Offer**).

The price per Share under the SPP (**Issue Price**) being offered is \$0.015.

The SPP is being conducted under *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (ASIC Instrument)*.

How do I accept

To participate, you should pay the Application Amount via BPAY or via Electronic Funds Transfer (**EFT**) so that payment is received by **5.00pm (Sydney time) on 21 May 2024**.

BPAY instructions are set out on the application form. If you use BPAY, you do not need to return your application form. Please make sure you use the specific biller code and unique reference number on your personalised application form. Your financial institution may implement earlier cut-off times for electronic payment. You should take this into consideration when making payment.

For New Zealand shareholders please follow the instructions on your application form to make payment via EFT. If you pay via EFT, you do not need to return your application form.

Eligible Shareholders may subscribe for any one of the following parcels (subject to any scale back described below):

	Subscription Amount	Shares to be allotted (calculated at the Issue Price)

Offer A	\$2,500	166,666
Offer B	\$5,000	333,333
Offer C	\$10,000	666,666
Offer D	\$15,000	1,000,000
Offer E	\$20,000	1,333,333
Offer F	\$25,000	1,666,666
Offer G	\$30,000	2,000,000

Funds received for applications by EFT, or BPAY will be regarded as applications for the maximum number of Shares that those funds will pay for in full.

Importantly, while participation in the plan is optional, once applications are submitted, they cannot be withdrawn.

The Company's market price may vary at any time during the offer period and the Company's Shares may trade at a price that is lower than the Issue Price.

By accepting the Offer, you accept the risk that the market price of the Company's Shares may fall below the Issue Price between the date of this Offer and the Allotment Date, in which case you may have been able to buy the Shares at a lower price than the Issue Price.

By making an application, you represent to the Company the matters set out under the heading 'Your representations' in these terms and in the application form.

How many Shares

Eligible Shareholders receive the number of Shares equal to the Application Amount (subject to any scale-back) divided by the Issue Price. Fractions will be rounded down, and the difference (being any amount less than the Issue Price) may be retained by the Company.

The Issue Price does not exceed the limit prescribed by the ASX Listing Rules and the ASIC Instrument.

Shares issued under the SPP may be sold or transferred on ASX at any time after the Quotation Date.

Eligibility to participate

The Offer is open to all shareholders with a registered address in Australia and New Zealand as at the Record Date.

The Company has determined that it is impractical for the SPP to be offered to a shareholder whose address on the register of members is a country outside of Australia and New Zealand.

Participation in the SPP by acceptance of the Offer:

- (a) is optional for Eligible Shareholders; and
- (b) is subject to these Terms.

Multiple holdings

If you are the only registered holder of Company Shares, but you receive more than one Offer under the SPP (for example, due to multiple registered holdings), you may only apply in total for a maximum of \$30,000 worth of Shares.

Joint holders

If you are a joint holder of Company Shares, that holding is considered to be a single registered holding for the purpose of the SPP. You are entitled to participate in the SPP for that single holding only. If you are a joint holder and you receive more than one Offer under the SPP, you may only apply in total for a maximum of \$30,000 worth of Shares.

Trustee or nominee

If you are noted on the Company's share register as a trustee or nominee for a named beneficiary, you may only apply for one maximum parcel of Shares for each named beneficiary. If the Company's share registry does not record a named beneficiary for your

trustee or nominee holding, the rules for multiple single holdings apply.

Custodians

If you are a custodian within the definition of 'custodian' in the ASIC Instrument (as varied) and hold Company Shares for one or more persons (each a **Participating Beneficiary**), or for another custodian of Company Shares, you may apply for up to a maximum of \$30,000 worth of Shares for each Participating Beneficiary, subject to providing the Company a 'custodian certificate' in addition to the application form, which certifies matters required by the ASIC Instrument (as varied).

Please contact the share registry to obtain the form of the custodian certificate.

Directors

Directors of the Company who are Eligible Shareholders may participate in the SPP.

Scale-back

The Company may, in its absolute discretion, scale-back applications under the SPP

Factors that the Company may take into account in determining any scale-back include:

- (a) compliance with regulatory requirements;
- (b) the amount applied for by each shareholder;
- (c) the number of Shares held at the Record Date; and
- (d) if the shareholder remains on the register at the Closing Date.

The Company may scale-back applications below the Minimum Application Amount. Scale-back decisions are made by the board and are final.

If a scale-back occurs, the difference between the value of the Shares allotted and the Application Amount paid to the Company (only where the amount is greater than the Issue Price) will be refunded by cheque and mailed to you as soon as practicable following the Allotment Date. Any scale-back will be

announced on the Allotment Date. No interest will be paid on any Application Amount paid or refunded.

ASX quotation

After Shares are issued and allotted under the SPP, the Company will apply to ASX for quotation of the Shares on the Official List and send an allotment notice to each Eligible Shareholder's registered address.

No costs

Eligible Shareholders may subscribe without incurring brokerage costs, commission or other transaction costs.

The Company's rights

The Company may reject any application for Shares under the SPP if:

- (a) it considers that the application does not comply with these terms;
- (b) you are not an Eligible Shareholder;
- (c) the application form has not been properly completed; or
- (d) there are grounds for believing that the applicant is not acting in good faith.

The Company may modify, suspend or cancel the SPP at any time. If the Company does this it will notify ASX. If the SPP is cancelled the Application Amount will be refunded without interest. Neither the Company nor the board accepts or assumes any liability to shareholders because of the variation, suspension or termination of SPP.

The Company may settle, at its discretion in any manner it deems fit, any anomalies or disputes in connection with the SPP and that decision is conclusive and binding on all applicants. The Company reserves the right to waive strict compliance with these terms.

Your representations

By completing and returning the application form or by making payment, you:

- (a) certify to the Company that you are an Eligible Shareholder;
- (b) authorise the Company (and its officers and agents) to correct any error in, or omission from, your application form;
- (c) accept the risks of the delivery of any refund to you;
- (d) acknowledge that the Company may at its discretion determine that your application form is valid, even if the application form is invalid;
- (e) irrevocably and unconditionally agree to these terms; and
- (f) acknowledge that the Company is not liable for any exercise of its discretions referred to in these terms.

Other information

The Offer is non renounceable, which means that you cannot transfer your right to purchase Shares under the SPP to anyone else. Shares issued under the SPP will rank equally in all respects with existing fully paid Shares.

This document is not an offer of securities in any place outside Australia or New Zealand and does not take into account your individual investment objectives, financial situation or particular needs. An investment in the Company is speculative. Therefore, you should obtain independent financial and taxation advice before making an investment decision.

General

The Company may determine, in any manner it thinks fit, any disputes or anomalies which arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any Eligible Shareholder or application for Shares. The decision of the Company will be conclusive and binding on all persons to whom the determination relates.

The Company reserves the right to waive compliance with any provision of these Terms and Conditions, to amend or vary these Terms and Conditions and to suspend or terminate the SPP at any time.

Any amendment, variation, suspension or termination will be binding on all Eligible Shareholders even where Eligible Shareholders are not notified of that event.

If an application form is incomplete, contains errors or is otherwise invalid or defective, the Company may, in its sole discretion, accept, reject, correct or amend the application, issue such number of Shares to the applicant shareholder as it considers appropriate, refund the application money, or take any combination of these actions. Any refund will be paid to the applicant shareholder shortly after the close of the SPP. The Company's rights and discretions under the SPP may be exercised by the Company's directors or any delegate of the

Company' directors. To the extent permitted by any applicable law, the Company is not liable for any exercise of its discretions under the SPP.

None of the Company nor its related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers guarantees the performance of the Company.

Questions

Any questions in respect of the SPP should be directed to Automic, the share registry, 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) during business hours.

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

SRN/HIN: [HolderNumberMasked]

ASX Code: XPN

Record Date: 7:00pm (Sydney time), 23 April 2024

SHARE PURCHASE PLAN APPLICATION FORM

IMPORTANT: OFFER CLOSSES 5:00PM (SYDNEY TIME) ON 21 MAY 2024 (UNLESS VARIED)

1: SUBSCRIPTION

This Offer entitles each Eligible Shareholder in XPON Technologies Group Limited (**XPON** or the **Company**) to subscribe through the Company's Share Purchase Plan (**SPP**) for a maximum of \$30,000 worth of fully paid ordinary shares in the Company (**New Shares**). The Company announced the SPP to raise up to a total of **\$0.25 million** (before costs). The SPP is open to all shareholders recorded as holding fully paid ordinary shares (**Shares**) on the Company's Register as at the Record Date with a registered address in Australia or New Zealand. The issue price of the New Shares is \$0.015 (**Price**).

Eligible Shareholders may subscribe for any one of the following parcels (*subject to a maximum band or any scale back*) described below by paying the applicable Subscription Amount in accordance with the payment instructions in section 2 of this Application Form:

	Application Amount	Number of New Shares
Offer A	\$30,000 (maximum)	2,000,000
Offer B	\$25,000	1,666,666
Offer C	\$20,000	1,333,333
Offer D	\$15,000	1,000,000
Offer E	\$10,000	666,666
Offer F	\$5,000	333,333
Offer G	\$2,500 (minimum)	166,666

2: PAYMENT - You can pay either by BPAY® or Electronic Funds Transfer "EFT"

Payment under the Share Purchase Plan can only be made by BPAY® or EFT.

Option A – BPAY®



Biller Code: TBC

Ref No: [BPayCRN]

Contact your financial institution to make your payment from your cheque or savings account.

Note: You do not need to return this form if you have made payment via BPAY® or EFT. Your BPAY® reference number or unique reference number will process your payment for your application for New Shares electronically.

Option B – Electronic Funds Transfer (EFT)

The unique Payment Reference which has been assigned to your Application is: [HolderId]-TBC-XXX

Funds are to be deposited directly to following bank account:

Account name: Automic Pty Ltd
Account BSB: TBC
Account number: TBC
Swift Code: WPACAU2S

IMPORTANT: You must quote your unique payment reference as your payment reference/ description when processing your EFT payment. Failure to do so may result in your funds not being allocated to your application and shares subsequently not issued.

3: Elect to be an e-shareholder

If you have received this application form by post you have NOT provided your email address or elected to receive all communications electronically.

As part of the Company's commitment to improving shareholder value, we encourage you to elect to receive all shareholder communications electronically.

By choosing this option you will:

- Support the company that you hold an ownership in by helping us to reduce the thousands of dollars spent on printing and postage costs each year;
- Receive your investor communications faster and in a more secure way; and
- Help the environment through the need for less paper.

SIMPLY SCAN THE QR CODE TO VISIT
[HTTPS://INVESTOR.AUTOMIC.COM.AU](https://investor.automic.com.au)
AND UPDATE YOUR COMMUNICATION PREFERENCE .



INSTRUCTIONS FOR COMPLETION OF THIS FORM

The right to participate in the SPP is optional and is offered exclusively to all Shareholders (including Custodians) who are registered as holders of fully paid ordinary shares in the capital of the Company on the Record Date with a registered address in Australia and New Zealand (**Eligible Shareholders**).

If the Company rejects or scales-back an application or purported applications, the Company will return to the Shareholder the relevant Application Monies, without interest.

HOW TO APPLY FOR SHARES UNDER THE SPP

1 Subscription

As an Eligible Shareholder, you can apply for up to a maximum of \$30,000 worth of Shares. Eligible Shareholders can select one of the parcels prescribed overleaf.

In order to comply with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, the maximum value of Shares each Eligible Shareholder (irrespective of the size of their shareholding) may apply for under this Offer is \$30,000 (including through joint holding(s), multiple share accounts or any holding in which they have a beneficial interest/s). This limit will apply even if you receive more than one offer from the Company (for example, because you are a joint holder of Shares or because you hold more than one shareholding under separate share accounts).

If the Company receives an amount that does not equal one of the amounts specified overleaf the Company may accept the payment at their discretion and refund any excess Application Money (without interest) to the Eligible Shareholder. If the Company receives a subscription of over \$30,000 worth of Shares by an Eligible Shareholder through multiple applications or joint holdings, the Company may refund any excess Application Money (without interest) to the Eligible Shareholder.

Any application made under the SPP Offer is not guaranteed to result in the Eligible Shareholder receiving any Shares that have been applied for. Applications may be scaled back at the absolute discretion of the Company.

2 Payment

By making a payment via BPAY or EFT, you agree that it is your responsibility to ensure that funds are submitted correctly and received by Automic Share Registry by the closing date and time. Payment must be received by the Share Registry by 5:00pm (Sydney time) on Tuesday 21 May 2024

It is your responsibility to ensure your CRN or unique Payment Reference is quoted, as per the instructions in Section 2. If you fail to quote your CRN or unique Payment Reference correctly, Automic may be unable to allocate or refund your payment. If you need assistance, please contact Automic.

Payment by BPAY®: You can make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. To BPAY® this payment via internet or telephone banking use your reference number on this Form. Multiple acceptances must be paid separately.

Payment by EFT: You can make a payment via Electronic Funds Transfer "EFT". Multiple acceptances must be paid separately. Please use your unique reference on this Form. This will ensure your payment is processed correctly to your application electronically.

If you make a payment by BPAY® or EFT and the Company receives an amount which is not equal to either \$30,000, \$25,000, \$20,000, \$15,000, \$10,000, \$5,000, or \$2,500 the Company may accept the payment at their discretion. Your payment must be for a minimum of \$2,500.

Applicants should be aware of Automic's financial institution's cut off-time, their own financial institution's cut-off time and associated fees with processing a funds transfer. It is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time, including taking into account any delay that may occur as a result of payments being made after 5pm (AEST) and/or on a day that is not a business day (payment must be made to be processed overnight). You do not need to return this Form if you have made payment via BPAY® or EFT. Your reference number will process your payment to your application electronically and you will be deemed to have applied for such shares for which you have paid.

3 Elect to be an e-shareholder - receive communications by email

As a valued shareholder in XPN, the Company encourages shareholders to elect to receive their shareholder communications electronically. This will ensure you receive all future important shareholder communications in a faster and more secure way and reduce the environmental footprint of printing and mailing.

IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
2. If you do not wish to purchase Shares under the SPP, there is no need to take action.
3. Please ensure you have read and understood the terms and conditions of the SPP in the Offer Booklet accompanying this Application Form and this section entitled "Important Information" before making payment by BPAY® or EFT.
4. The offer for Shares under the SPP is non-renounceable. Applications can only be accepted in the name printed on the Application Form.
5. If you are a custodian, trustee or nominee within the meaning of "Custodian" as defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, you must complete and submit an additional certificate that contains further certifications and details (**Custodian Certificate**) that must be provided before your application will be received. The Custodian Certificate can be obtained by contacting the Share Registry on the telephone number set out below. Applications received by Custodians that are not accompanied by the Custodian Certificate will be rejected. A completed Custodian Certificate must be emailed to: custodialcertificates@automicgroup.com.au, failure to do so will result in the Application being rejected.
6. For applicants that are not required to complete the Custodian Certificate, by making payment by BPAY® or EFT, you certify that the aggregate of the payment paid by you for:
 - the parcel of Shares indicated on this Application Form or BPAY® or EFT; and
 - any other Shares applied for by you, or which you have instructed a custodian to acquire on your behalf under the SPP or any other similar arrangement in the 12 months prior to making payment by BPAY® or EFT does not exceed A\$30,000.
7. The maximum subscription limitation of A\$30,000 will apply even if you have received more than one Application Form (whether in respect of a joint holding or because you have more than one holding under separate security accounts).
8. You are not guaranteed to receive any Shares that you have applied for and the Company may, in its absolute and sole discretion:
 - a. scale back any applications made; and
 - b. reject your application, without limit.
9. By making payment of application monies, you certify that:
 - you wish to apply for Shares under the SPP as indicated on this Application Form and acknowledge that your application is irrevocable and unconditional;
 - you received a copy of the Offer Booklet and you have read and understood the terms and conditions of the SPP;
 - you agree to be bound by the Constitution of the Company and the terms and conditions in the Offer Booklet;
 - you agree to accept any lesser number of Shares than the number of shares applied for; and
 - you are not in the United States and are not acting for the account or benefit of a person in the United States and have not sent any offering materials relating to the SPP offer to any person in the United States.

If you require further information about the Offer, please contact Automic on 1300 288 664 or +61 2 9698 5414 between 8:30am and 7:00pm (AEST).