



1 December 2025

## EXECUTION OF LOI WITH SPAC AT USD\$300M VALUATION

**Ovanti Limited (ASX: OVT)** (“**Ovanti**” or the “**Company**”) is pleased to announce that its U.S. “Buy Now, Pay Later” (“**BNPL**”) subsidiary, **Ovanti US Inc. trading as Flote (“Ovanti US”)**, has executed a Letter of Intent (“**LOI**”) with **Miluna Acquisition Corp (NASDAQ: MMTXU)** (“**Miluna**”), a Nasdaq-listed special purpose acquisition company (“**SPAC**”), for a proposed business combination resulting in Ovanti US becoming a standalone Nasdaq-listed company with **Ovanti Limited** (the ASX listed entity) holding majority shareholding and control over the Nasdaq-listed entity.

Pursuant to the LOI, the proposed transaction values **Ovanti US** at a pre-money equity valuation of US\$300 million on a fully diluted basis, with 100% stock consideration and 100% rollover of existing Ovanti US equity into the combined company.

**Miluna (NASDAQ: MMTXU)** recently completed its Nasdaq IPO of 6,000,000 units at US\$10.00 per unit, raising US\$60 million of gross proceeds. These funds are currently held in a U.S. trust account for the benefit of its public shareholders.

Upon completion on the indicative terms contemplated in the LOI, the de-SPAC transaction would see:

- Ovanti US listed on Nasdaq as a focused U.S. BNPL business; and
- Ovanti Limited and its shareholders retaining a clear majority shareholding in the combined Nasdaq-listed entity at completion.

**Ovanti is being advised in this SPAC transaction by ARC Capital / ARC Group**; a global investment banking firm with substantial experience in SPACs and de-SPACs. **ARC has been involved in numerous high-profile transactions and is widely known for advising Digital World Acquisition Corp in its SPAC merger with Trump Media & Technology Group.**

The transaction on these agreed terms contained in the LOI shall become binding when a definitive Business Combination Agreement (“**BCA**”) is executed. The Company does not envisage nor will consent to any material variation to the commercial terms laid out in the LOI upon progressing to the BCA.



## Transaction Highlights

- **LOI executed between Ovanti US and Miluna Acquisition Corp** for the proposed Nasdaq listing of Ovanti's U.S. BNPL business.
- **Pre-money valuation of Ovanti US of US\$300 million (fully diluted).**
- **Miluna with US\$60 million of funds currently held in its U.S. SPAC trust account;** representing IPO proceeds at US\$10.00 per public share.
- **Majority ownership preserved:** the transaction is structured so that Ovanti Limited (and thus its shareholders) retains a majority shareholding in the Nasdaq-listed entity at completion.
- **Subject to ASX approval and OVT shareholder approval:** the parties agree that if required by ASX, Ovanti must call an EGM in order to obtain shareholder approval for the transaction.
- *On the abovementioned terms, the LOI is currently non-binding and shall become binding on these terms when subject to usual processes; a BCA needs to be executed by the parties in the upcoming weeks subject to the successful completion of final due diligence taking note of the Christmas break in the United States and Australia which may cause delays with the respective lawyers. The Company does not envisage nor will accept any material changes to these outlined commercial terms from the LOI to be reflected in the BCA.*

## Indicative Ownership and Value for OVT Shareholders

For illustrative purposes, in order to provide better understanding of this SPAC process and the proposed implications for OVT (and OVT's shareholders) based on numerous queries to the Company including questions at the recent AGM:

- Ovanti US pre-money valuation: US\$300 million;
- Miluna trust: US\$60 million;
- Assumed reference price: US\$10.00 per share.

On that basis Ovanti US would be issued approximately 30.0 million shares in the combined Nasdaq-listed company (US\$300m ÷ US\$10/share), and the Miluna trust would correspond to approximately 6.0 million shares (US\$60m ÷ US\$10/share). Under this simplified scenario (ignoring any additional shares issued for PIPE investors, warrants, earn-outs or other instruments), the combined company would have approximately 36.0 million shares on issue, with Ovanti shareholders collectively holding around 30.0 million shares – an indicative ownership interest of approximately 83%.

In practice, final ownership will depend on the size and pricing of any PIPE, the level of redemptions from the Miluna trust, any additional shares or incentives issued to sponsors,



management or PIPE investors, and the definitive BCA structure. Nevertheless, the stated intention of the parties is that Ovanti and its shareholders retain a majority shareholding in the Nasdaq-listed business, ensuring that OVT remains the major economic owner of Ovanti US.

### Indicative Use of Funds

Subject to completion of the proposed business combination and net of transaction costs and any SPAC shareholder redemptions, Ovanti US Inc. will have access to the cash currently held in Miluna's trust account, which amounts to approximately US\$60 million. This capital is intended to provide Ovanti US with a meaningful war chest to execute its U.S. BNPL growth strategy as outlined in Ovanti's 24 November 2025 Flote BNPL business presentation released to the market.

- **Funding transaction growth and TTV** – providing balance sheet support and working capital to scale Flote's BNPL receivables and support rapid growth in total transaction volume (TTV), with Ovanti targeting approximately US\$1.8 billion of TTV over 24 months in its base case, and up to US\$5.0 billion in an upside scenario based on a 1–3% capture of its serviceable market.
- **Merchant and partner acquisition** – accelerating onboarding of PSPs, enterprise merchants and ecosystem partners (such as those highlighted in the 24 November deck released to the market including Shift4 and Speedway Motorsports with more to be announced) to build distribution across high-frequency and high-value verticals.
- **Marketing and brand awareness** – executing a full-funnel marketing program (paid media, co-marketing with partners, PR and brand campaigns) to acquire and retain the 150+ million “debit-first” U.S. consumers that Flote targets.
- **Product and technology investment** – continuing to enhance Flote's cash-flow-based underwriting engine, consumer and merchant user experience, and integrations with key platforms (e-commerce, PSPs and card schemes) to support scale and risk management.
- **Corporate and regulatory readiness** – supporting ongoing compliance, risk, and public-company infrastructure required for a Nasdaq-listed U.S. BNPL platform.

In short, the Board views the Miluna trust proceeds as a growth war chest that will subject to completion allow Ovanti US to aggressively pursue market share in the U.S. BNPL sector and work towards the previously disclosed 24-month TTV objectives of approximately US\$1.8–5.0 billion, while maintaining a disciplined focus on unit economics and credit risk.



## Strategic Rationale – Maximising Shareholder Value

Ovanti's Board believes the proposed transaction offers a compelling pathway to maximise long-term value for OVT shareholders by:

- Providing Ovanti US with a dedicated Nasdaq listing and SPAC trust capital, giving the U.S. business a substantial war chest to pursue its BNPL growth strategy in the United States;
- Aligning Ovanti US with U.S. investors and institutions who specialise in fintech and BNPL and who benchmark opportunities against U.S. peers;
- Leaving OVT in place as an ASX-listed company, with a majority equity stake in the Nasdaq-listed Ovanti US vehicle, so that any uplift in Ovanti US's valuation and TTV is reflected in OVT's underlying asset base; and
- Preserving flexibility for Ovanti to pursue additional corporate and funding initiatives in the U.S. market over time.

The transaction is therefore intended to complement, not replace, Ovanti's presence on the ASX. OVT remains the parent company and primary listing, while Ovanti US becomes a high-growth U.S. operating arm with its own Nasdaq listing and capital base.

## Further Rationale for the Transaction based on Peer Analysis:

### BNPL Peers and U.S. Listing Trend – Sezzle Inc (NASDAQ: SEZL) and Zip Co (ASX:ZIP)

Activity by key BNPL peers further validates Ovanti's strategy of seeking a U.S. listing for its U.S. business.

### Sezzle Inc – Strong Nasdaq Momentum

Sezzle Inc. (Nasdaq: SEZL) is a U.S. BNPL platform that has gained strong traction with American growth investors and institutions since commencing trading on Nasdaq. Public market commentary highlights that Sezzle's share price has delivered very substantial gains over a 12-month period as the company combined rapid revenue growth and improving profitability with a clear BNPL value proposition. Ovanti's 24 November Flote deck notes Sezzle as a U.S.-domiciled BNPL competitor capitalised at around US\$1.8 billion with more than US\$500 million of revenue, and cites a very substantial share-price uplift following its Nasdaq listing. While Sezzle's performance does not guarantee any outcome for Ovanti US, it illustrates that Nasdaq investors can strongly embrace a U.S. BNPL story, particularly when the company is executing well on growth and profitability.



### **Zip Co – ASX BNPL Peer Moving Toward U.S. Dual Listing**

Zip Co Limited (ASX: ZIP) – a major ASX-listed BNPL provider and peer to Ovanti – has also moved to align its future more closely with U.S. equity markets. On 22 August 2025, in its FY25 Results Update, Zip stated that, consistent with its objective to maximise long-term shareholder value, it is considering a dual listing on Nasdaq. Zip noted that a dual listing is expected to support Zip’s significant growth opportunity in the U.S., which at that time represented the majority of its divisional cash earnings, and to respond to growing U.S. investor interest in the company. Zip later announced that it had submitted a confidential draft registration statement to the U.S. SEC in connection with the potential dual listing, reiterating that the purpose is to enhance long-term shareholder value and capitalise on growth opportunities in the U.S. market. Market reporting also noted that Zip’s FY25 results and U.S. listing plans were met with a strong positive share-price reaction.

Together, Sezzle’s Nasdaq success and Zip’s dual-listing strategy underline a clear pattern: leading BNPL players are gravitating toward U.S. capital markets to support growth, and U.S. investors have shown they are willing to ascribe significant valuations to BNPL companies that execute well, particularly when their operations and earnings are U.S.-centric. Ovanti’s proposed de-SPAC with Miluna follows the same strategic logic: aligning a U.S. BNPL business with U.S. investors and capital, while in Ovanti’s case maintaining a majority ownership stake for OVT shareholders in the resulting Nasdaq-listed company.

### **ARC Capital and Miluna – Serious SPAC Credentials**

Ovanti is being advised by ARC Capital / ARC Group, a global investment banking firm with substantial experience in SPACs and de-SPACs. ARC has been involved in numerous high-profile transactions and is widely known for advising Digital World Acquisition Corp in its SPAC merger with Trump Media & Technology Group.

Miluna Acquisition Corp itself is a newly-listed Nasdaq SPAC, with approximately US\$60 million of IPO proceeds currently held in trust and a mandate to pursue high-growth targets. The Board considers the combination of ARC’s SPAC expertise and Miluna’s capital and Nasdaq platform to be a strong validation of the quality and potential of Ovanti US.

## Overview of the SPAC Process and Next Steps

The signing of the LOI is a major milestone, but several key steps remain before any transaction can be completed. In line with SPAC market practice and the LOI, the anticipated stages include:

1. Negotiation and execution of a definitive BCA – Ovanti US and Miluna will work towards a binding Business Combination Agreement setting out the detailed transaction structure, consideration, governance and conditions to closing.
2. Confirmatory due diligence – Miluna will complete confirmatory due diligence on Ovanti US (for an indicative period of up to 90 days), and Ovanti US will conduct customary diligence on Miluna and its sponsor.
3. PCAOB-compliant audits and SEC filings – Ovanti US will complete PCAOB-standard audits of its financial statements for inclusion in a Form S-4 registration statement/proxy to be filed with the U.S. Securities and Exchange Commission (SEC).
4. SEC review and clearance of the Form S-4 – The SEC will review the Form S-4. It must be declared effective before Miluna can convene a shareholder meeting to seek approval for the business combination.
5. Shareholder approvals – Miluna's shareholders must approve the BCA and related matters. Ovanti expects to seek any approvals required under the ASX Listing Rules in connection with the spin-out and de-SPAC.
6. Completion (de-SPAC) and commencement of Nasdaq trading – Upon satisfaction of all conditions – including Nasdaq listing standards, regulatory approvals and shareholder votes – the business combination will close and Ovanti US will form part of a Nasdaq-listed entity, with Ovanti Limited holding its agreed majority stake.

## Chairman's Comment

Ovanti Chairman, Mr Daler Fayziev, commented on the SPAC transaction supported by ARC Capital:

***“Signing this LOI with Miluna is a significant step for Ovanti. It follows an extensive global process conducted since July. This transaction was set up by ARC Capital who have done an excellent job to identify the right U.S. SPAC partner for our U.S. BNPL business. Miluna's Nasdaq platform and ARC's SPAC track record – including high-profile U.S. transactions – give this proposed deal strong credibility.***

***Strategically, our focus is on maximising long-term value for OVT shareholders by securing a substantial pool of U.S. growth capital for Ovanti's Flote BNPL business.***



*The Miluna structure is designed to give Ovanti US access to a meaningful war chest of funding so that we can scale quickly in the U.S. market, build out our merchant and partner network, and drive TTV towards our 24-month goal of approximately US\$1.8–5.0 billion, while OVT remains listed on the ASX and retains a majority stake in the Nasdaq entity.*

*We are encouraged to see peers such as Zip, which is progressing a U.S. dual listing to maximise long-term shareholder value and support its U.S. growth, and Sezzle, which has gained strong momentum from American investors on Nasdaq. That reinforces our view that accessing U.S. capital and investors, combined with the right amount of growth funding, is the logical path for a U.S.-focused BNPL business. Our job now working alongside the highly experienced team at ARC Capital is to do our best to urgently finalise the BCA, complete the audits, deliver the capital structure and execute. We note that ARC Capital, with their substantial track record and connections in the U.S. market will on many fronts prove to be a valuable partner for Ovanti now and in the future.”*

### Next Updates

Ovanti will continue to comply with its continuous disclosure obligations and will update the market on material developments, including (without limitation):

- Execution of a definitive Business Combination Agreement with Miluna;
- Completion of the PIPE;
- Filing and SEC effectiveness of the Form S-4; and
- Completion of the de-SPAC transaction and commencement of trading of Ovanti US on Nasdaq.

The release of this announcement was authorised by Joshua Quinn, Company Secretary on behalf of the Board of OVT.

**ENDS**

### About Ovanti Limited (ASX:OVT):

Ovanti Limited (ASX:OVT) provides fintech and digital commerce software solutions and services that enable its institutional customers to securely authenticate end-user customers and process banking, purchase and payment transactions.

The Company's core technology platform enables large customer communities to connect to end user customers using any mobile device and integrate mobile technology throughout their existing business and customer product offerings. The Company's business divisions consist of Mobile Banking and Digital Payments which service leading banks in Malaysia and large telcos and corporates in Malaysia & Indonesia. Ovanti also works with telecommunication network providers to provided mobile OTT (over-the-top) services that leverage their subscriber base to build active communities. In addition to the Malaysian operations, the Company is expanding operations for buy now, pay later services (BNPL) into the United States of America (USA). The Company's technology solutions and expertise across fintech and digital commerce solutions and services, including years of servicing numerous large banking clients, give it distinct advantages as it enters the USA market.