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Market Announcements Platform
ASX Limited

MOTIO ENTERS INTO EXCLUSIVE SALES AGREEMENT WITH ADONIX AND PLANNED LAUNCH OF MOTIO DRIVE

Motio Ltd (ASX:MXO) (“Company” or “Motio”) is pleased to announce that it has entered into an agreement to become the exclusive sales partner and a minority investor in Adonix, a transit media network specialising in high-definition digital screens mounted on taxitops.

The partnership marks Motio’s expansion into location based media through the launch of Motio Drive, further broadening the Company’s digital media footprint.

Under the agreements, Motio will act as the exclusive sales partner to Adonix, selling media across the network alongside Motio’s existing health, play, café and venue networks. The Board believes that expansion into transit media complements Motio’s established place-based media business by extending campaign reach, providing additional flexibility for clients, and enabling access to new advertiser categories.

Adam Cadwallader, CEO of Motio, said *“Display advertising on taxi and transit media is not a new concept. It is widely accepted in major global cities and forms part of the urban media landscape. This format brings a sense of Manhattan to Australia, with the opportunity to enhance campaigns using the digital and geographic capabilities of these formats.”*

Zahar Martin, Managing Partner of Adonix, commented *“Adonix was founded to bring sophisticated digital solutions to the transit OOH sector. With Motio’s strategic investment and sales leadership, we can accelerate the rollout and deepen our impact across key metropolitan markets. Adam and the Motio team share our vision for Adonix, and together, we are positioned to unlock the full potential of digital transit media.”*

Motio has entered into a subscription agreement with Lorikeet Corporation Pty Ltd (“**Lorikeet**”) to invest \$300,000 in return for a 13.33% equity interest in Lorikeet (“**Subscription Agreement**”). The funds will be used to accelerate the rollout of digital taxitop screens, expanding the Adonix network to approximately 150 vehicles.

Cadwallader added: *“We are currently in a pre-launch phase and look forward to working with our foundation clients as we build the network on high-quality vehicles across key metropolitan markets.”*

Consistent with Motio’s stated strategy of selling owned media and expanding into new networks, the Company has also agreed to enter into a call option deed over all the fully paid ordinary shares in Adonix that it does not already own (“**Option**”).

The Option will vest if Motio generates at least \$600,000 of gross revenue on the Adonix network within any three-month period over the next two years. Upon vesting, Motio will have a six-month period in which to determine whether to exercise the Option.

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If exercised, the consideration for the remaining shares will be based on the three months of Adonix net revenue prior to option vesting, and the three months of Adonix net revenue prior to option exercise, annualised, and multiplied by Motio's EV/Revenue multiple at the time of exercise, calculated using a 30-day VWAP of Motio's share price.

Motio retains discretion to settle the consideration in cash, scrip or a combination of both subject to regulatory requirements if required. If settled in cash, a floor and ceiling net revenue multiple of 1.0x and 1.55x will apply¹.

Completion of the Subscription Agreement is conditional upon execution of the Option Deed and Shareholders' Agreement incorporating customary governance and minority shareholder protection provisions by no later than 30 April 2026.

The Board believes Motio Drive represents a disciplined extension of the Company's platform strategy, expanding into complementary digital formats through capital-light structures, performance-linked pathways to ownership, and an acceleration of our transition into profitable growth mode.

Motio Drive, powered by Adonix, adds a highly visible, premium urban format to Motio's portfolio and supports the Company's confidence in continued top-line expansion into FY27 and beyond.

The Company will provide further updates as the rollout of Motio Drive progresses.

This announcement has been authorised for release by the Board of Directors

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ABOUT MOTIO LIMITED: Motio redefines how brands connect with their audiences, through its unique digital place-based network.

It offers the best elements of Out-of-Home and Digital capability with dedicated digital display channels carrying dynamic, engaging and hyper-relevant communication tailored to its environments. These include cafés, medical centres, indoor sports, Bar/Pub environments and now, with the addition of Motio Drive by Adonix, on the streets of Sydney.

¹ The Option will expire on the earlier of 2 July 2029 or 24 months from the date that 120 units have been installed.

Motio has unique characteristics enabling brands to tell their stories to people where they are naturally engaged and locations that are important to consumers in their everyday life.

The Motio network includes more than 1500 state-of-art digital displays across in excess of 1250 high-value locations, underpinned by industry audience measurement and other first party data alongside its location intelligence technology to deliver brands with maximum returns.

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