



ASX Announcement
3 June 2026

XPON Divests Alpha Digital

XPON Technologies Group Limited (ASX: XPN) ("XPON" or "the Company") announces it has entered into a binding agreement to divest 100% of the shares in Alpha Digital Design Consultants (Aust) Pty Ltd ("Alpha Digital") to Coopers Shield Pty Ltd (**Coopers Shield**), a company associated with Alpha Digital's founder Matthew Cooper. Completion is expected in June 2026, subject to satisfaction of conditions precedent.

HIGHLIGHTS

- **Strategic refocus:** Following a strategic review, XPON's Board has determined that Alpha Digital no longer aligns with the Company's strategic direction. The divestment allows XPON to concentrate resources on its core businesses and further focus on its growth strategy in the AI sector.
- **Business continuity:** Alpha Digital will continue to operate independently under Matthew Cooper's leadership, with all existing employees remaining with the business.

STRATEGIC RATIONALE

XPON acquired Alpha Digital in May 2025. Following a strategic review, the Board has concluded that Alpha Digital's services-led model is not the optimal fit within XPON's portfolio at this stage of the Company's development.

The divestment to Alpha Digital's founder, who has deep knowledge of the business, is a clean and commercially sensible outcome for both businesses and their stakeholders. XPON will continue to execute its growth strategy across its remaining operations.

TRANSACTION STRUCTURE

As part of the integrated transaction, at completion XPON will receive consideration comprised of debt forgiveness and a nominal cash contribution, made up of:

- The outstanding vendor loan balance of approximately \$1,401,694.06 owed by XPON will be forgiven by Coopers Shield;
- The outstanding Intercompany loan balance of approximately \$1,000,000 owed by XPON will be forgiven by Alpha Digital; and
- A nominal cash consideration of \$776.29 for the shares in Alpha Digital.

Loan amounts are estimates as at the date of execution and will be reconciled to actual net balances at completion.

As part of the transaction, all performance-based earn-in obligations disclosed in XPON's acquisition announcement of 5 May 2025, comprising up to \$891,000 linked to FY26 and FY27 EBITDA targets, have been mutually waived and are extinguished on completion.

IMPACT ON XPON

There are no changes to XPON's Board or senior management. Following completion, XPON's operations will comprise its Wondaris AI Marketing Platform and its Google Reseller business.

For the First Half of FY2026 Alpha Digital contributed ~ 35% of XPON's revenue and represented ~ 27% of the group's asset valuation, as of 31 December 2025.

XPON will provide a further update on its strategic priorities in due course.

This announcement has been approved and authorised for release by the Board of Directors of XPON Technologies Group Limited ACN 635 810 258

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About XPON Technologies Group Limited (ASX: XPN)

XPON Technologies Group Limited is a leading AI marketing technology business with operations in Australia, New Zealand and the United Kingdom. We help businesses simplify complex marketing challenges and achieve superior ROI from 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.

Further information can be found on our website at <https://xpon.ai>