20 July 2026 **ASX ANNOUNCEMENT**

Mosh Acquisition Agreement Signed and Variation of Simplicity Acquisition Terms

Gratifii Limited **(ASX: GTI) ('Gratifii' or the 'Company')** provides the following update to the market in relation to the acquisition of Mosh and the acquisition of Simplicity Australasia Limited and Simplicity Technologies Limited (together, **Simplicity**).

Key Highlights

- Binding agreement for the acquisition of Mosh has been executed, on terms consistent with those previously announced in December 2025.
- Gratifii and Simplicity have come to an agreement to vary the terms of the Simplicity acquisition, announced on 14 May 2026.
- Completion of the Simplicity acquisition deferred to 31 January 2027, with a revised staged payment structure, an earnings-based completion condition and an extended earn-out aligning vendor value with post-completion performance.
- Completion deferred to allow Simplicity to consolidate its recent sales wins, with the revised structure better suited to both parties and the long-term growth of the combined business.

Mosh Acquisition

The Company advises that the binding agreement for the acquisition of Mosh has been executed, on terms consistent with those set out in the Company's announcement on 22 December 2025. Settlement is expected within the next week.

Variation of Simplicity Acquisition Terms

Further to the Company's announcement of 14 May 2026 regarding the acquisition of Simplicity, Gratifii and Simplicity have come to an agreement to vary the sale and purchase of shares (**SPA**). The variation defers completion, introduces an earnings-based completion condition for the benefit of Gratifii, and restructures the payment of the purchase price. Completion has been deferred to allow Simplicity to embed its recent sales wins ahead of Gratifii taking ownership. The parties consider the revised structure to be better aligned with their respective interests and provide a stronger foundation for the long-term growth of the combined business. The key variations are summarised below.

Item	Details
Completion Date	Completion is deferred to 31 January 2027, or such other date as the parties agree.
Completion Condition	Completion is conditional on Gratifii receiving financial statements for Simplicity for the six-month period ending 31 December 2026 showing gross profit and EBITDA consistent with previous periods.
Deposit	Gratifii will pay a deposit of NZ$80,000, to be applied against the Tranche 1 payment at completion. The deposit is non-refundable if completion does not occur, unless the vendors elect not to proceed or are otherwise in default under the SPA.
Tranche 1	NZ$1.2 million cash payable at completion, less the NZ$80,000 deposit (net cash payment of NZ$1.12 million).
Consideration Shares	Consideration shares with a value of NZ$1.5 million will be issued in full at completion.
Tranche 2	NZ$1.6 million cash payable on 30 September 2027. Conditional on maintaining current customer base.
Tranche 3 (Earn-out)	A further payment equal to five times the combined EBITDA of Simplicity for the 12-month period ending 30 June 2028, less the deposit, all Tranche 1 and Tranche 2 cash payments and the value of the consideration shares issued at completion.
Other Terms	In all other respects the SPA remains unchanged.

The revised structure varies the cash payable by Gratifii at completion, conditions completion on Simplicity's trading performance through to 31 December 2026, and aligns the total consideration with the earnings Simplicity delivers under Gratifii's ownership.

This announcement is made to ensure that the market is fully informed of the status of both transactions, including for the purposes of section 708A of the Corporations Act 2001 (Cth). The Company will keep the market informed of material developments in relation to both transactions in accordance with its continuous disclosure obligations.

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

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About Gratifii Limited

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