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ASX RELEASE - IVE GROUP LIMITED (ASX: IGL)

IVE announces targeted expansion into the digital out of home media sector with the proposed acquisition of Motio

SYDNEY, 21 September 2026

IVE Group Limited (**ASX: IGL**) (**IVE**) today announces that it has entered into a binding Scheme Implementation Deed (**SID**) under which IVE Group Australia Pty Ltd (**IVE Group Australia**) will acquire 100% of Motio Limited (**ASX: MXO**) (**Motio**) for cash consideration of $0.06 per Motio share by way of a members' scheme of arrangement (**Share Scheme**) and $0.006 per Motio MXOAV option by way of a creditors' scheme of arrangement (**Option Scheme**), subject to the satisfaction of certain conditions (the **Transaction**).[1]

Transaction highlights

- Proposed acquisition of Motio, a leading digital place-based out of home media company with over 1,300 digital screens around Australia - marking IVE's expansion into the out of home sector, one of the fastest growing media channels in the market
- Consistent with IVE's 2030 strategy of enhancing its client proposition by broadening its offering into aligned adjacencies including retail media, providing potential for additional cross-selling opportunities in both directions across the combined platform
- Motio generated FY26 revenue from continuing operations of $9.2 million (8% growth on FY25) and cash EBITDA of $2.5 million (31% growth on FY25) at c.27% margin. Motio is debt-free and had a net cash position of c.$3.9 million as at 30 June 2026
- Transaction values Motio at a fully diluted equity value of c.$20.7 million and an enterprise value of c.$16.7 million[2] representing an implied multiple of c.6.7x FY26 EBITDA
- The Motio Board has unanimously recommended that Motio shareholders vote in favour of the Share Scheme and Option Scheme, and each Motio director has confirmed that they intend to vote all Motio shares they hold or control in favour of the Share Scheme[3]
- The Share Scheme and Option Scheme are not subject to any regulatory approvals nor any financing condition, with consideration to be funded from IVE's existing debt facility
- The acquisition is expected to contribute positively to earnings in FY27 before synergies and one-off transaction costs, and is EPS accretive

[1] The Share Scheme and Option Scheme are interrelated, and the Option Scheme is conditional on the Share Scheme becoming effective. IVE guarantees the payment obligations of IVE Group Australia under the Share Scheme and Option Scheme.
[2] Based on Share Scheme consideration per Motio share of $0.06, Motio fully diluted shares on issue of c.344.6 million and agreed minimum net cash at implementation of $4.0 million. Fully diluted shares on issue comprise Motio ordinary shares together with Motio performance rights and other equity incentives, which are capped at 28,009,917 under the SID, and exclude Motio options with exercise prices above the Scheme consideration.
[3] Subject to no Superior Proposal arising and an independent expert opining that the Share Scheme is in the best interests of Motio shareholders and the Option Scheme is in the best interests of the MXOAV option holders.

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About Motio

Motio is a leading digital place-based out of home media owner. It owns and operates more than 1,300 digital screens across approximately 1,000 locations nationally and sells advertising airtime on those screens to national brands through media agencies, direct relationships and programmatic channels, as well as to local advertisers. Motio's screen locations are typically high volume, high dwell-time environments where there is a strong value proposition for its customers. Motio owns its screens and partners with location owners to drive mutually beneficial outcomes.

Motio currently operates across five key channels being Health, Café, Venue, Play and Drive (for further details see IVE's investor presentation released today).

In addition to its existing channels, near-term opportunities exist for Motio to expand into further adjacent markets to continue to broaden its reach and scale.

Strategic rationale

The proposed acquisition of Motio represents a targeted strategic extension of IVE's core capabilities, adding proven expertise in media planning, audience strategy and media sales, together with a robust, scalable ad-serving technology stack and an established location-based media network. These capabilities will enable IVE to extend beyond the creation and production of marketing communications into the ownership, delivery and monetisation of media, opening new markets, new customer segments and new recurring revenue streams.

Importantly, Motio complements the recent acquisition of Daily Press, whose clients include many of Australia's leading brands across the hospitality sector, as well as IVE's existing strengths across data, creative, production, technology, retail and one-to-one communications, creating a more integrated proposition that can connect brands with consumers across both physical and digital environments. This directly supports IVE's 2030 strategy by broadening its addressable market, increasing IVE's share of the marketing value chain, strengthening cross-sell opportunities across the Group and building a more diversified, technology-enabled and higher-quality earnings base, while also enhancing customer and market diversification.

A summary of the key strategic rationale is as follows:

- **Targeted entry into the fast growing out of home media sector:** Australian out of home net media revenue grew 11.4% in calendar year 2025 on the prior year, with digital out of home accounting for 76.6% of the total. Digital's share increased further to 77.1% in the first half of calendar 2026 (source: Outdoor Media Association).
- **A differentiated position in high-dwell environments:** Motio's digital screens are installed in medical centres, cafes, licensed venues and indoor sport and leisure facilities, where audiences are stationary and attentive.
- **Enhances IVE's operating model, creating more value for clients' brands:** IVE today advises on strategy, produces and distributes creative content and activates it in physical locations, but it does not own the media that carries the message. Motio adds owned media inventory, audience data monetisation and programmatic delivery, positioning IVE as one of the few Australian marketing services businesses able to take a client from idea through to measured delivery on its own network.

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- **Cross-sell into IVE's client base, and vice versa:** IVE serves a large base of national advertisers across strategy, content, production and fulfilment. Motio's inventory can be packaged alongside existing campaign work, giving IVE clients a broader omni-channel offering and providing Motio with access to one of the largest advertiser bases in the country. In addition, IVE can seek to service Motio's diverse client base with various offerings across its capability spectrum.
- **Cost and insourcing synergies:** IVE expects to realise cost synergies from the removal of Motio's listed company costs.
- **Consistent with IVE's 2030 strategy:** The acquisition extends IVE's channel breadth in line with the Group's stated strategy of building Australia's leading integrated marketing solutions platform. Motio's media sales and ad-tech capabilities will also accelerate IVE's retail media strategy.

Transaction overview

Under the terms of the SID, IVE Group Australia will acquire all of the issued shares in Motio for cash consideration of $0.06 per Motio share. Motio shareholders will receive certain, upfront cash value for their shares upon implementation of the proposed transaction.

The implied fully diluted equity value of the transaction is approximately $20.7 million and, after taking into account Motio's minimum agreed net cash balance, the implied enterprise value is approximately $16.7 million.[4] The transaction values Motio at an enterprise value / FY26 EBITDA multiple of approximately 6.7 times.

Concurrent and inter-conditional to the Share Scheme, a separate Option Scheme in respect of all the Motio MXOAV options on issue will be conducted. The participating MXOAV option holders under the Option Scheme will be entitled to receive $0.006 cash per Motio MXOAV option (**Option Scheme Consideration**). There are 34,611,222 MXOAV options on issue.

The Share Scheme consideration represents the following premia to Motio's recent trading levels:

- 15.4% to the last closing price of Motio shares on 18 September 2026 of $0.052;
- 15.6% to the volume weighted average price of Motio shares over the 5 trading days to 18 September 2026 of $0.052;
- 14.0% to the volume weighted average price of Motio shares over the 3 months to 18 September 2026 of $0.053; and
- 17.5% to the volume weighted average price of Motio shares over the 6 months to 18 September 2026 of $0.051.

[4] Based on Share Scheme consideration per Motio share of $0.06, Motio fully diluted shares on issue of c.344.6 million and agreed minimum net cash at implementation of $4.0 million. Fully diluted shares on issue comprise Motio ordinary shares together with Motio performance rights and other equity incentives, which are capped at 28,009,917 under the SID, and exclude Motio options with exercise prices above the Scheme consideration. Based on Motio's capital structure specified in the SID and assuming the maximum permitted number of equity incentives converts into Scheme Shares, the maximum aggregate cash payable by IVE under the Share Scheme and Option Scheme is approximately $20.9 million.

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Financial impacts and funding

The consideration payable on implementation will be funded from IVE's existing debt facility and cash reserves. The Schemes are not subject to a financing condition.

The acquisition is expected to contribute positively to earnings in FY27 before synergies and one-off transaction costs, and is expected to be EPS accretive on a pro forma basis from the first full year of ownership. Following the acquisition, pro forma net debt to FY26 EBITDA (pre-AASB 16) is expected to be c.1.67x.[5]

Terms of the SID

A copy of the SID which sets out the terms and conditions of the Share Scheme and of the Option Scheme and associated matters is attached to this announcement.

Implementation of the Share Scheme is subject to conditions customary for a transaction of this nature, including:

- approval by Motio shareholders at a scheme meeting by the majorities required under Part 5.1 of the Corporations Act 2001 (Cth), being a majority in number of Motio shareholders present and voting and at least 75% of the votes cast on the resolution;
- approval of the Option Scheme by the participating Motio option holders;
- approval of the Court;
- an independent expert concluding, and continuing to conclude, that the Share Scheme is in the best interests of Motio shareholders;
- no Motio material adverse change and no prescribed occurrences; and
- all Motio performance rights and other equity incentives having vested and been dealt with before the scheme record date.

Additional conditions of the Share Scheme include no identified Key Employee resigning or giving notice of resignation before the Second Court Date, Motio maintaining consolidated net cash and cash equivalents of at least $4.0 million on the day before the Second Court Date, completion of the agreed treatment of all equity incentives and other share rights, and approval of the interrelated Option Scheme.

The Option Scheme is conditional on approval of the Option Scheme by the participating Motio option holders and the Court, and the Share Scheme becoming effective.

The conditions must be satisfied or waived by 31 March 2027.

The SID contains exclusivity arrangements customary for a transaction of this nature, including no shop, no talk and no due diligence restrictions, each subject to a customary fiduciary exception. Motio must notify IVE

[5] Pro forma net debt to FY26 EBITDA of 1.67x is calculated as IVE's FY26 net debt of $173.2m plus $19.2m of transaction-related adjustments ($192.4m in aggregate), divided by IVE's FY26 pre-AASB 16 EBITDA of $112.6m plus Motio's FY26 cash EBITDA of $2.5m ($115.1m in aggregate).

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within 48 hours of any approach in relation to a competing proposal, and IVE has a matching right exercisable within four business days of receiving notice that the Motio Board considers a competing proposal to be a superior proposal.

The SID provides for a Target Break Fee of $300,000 and a Bidder Break Fee of $400,000.

Indicative timetable

Under the SID, Motio will prepare a Scheme booklet which, subject to ASIC review and Court approval, is expected to be dispatched to Motio shareholders in early November 2026. The Scheme booklet will contain detailed information regarding the Scheme, including the reasons for the Motio Board's recommendation, the independent expert's report and details pertaining to the Scheme meeting.

It is anticipated that Motio shareholders will be given the opportunity to vote on the Share Scheme, and MXOAV option holders on the Option Scheme, at the scheme meeting which is currently anticipated to be held in late November 2026. An indicative timetable for the Share Scheme and Option Scheme is below:

Event	Indicative date
Scheme booklet lodged with ASIC for review	Late October 2026
First court hearing	Early November 2026
Scheme booklet dispatched to Motio shareholders and optionholders	Early November 2026
Scheme meeting	Late November 2026
Second court hearing	Late November 2026
Effective date	Late November 2026
Scheme record date	Early December 2026
Implementation date	Early December 2026

All dates are indicative and subject to change, including as a result of the Court process. Any material change to the timetable will be announced to ASX.

IVE Managing Director, Matt Aitken said: "Consistent with the acquisition initiatives we have communicated under our 2030 strategy, we are pleased to be entering the place-based media sector through the proposed acquisition of Motio. Motio is a profitable place-based media owner with a differentiated network in environments where audiences are typically stationary and attentive.

"Motio gives us the ability to offer our clients a channel which they cannot currently access from IVE, and gives Motio's network access to one of the largest advertiser bases in the country."

E&P Capital is acting as financial adviser to IVE. Bartier Perry is acting as legal adviser to IVE. Alvarez & Marsal has provided financial and tax due diligence services to IVE.

This announcement has been approved by the IVE Group Board.

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About IVE Group

Founded in 1921 and listed on the Australian Securities Exchange in December 2015 (ASX:IGL), IVE Group is Australia's largest diversified marketing company. Specialising in Creative & Content, CX & Data, eCommerce, Brand Activations, Merchandise, Uniforms & Apparel, Packaging, Print, Distribution and 3PL, we connect more than 2,800 clients with their customers every day. One partner. Infinite possibilities.

For more information – visit IVE Group's website.