ASX Announcement
9 September 2026

# DIVESTMENT OF DATISAN - ACCC UPDATE

**XPON Technologies Group Limited (ASX: XPN)** (**XPON** or the **Company**) is pleased to advise that it has been notified by Incubeta Australia Pty Limited ACN 138 482 916 (**Buyer** or **Incubeta**) that the Australian Competition and Consumer Commission (**ACCC**) has issued its Phase 1 determination in respect of Incubeta's proposed acquisition of Datisan Pty Ltd ACN 622 804 228 (**Datisan**), allowing the acquisition to proceed.

Under the applicable ACCC merger review process, a 14-day review period must now expire without a review application being lodged before this condition can be treated as satisfied for the purposes of completion.

As announced on 15 June 2026, XPON has entered into an agreement to divest its Google Marketing Platform and Google Cloud Platform business through the sale of the entire issued share capital of Datisan to Incubeta.

Under the transaction, XPON is entitled to receive:

- **A$5,500,000 in cash at completion**; and
- **A contingent earn-out consideration of up to A$2,000,000** calculated by reference to Datisan's gross profit for the 12 months ending 31 December 2026 (Earn-Out Period).

The earn-out is subject to a gross profit threshold of A$4.81 million, below which no earn-out is payable. Between the A$4.81 million threshold and the gross profit target of A$5.34 million, the earn-out scales on a linear pro-rata basis up to A$1.5 million.

The final equity value payable at completion will be determined on a debt-free, cash-free basis, with adjustments for net working capital and other items in accordance with the completion accounts mechanism.

Completion of the divestment remains subject to satisfaction or waiver of the remaining conditions precedent, including:

- XPON shareholder approval of the transaction;
- ACCC merger clearance; and
- Change of control consents having been obtained from key counterparties to Material Contracts.

XPON is seeking shareholder approval for the divestment at a General Meeting to be held on **Tuesday, 15 September 2026**. Subject to satisfaction or waiver of the remaining conditions precedent, XPON expects the divestment of Datisan to complete in **late September 2026.**

XPON will keep shareholders informed of any material developments in relation to the transaction.

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 (ASX: XPN) is an Australian-listed data and marketing technology company. Following completion of the proposed Datisan divestment, XPON will focus on building and commercialising the Wondaris AI Marketing Platform — a proprietary platform that enables enterprise marketers to activate first-party data, optimise marketing spend, and drive measurable business outcomes — and on pursuing strategic M&A opportunities in the AI sector. To learn more, please visit: xpon.ai

## Forward-Looking Statements

This announcement contains or may contain forward-looking statements that are based on XPON's beliefs, assumptions, and expectations and on information currently available to XPON. All statements that address operating performance, events, or developments that XPON or its directors expect or anticipate will occur in the future are forward-looking statements.

XPON believes that these forward-looking statements are reasonable as and when made. You should not place undue reliance on forward-looking statements because they speak only as of the date when made. XPON does not assume any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

No assurance or guarantee is, or should be taken to be, given in relation to, and no reliance should be placed on, the future business performance or results of XPON or the likelihood that the current assumptions, estimates, or outcomes will be achieved. Actual results, developments, or events could differ materially from those disclosed in the forward-looking statements.