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Proposed acquisition of Motio Limited

Strategic extension of IVE's capabilities into owned digital place-based media

idea > execution

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Contents

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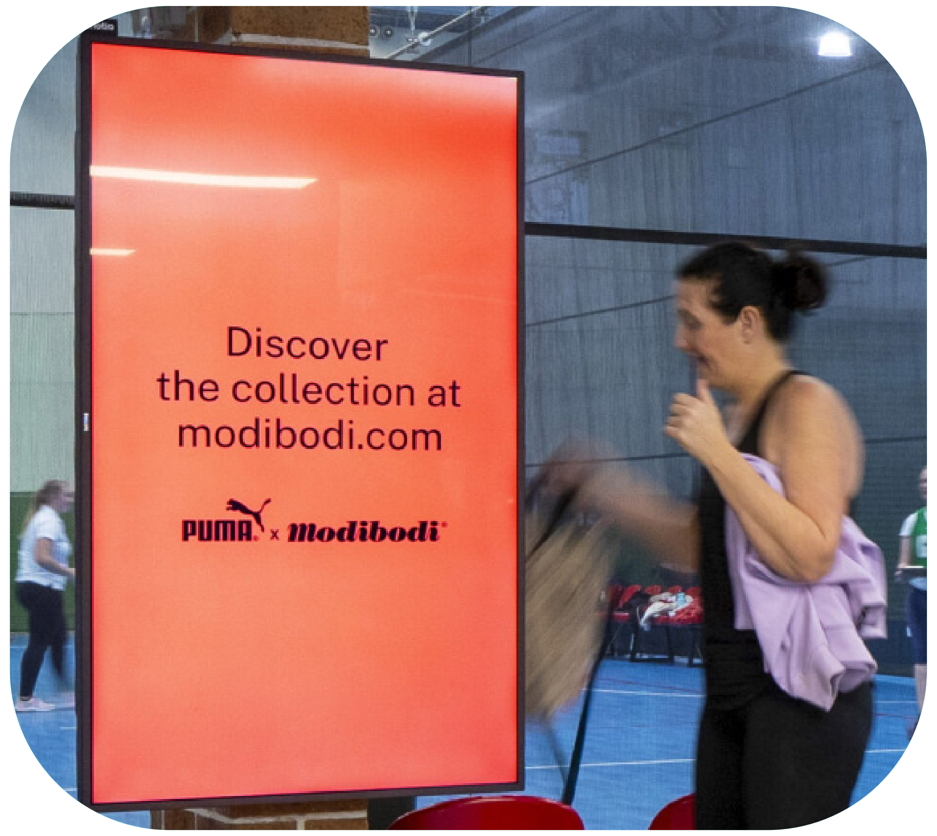
Scale meets precision

Together, we create a more connected and valuable way for brands to reach people, across every channel, environment and moment that matters, wherever life happens.



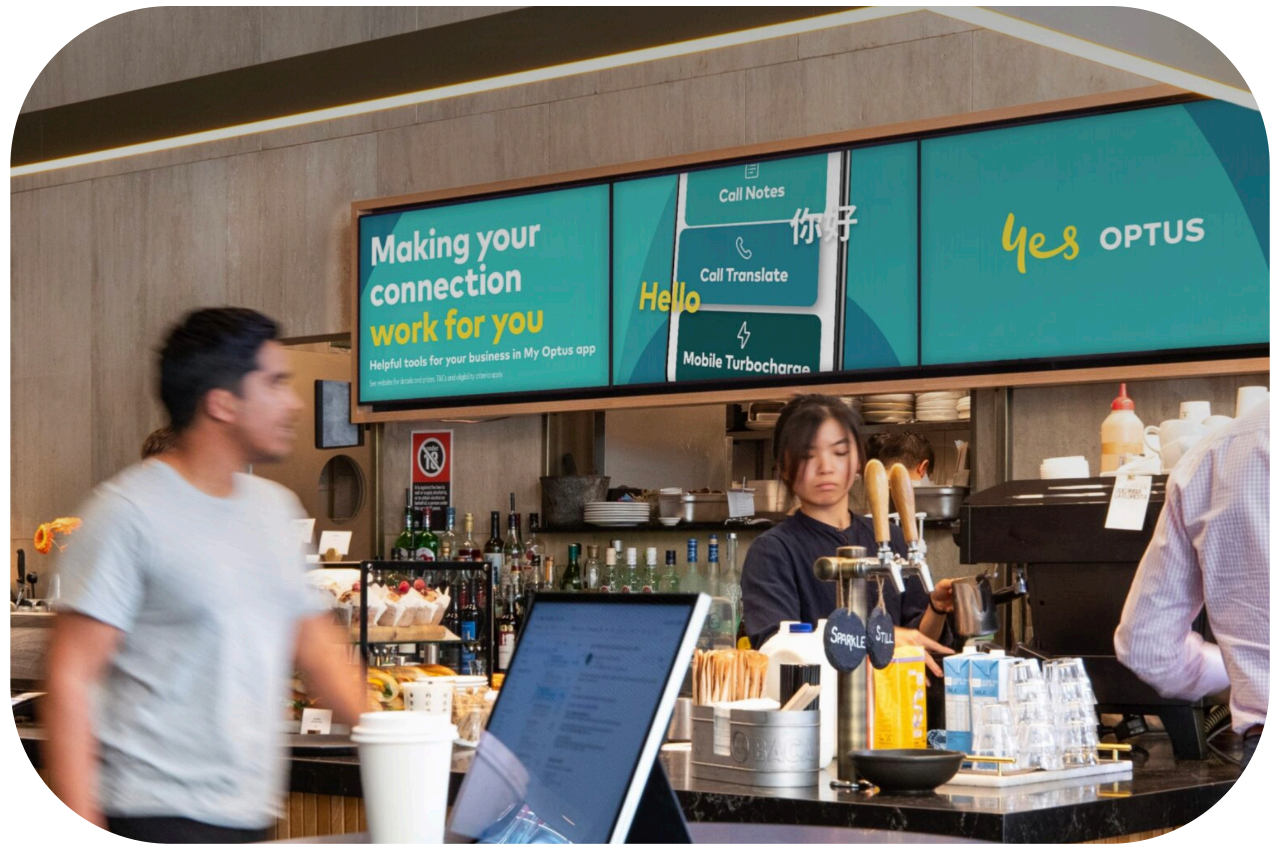
motio

IVE is proposing to acquire Motio

Who is Motio?

Motio is a leading force in Digital Place-Based Media and Audience Experience, redefining how brands connect with audiences through its high-impact, data-driven network. The company combines the best of Out-of-Home, Digital and Video to deliver dynamic, hyper-relevant content into environments with naturally high dwell times, including cafés, medical centres, indoor sports centres, and bar/pub venues. These are places where audiences are engaged, receptive, and ready to act.

With more than 1,300 state-of-the art digital displays across over 1,000 locations, Motio's network is powered by first-party data and advanced location intelligence technology to deliver unmatched targeting precision and measurable ROI for brands. By fusing the storytelling power of video, the immediacy of digital, and the proven impact of place-based Out-of-Home, Motio creates campaigns that aren't just seen, they're remembered.



> Strategic Acquisition of Motio

Our 2030 Strategy is to position IVE as a leading integrated marketing solutions provider.

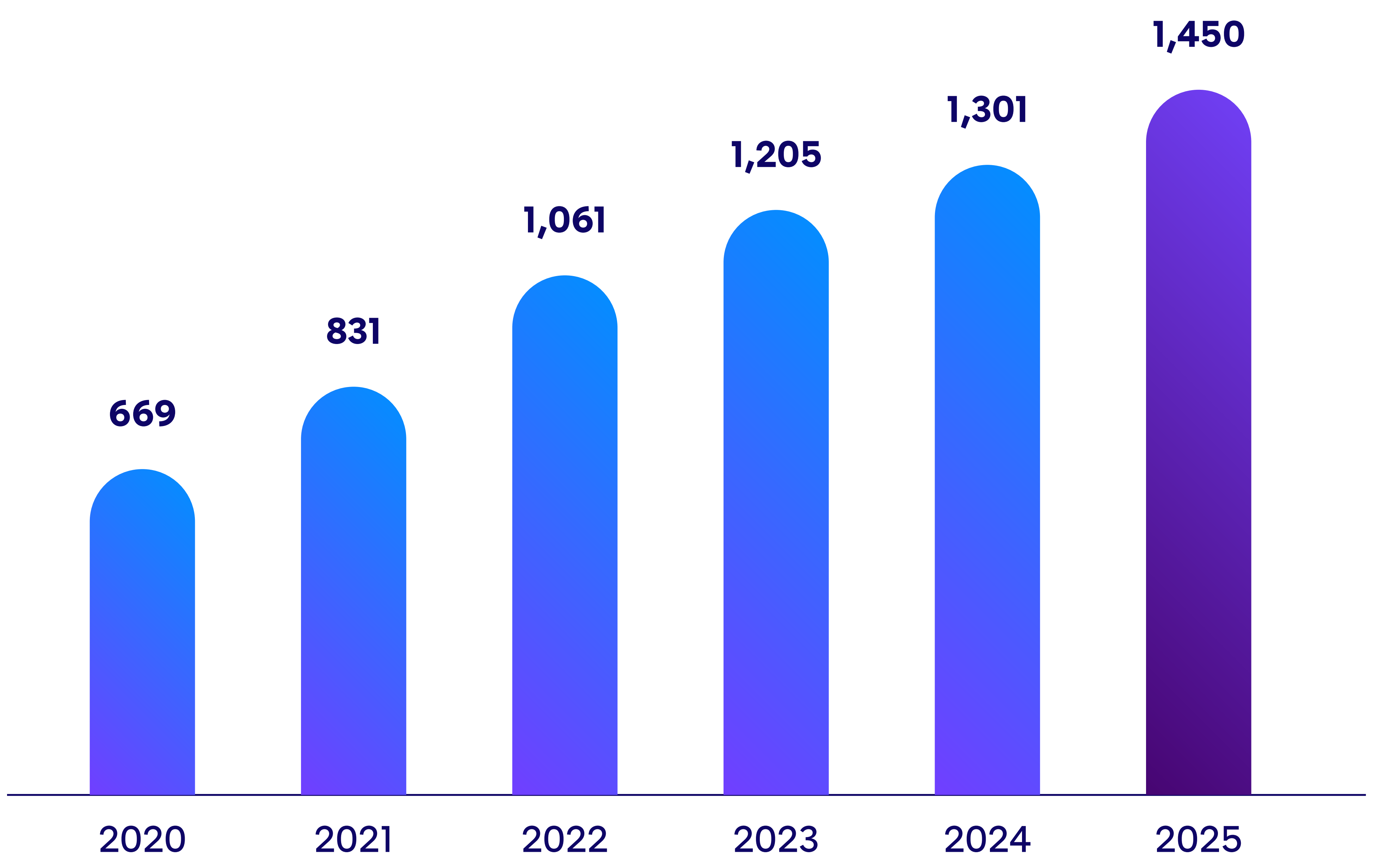
Connecting brands with people through impactful, human-centred experiences across every channel.

Motio accelerates this ambition.

Its complementary media expertise, technology and location-based capabilities strengthen IVE's existing platform, creating a more connected and differentiated offering while accelerating the growth and evolution of both businesses.

Out-of-Home is taking share

Australian Out-of-Home (OOH) net media revenue (A$m)



+11.4%
Industry net media revenue growth in 2025

77.1%
Digital share of industry net revenue, 1H26

2.2x
Growth in industry net media revenue since 2020

- Industry net media revenue reached c.$1.45 billion in 2025, up 11.4% on an adjusted c.$1.30 billion in 2024
- Momentum has continued, with first half 2026 net revenue of c.$744 million, up 6.5% on the prior corresponding period
- Digital inventory now represents 77.1% of industry net revenue, up from a materially lower base a decade ago
- MOVE 2.0 went live on 9 March 2026, giving advertisers a single, comparable audience measurement standard across the channel

Source: Outdoor Media Association net media revenue releases. 2024 figure adjusted on the basis published by the Outdoor Media Association

Why Digital Place-Based Media?

Long dwell time

Attention and recall build naturally as audiences sit in a medical waiting room, a café or a club for an extended period

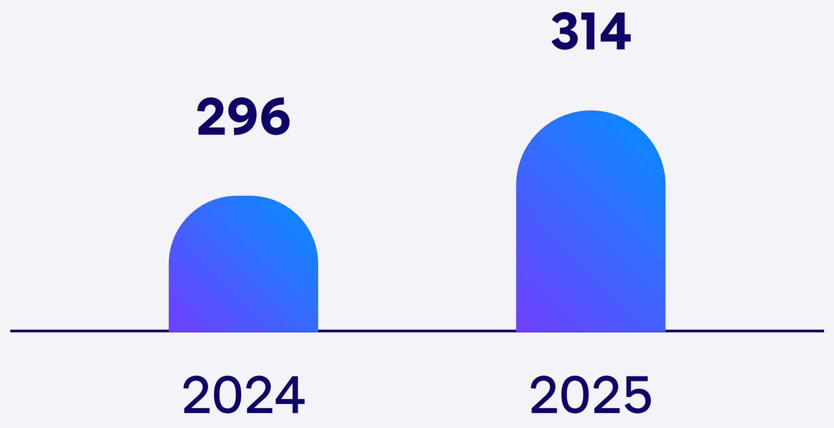
A pre-qualified audience

Audiences are pre-qualified by where they are before any data is applied. The environment where screens are placed does the targeting

Secured supply

Inventory is secured through multi-year site licences rather than competitively tendered concessions

Retail, lifestyle and other net media revenue (A$m)



+7.4%

Growth in the category in H1 2026 on the prior corresponding period

- The retail, lifestyle and other category, which captures place-based networks, generated c.$159 million in H1 2026 and c.$314 million across 2025
- Content and operating infrastructure is largely fixed, so incremental inventory converts to earnings at high incremental margin once a network is established

Source: Outdoor Media Association net media revenue releases.

> Motio has developed five key networks

Motio Health

+600 locations

3.2m	visits per month
25m	minutes exposure time
18m+	waiting room hours annually

- Medical centres and specialist rooms, reaching a large number of patients, parents and older Australians

Motio Café

+200 locations

1m+	visits per month
3m	minutes exposure time
2.4k	weekly footfall per site

- Screens placed in cafés across CBD hubs and high socio-economic suburban centres

Motio Venue

+120 locations

2.3m	visits per month
4m	minutes exposure time
3.7k	weekly footfall per site

- Licensed bars, pubs and clubs, with screens at or near the bar

Motio Play

+115 locations

500k	visits per month
14-24	target age demographic
70m	minutes weekly in centre

- Indoor sports and leisure centres, reaching an adolescent to young adult audience with families watching on

Motio Drive

+100 panels

+15m	monthly impressions
36%	monthly Sydney reach
24/7	visibility

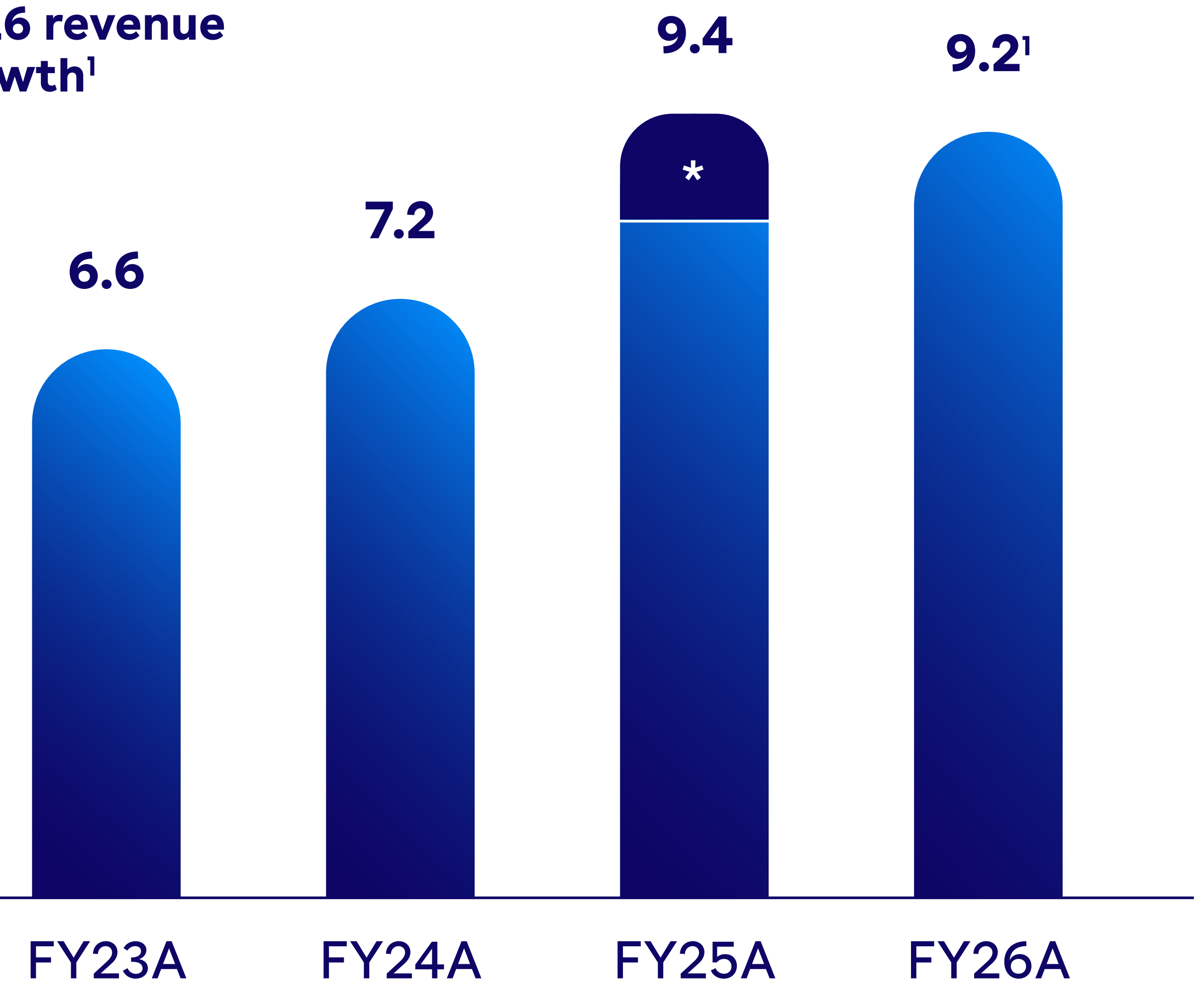
- Digital transit media network using taxi-top displays across Sydney
- Sold exclusively by Motio under its partnership with Adonix

... plus other network opportunities being actively advanced ...

> A profitable business with expanding margins

Revenue (A$m)

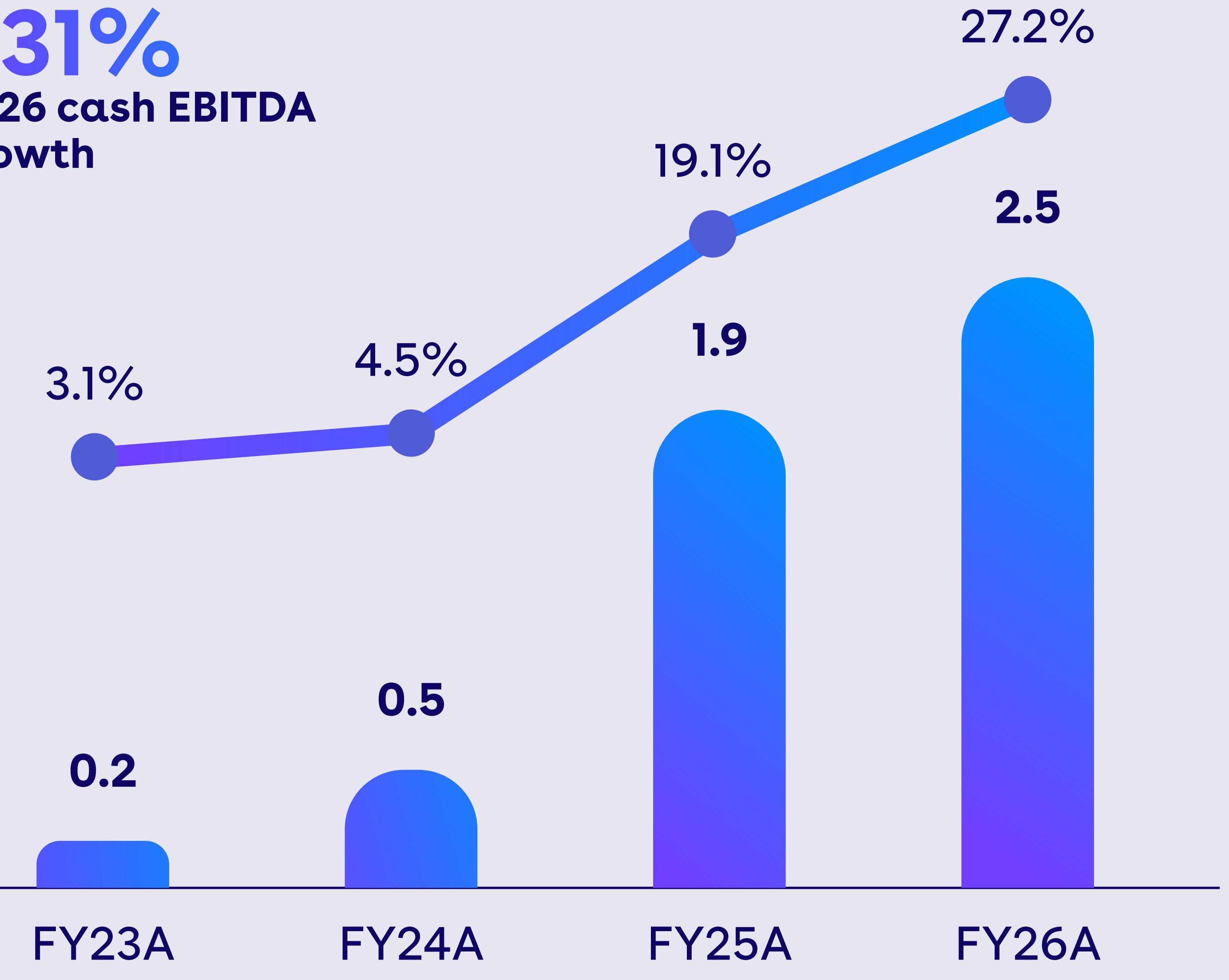
+8%
FY26 revenue growth[1]



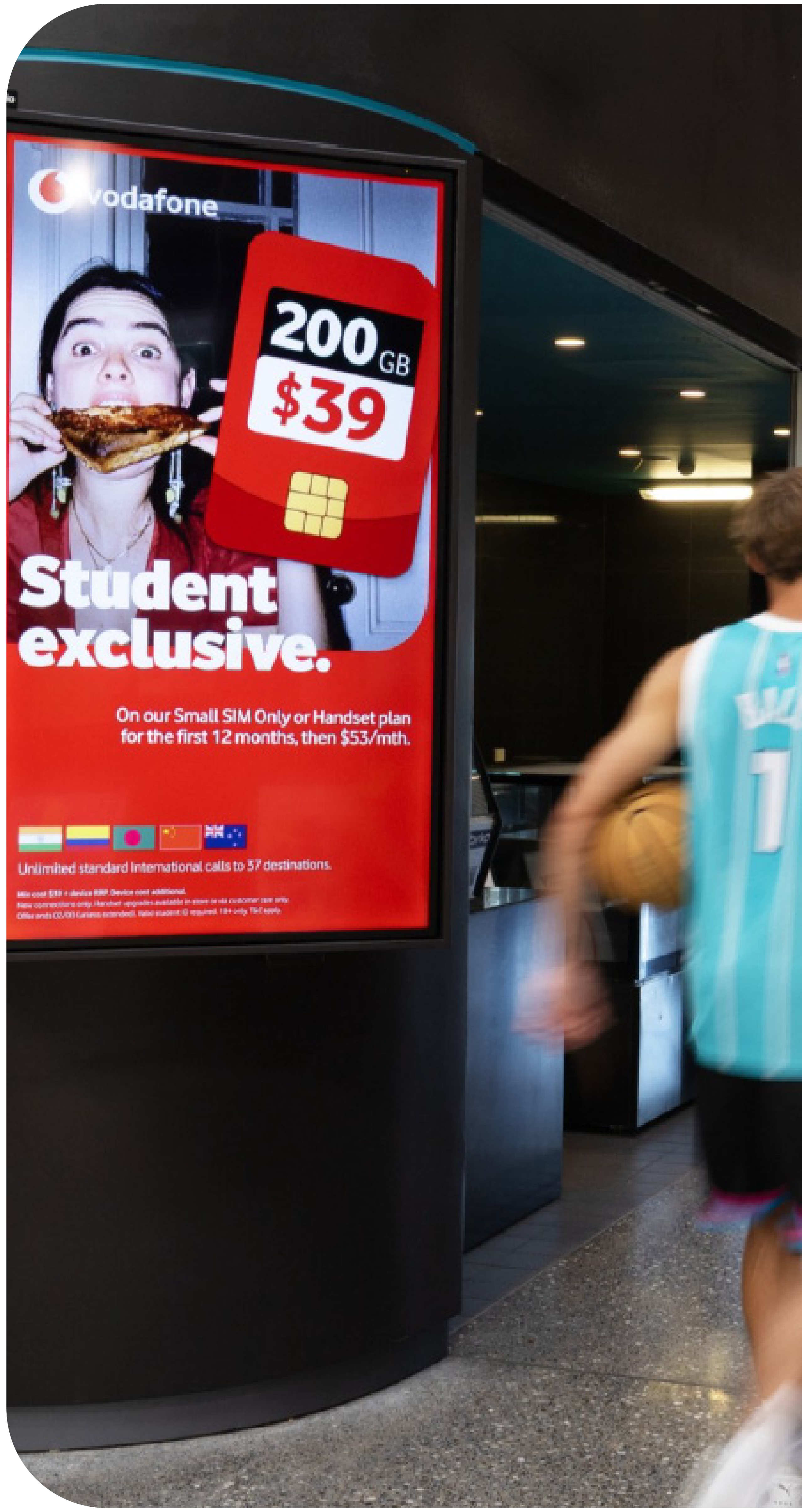
* Discontinued operations

Cash EBITDA (A$m) and margin (%)

+31%
FY26 cash EBITDA growth



- Cash EBITDA has grown from $0.2 million in FY23 to $2.5 million in FY26A as the network scales and benefits from significant operating leverage
- Debt free with c.$3.94 million of net cash as at 30 June 2026



1. Increase of 8% on prior corresponding period like for like revenue excluding Motio Go Representation (sales representation for a Petrol & Convenience network, which ceased at the end of FY25)

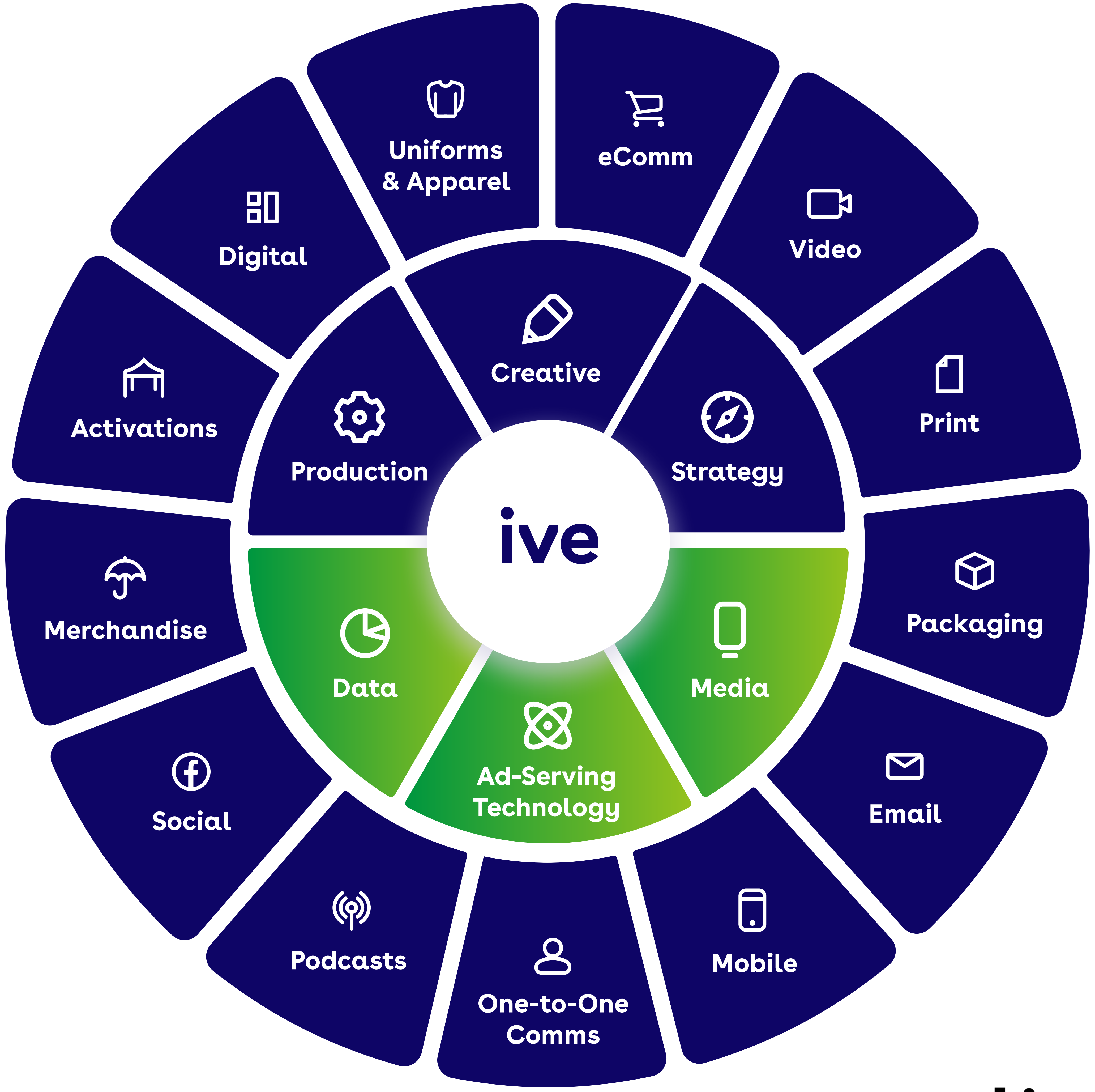
Motio enhances IVE's operating model

Access to market-leading expertise, all in one place
Clients benefit from an unrivalled combination of specialist expertise, technology, media and marketing services, seamlessly connected through a single partner to deliver more integrated, effective and impactful brand experiences.

Extends IVE from marketing execution into media ownership
Adding Motio's media sales, representation and place-based media capabilities creates an additional layer within IVE's integrated model, allowing IVE to participate more directly in the value generated from media audiences and inventory.

Adds a scalable technology and AdTech layer
Motio brings digital media infrastructure, programmatic capability, audience targeting and AdTech platforms that complement IVE's existing data, creative, technology and production capabilities, strengthening the ability to connect data → audience → content → media → execution.

Creates a more powerful integrated client model
Combining IVE's scale, blue-chip customer relationships and broad marketing capabilities with Motio's targeted audience environments provides greater opportunity to cross-sell, increase share of wallet and deliver campaigns across both mass-reach and precision, location-based channels.



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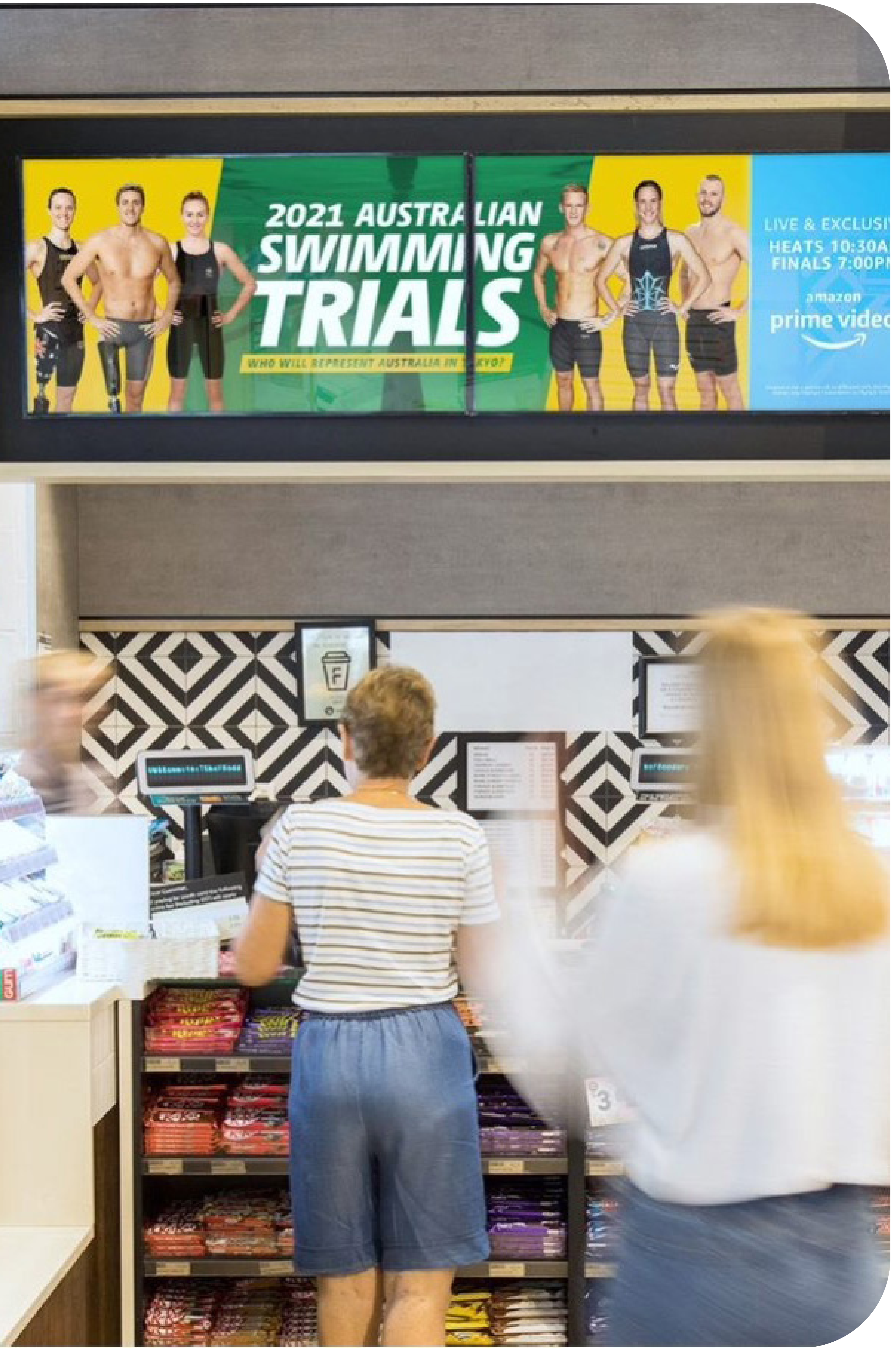
Strategy | Creative & Content | Merchandise | Brand Activations | eCommerce
CX & Data | 3PL | Production & Print | TV/ Video | Social Media | Packaging

motio

Media Sales | Data & Analytics
Ad-Tech | Content & Creative Portals



How will Motio + IVE drive value?

01 Scale
- Deepen and broaden Motio's existing platforms
- Extend into new verticals adjacent to the existing environments
- Draw on IVE's client relationships, service breadth and balance sheet to accelerate Motio's expansion

02 Integrate
- Bring Motio's screen procurement, content management and delivery inside Brand Activations
- Replace third party supply on client engagements that IVE originates and controls
- Add a media sales layer so Brand Activations clients can monetise their own screens

03 Build
- Combined Motio + IVE capabilities to create a leading retail media proposition
- Ability to monetise the physical and digital touchpoints that IVE already services
- Potential for follow-on M&A opportunities

Value capture starts on day one post completion → **Strengthens the 2030 strategy**

Transaction highlights

- Extends IVE's core capabilities beyond the creation and production of marketing communications into the ownership, delivery and monetisation of media
- Establishes IVE in digital out-of-home marketing, one of the fastest growing measured advertising channels in Australia
- Broad platform of more than 1,300 owned digital screens in ~1,000 locations across five high volume, high dwell time channels
- Opportunity to internalise screen procurement, content management and delivery, which IVE currently sources from third parties
- Adds first party audience and campaign performance data to IVE's CX & Data business capability
- Funded from existing debt facilities and cash reserves and EPS accretive from year 1 (with meaningful cost synergies – as well as potential revenue synergies over time – providing further upside)
- Provides a platform for further organic and inorganic expansion in an attractive but relatively fragmented segment

Transaction overview

Transaction overview

- IVE Group Limited (ASX: IGL) (**IVE**) and Motio Limited (ASX: MXO) (**Motio**) have entered into a binding Scheme Implementation Deed (**SID**) under which IVE will acquire 100% of the shares in Motio via a Scheme of Arrangement (**Scheme**)
- The Motio Board unanimously recommends that Motio shareholders vote in favour of the Scheme, and each Motio Director intends to vote their controlled shares in favour of the Scheme, subject to no Superior Proposal arising and an independent expert opining that the Scheme is in the best interests of Motio shareholders
- Concurrent and inter-conditional to the Scheme, a separate scheme of arrangement in respect of certain Motio options on issue will be conducted (**Option Scheme**)

Offer price and key metrics

- Offer price of $0.060 cash per Motio share (**Scheme Consideration**)
- Implies premia of 15.4% to Motio's last close, 15.6% to Motio's 5-day VWAP, 14.0% to Motio's 3-month VWAP and 17.5% to Motio's 6-month VWAP to 18 September 2026
- The offer price implies a fully diluted equity value of $20.7 million and an enterprise value of $16.7 million[1]
- Implied enterprise value / FY26A cash EBITDA multiple of c.6.7x[2]
- MXOAV option holders will be offered $0.006 cash per Motio option under the Option Scheme (**Option Scheme Consideration**)

Motio overview and strategic rationale

- Motio is a leading place-based Out-of-Home (**OOH**) media company with over 1,300 digital screens around Australia in high volume, high dwell time locations (e.g. medical centres, cafés, bars & pubs, indoor sporting and leisure facilities, taxi-tops)
- Strategic entry into the structurally growing digital OOH segment
- Extends IVE's capabilities 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
- Over 1,300 owned screens in ~1,000 locations across five channels, typically secured under multi-year site licences
- Opportunity to scale the existing networks, extend into adjacent verticals and build a retail media presence under IVE

1. Based on Motio's fully diluted shares on issue of c.344.6m and an assumed net cash position of $4.0m
2. Cash EBITDA defined consistently with Motio's public disclosures. Motio delivered FY26 reported cash EBITDA of $2.5m

Transaction overview (cont'd)

Key conditions and approvals

- The Scheme is subject to customary closing conditions, including:
  - Motio shareholder approval
  - Court approval
  - The Independent Expert concluding that the Scheme is in the best interests of Motio shareholders
  - No Material Adverse Change
  - No prescribed occurrences
  - 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
  - Approval of the interrelated Option Scheme
- The SID includes exclusivity and other deal protections for IVE's benefit

Funding and financial impacts

- Transaction to be fully funded from IVE's existing debt facilities and cash reserves
- EPS and EPSA accretive on a pro forma basis from the first full year of ownership
- Pro forma net debt to FY26 EBITDA (pre-AASB 16) of c1.67x following the acquisition[1]

Timetable and next steps

- Scheme booklet, which is subject to court approval, is expected to be dispatched to Motio shareholders in early November 2026, with the Scheme meeting and Option Scheme meeting currently expected to take place in late November
- Targeting Implementation of Scheme and Option Scheme in early December 2026

1. 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)

Indicative Scheme of Arrangement timetable

Late October 2026	Motio lodges Scheme Booklet with ASIC for review
Early November 2026	First court date
Early November 2026	Scheme booklet dispatched to Motio shareholders and optionholders
Late November 2026	Scheme meeting and option scheme meeting
Late November 2026	Second court date
Late November 2026	Effective date
Early December 2026	Scheme record date
Early December 2026	Implementation date

The above timetable is indicative only and remains subject to change idea > execution