

15 October, 2026

Market Announcements Platform
ASX Limited

ASX Grants Motio a waiver of Listing Rule 6.23.2

Motio Ltd (ACN 147 799 951) (ASX:MXO) (**Motio**) is pleased to announce that ASX has granted the company a waiver of ASX Listing Rule 6.23.2 allowing Motio to cancel certain unlisted options for cash consideration without obtaining Motio shareholder approval. The waiver has been granted subject to certain conditions that are described below.

On 21 September 2026, Motio announced that it had entered into a scheme implementation deed (**SID**) with IVE Group Limited (**IVE Group**) and IVE Group Australia Pty Ltd (**IVE Group Australia**) pursuant to which IVE Group Australia intends to acquire:

- (a) 100% of the fully paid ordinary shares in Motio (**Motio Shares**) by way of a members' scheme of arrangement (**Scheme**); and
- (b) 100% of the MXOAV class options issued by Motio on 4 November 2025 (**Placement Options**) by way of a creditors' scheme of arrangement (**Option Scheme**).

The full terms of the SID were attached to the announcement of 21 September 2026 (the **SID Announcement**).

Clause 3.1(l)(ii) of the SID provides that it is a condition precedent to the Scheme becoming effective that before 8.00am on the Second Court Date, Motio has done all things and executed all documents necessary to ensure that no options, shares or performance rights, or other securities exercisable, convertible or exchangeable into Motio Shares, will remain on issue following implementation of the Scheme, other than the Placement Options to be acquired under the Option Scheme (the **Share Rights Condition**).

Motio currently has the following options on issue in addition to the Placement Options (the **Adviser Options**):

Class of options	Expiry date	Exercise price	No. of Motio options
MXOAB	26 July 2027	A\$0.07	6,000,000
MXOAE	19 December 2027	A\$0.0825	4,000,000
Total			10,000,000

In order to satisfy the Share Rights Condition as it relates to the Adviser Options, and as disclosed in the SID announcement, Motio has entered into conditional agreements with each holder of Adviser Options for the cancellation of their respective Adviser Options in return for payment of a cash amount, each conditional on the Scheme becoming effective. The Adviser Options will not be cancelled, and the holders of the Adviser Options will not receive the cash consideration, unless the Scheme becomes effective.

Based solely on the information provided by Motio, ASX has granted a waiver of Listing Rule 6.23.2 in respect of the proposed cancellation of the Adviser Options on the following conditions:

- (a) full details of the cancellation and consideration payable are set out to ASX's satisfaction in the scheme booklet; and
- (b) the Scheme becomes effective.

ASX has considered Listing Rule 6.23.2 only and has not made any statement as to the company's compliance with other Listing Rules.

ENDS

Investor and media enquiries

Motio Limited

Adam Cadwallader
Managing Director
Motio Limited
+61 419 999 867
adam@motio.com.au

About 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, Campuses and bar/pub venues. These are places where audiences are engaged, receptive, and ready to act.