Explanatory Memorandum

Contents

1. Chairman's Letter

Dear Shareholder,

On 16 August 2021, Plexure announced that it had entered into a binding, conditional agreement to acquire 100% of the shares of TASK Retail Pty Ltd and TASK Retail Technology LLC (**TASK**).

The Proposed Transaction is subject to the approval of Shareholders which will be sought at the Meeting to be held on 24 September 2021 at 3:00pm.

Transaction Rationale

Plexure believes that the Proposed Transaction will benefit Plexure in several ways:

- *Complementary product sets*

  The combination of hospitality operations and customer engagement product capability, including broad Point of Sale integration, loyalty and omni-channel engagement, facilitated by APIs will create an end-to-end platform that can improve clients' digital transformations.

- *Client diversification – and McDonald's support*

  TASK has a significant customer base including multi-national restaurant chains, food service, entertainment and stadium venues across Australia and increasingly in North America and Europe. This will diversify Plexure's customer base and provide access to new industry verticals. Plexure will no longer be so reliant on McDonald's as its main customer with over 90% of current revenue, and instead revenue from McDonald's would become less than 50% of the revenue of the combined Plexure and TASK group (**Combined Group**). McDonald's has also stated that it is supportive of the Proposed Transaction.

- *Development capability*

  Complementary domain expertise allows for mutual knowledge sharing across portfolios (e.g. Point of Sale data), which fosters stronger development capability, competitive positioning and increased opportunities for staff. This will ensure the Combined Group achieves its combined software development ambitions more efficiently than Plexure and TASK would each be able to achieve alone.

- *Scale, growth and synergies*

  TASK brings additional recurring software revenue to the Combined Group. TASK has been self-funded from the outset and will further realise its growth potential through leveraging the customer scale and synergies provided by the joint business proposition. The Combined Group's business can benefit from shared corporate functions (e.g. finance and human resources), experienced Board leadership, joint sales efforts and technology architecture which will deliver value to the bottom line.

- *Management and Directors*

  On completion Daniel Houden, the CEO of TASK, will become the CEO of Plexure. As CEO of Plexure, I believe he will be ideally positioned to deliver the benefits of the Proposed Transaction and drive growth for the Combined Group. Joining Daniel Houden will be his brother Dean Houden, who is currently Chief Marketing Officer of TASK. Complementing Dan and Dean Houden is an experienced and long-serving TASK management team.

On completion current TASK adviser Bill Crichton and Daniel Houden will become, respectively, non-executive and executive Directors of Plexure. They will bring new capability and experience to the Board, to support the broader business of the Combined Group.

Further details of the transaction rationale are set out in section 2 while details of the TASK business are set out in section 5.

Key Considerations Relevant to Your Vote

There are key considerations relevant to your shareholder vote that I would like to highlight.

(a) Key reasons to vote in favour of the transaction

The Board and each Director believe:

- The transaction rationale is compelling; and
- The Combined Group is considerably more attractive than the status quo.

(b) Recommendation of the Board

The Board fully supports the Proposed Transaction and unanimously recommends that Shareholders vote in favour of the Resolutions.

(c) Independent Adviser's Report

The Board commissioned the specialist independent valuation firm Simmons Corporate Finance Limited to prepare an Independent Adviser's Report in relation to the Proposed Transaction. The Independent Adviser has concluded that:

"In our opinion, after having regard to all relevant factors, the positive aspects of the TASK Merger (including the TASK Allotment) significantly outweigh the negative aspects from the perspective of the Current Shareholders."

As part of its assessment of the Proposed Transaction, the Independent Adviser sets out advantages and disadvantages of the Proposed Transaction. The Independent Adviser's Report is set out at Appendix E to the Notice of Meeting. Please consider the Independent Adviser's Report as a whole to have a full understanding of the independent adviser's conclusion.

(d) Reasons why you may consider voting against the proposed transaction

While it is expected that the Proposed Transaction will deliver significant value for Shareholders, there are also other factors relating to the Proposed Transaction that some Shareholders may consider negatively impact Plexure or its Shareholders. These include:

- There will be dilution of voting rights in Plexure, meaning that effective control of Plexure will sit with the Houden family (the primary sellers under the Proposed Transaction) for the foreseeable future.
- There will be less cash on hand after the cash component of the Proposed Transaction has been paid.
- Shareholders will be exposed to new sectors and markets (albeit with a similar type of technology), changing the risk profile of Plexure.

Further details of the key considerations relevant to your vote are set out in section 2.

Key Risks

As you would expect, neither the Proposed Transaction nor the business of the Combined Group going forward will be without risk. The "Key Risks" described in section 3 are split into two categories:

- *Combined Group risks:* including potential failure to attract new customers and to retain existing customers; COVID-19 business risk; failure to realise benefits from product research and development, competition and new technologies and reliance on key management personnel.

- *Specific risks relating to the Proposed Transaction:* including integration risks (i.e. achieving the integration benefits and synergies for the Combined Group); risks relating to loss of contracts, reliance on the due diligence information provided by TASK when negotiating the Proposed Transaction and assumption of TASK's liabilities.

I recommend that you read section 3 (Key Risks) in its entirety.

Transaction Terms

The terms of the Proposed Transaction are set out in section 4.

In summary, Plexure will acquire TASK for total consideration comprising:

- A$30 million paid in cash upon Completion under the Merger Agreement;
- A$78.5 million in new Shares issued to the Houden family (and their adviser – Latimer Partners) at NZ$0.60 per share upon Completion, subject to a two-year escrow from the date of issuance following shareholder approval; and
- A$11.5 million in new Shares under a new TASK Long Term Incentive (LTI) Scheme, established on Completion to be run by Plexure, by way of Deferred Share Rights (i.e. rights to the Shares are deferred for three years) for vesting to selected TASK employees and contractors. These Shares will reward key TASK employees and contractors for their long-term commitment to TASK and provides them with an incentive to contribute to the post-acquisition success of the Combined Group. If those employees or contractors leave before three years after Completion then their Deferred Share Rights (i.e. entitlement to Shares) are cancelled.

There is no deferred or earn-out consideration to be paid as part of the Proposed Transaction.

As a result of the Proposed Transaction, the Houden family, Latimer Partners and TASK employees/contractors (assuming all Shares are eventually issued under the TASK LTI Scheme) will together hold 42.3% of the issued shares of Plexure (assuming that the Capital Raising of A$20 million is approved by shareholders).

Capital raising

As previously announced, Plexure has successfully undertaken an underwritten A$15 million Institutional Placement, at A$0.50 per share, with institutional, professional, and sophisticated investors in Australia and New Zealand. We are now launching an underwritten Shareholder Offer to raise A$5 million (NZ$5.2 million), at NZ$0.52 per share, from existing Shareholders in New Zealand that have not participated in the Institutional Placement, with applications per shareholder up to a maximum amount of NZ$30,000. The Shareholder Offer is timed so that existing New Zealand shareholders can get the benefit of reviewing the Notice of Meeting and the Independent Adviser's Report before deciding whether to participate in the Shareholder Offer. The Shareholder Offer will work in a similar way to the share purchase plans that Plexure has previously undertaken. However, Plexure may scale applications at its discretion and such scaling may or may not be equal. Plexure's goal is to try and maximise the spread of allocations to shareholders. The Capital Raising is subject to Shareholder approval.

Voting and further information

Your vote is important in determining whether or not the Proposed Transaction and the Capital Raising proceeds. If the Proposed Transaction is not approved by the majority (and special majority) of Shareholders at the Meeting, the Proposed Transaction (and the Capital Raising) will not go ahead. If the Proposed Transaction is approved and the Capital Raising is not approved then Plexure may still go ahead with the Proposed Transaction at its option.

In deciding how to vote, you should read the key considerations relevant to your vote, set out in section 2. As with all transactions of this nature, the acquisition of TASK also has risks, and these are set out in section 3.

I encourage you to read this Explanatory Memorandum and Independent Adviser's Report carefully and, in their entirety, as they contain important information on the Proposed Transaction.

I also wish to take this opportunity to thank you for your ongoing support of Plexure. This is a very positive and transformative opportunity for Plexure and its Shareholders, and I look forward to your participation at the Meeting.

If you do not wish to or are unable to attend the Meeting in person, I strongly encourage you to vote online at www.investorvote.co.nz or by completing the accompanying Proxy Form and returning it to the Plexure Share Registry so that it is received by no later than 3:00pm (Auckland time) on 22 September 2021.

Yours sincerely,

Phil Norman

Phil Norman

Chairman
Plexure Group Limited

2. Key Considerations Relevant to Your Vote

1. Key reasons to vote in favour of the transaction

This section sets out the reasons why the Directors unanimously recommend that you vote in favour of the Proposed Transaction.

(a) Combined software offering

TASK provides a state-of-the-art fully integrated transaction management platform for enterprise hospitality customers on a globally deployed and scalable single technology stack. TASK's platform has evolved into a scalable enterprise solution with an industry leading breadth of capability expanding out from the functionally mature Point of Sale, kitchen video and enterprise management systems to incorporate customer facing solutions such as self-service kiosk, digital signage, mobile apps, online ordering and loyalty & membership.

Plexure's software integrates with operational systems to remove friction and create a seamless purchase experience for consumers at scale, whilst assisting high frequency retail brands to optimise the lifetime value of their base by personalising experiences that result in the identification, activation, growth and retention of loyal consumers.

In the past, Plexure has identified that Point of Sale solution capabilities are highly valued by clients who are on the start of their digital transformation. The merger of the two complementary businesses will bring together customer engagement, loyalty and hospitality Point of Sale operations to create an end-to-end modular platform that can deliver global clients' digital transformations from Point of Sale to marketing optimisation, whilst reducing the need to integrate with often cumbersome legacy enterprise-wide third-party Point of Sale systems.

(b) Client and industry diversification

TASK brings an array of global clients including:

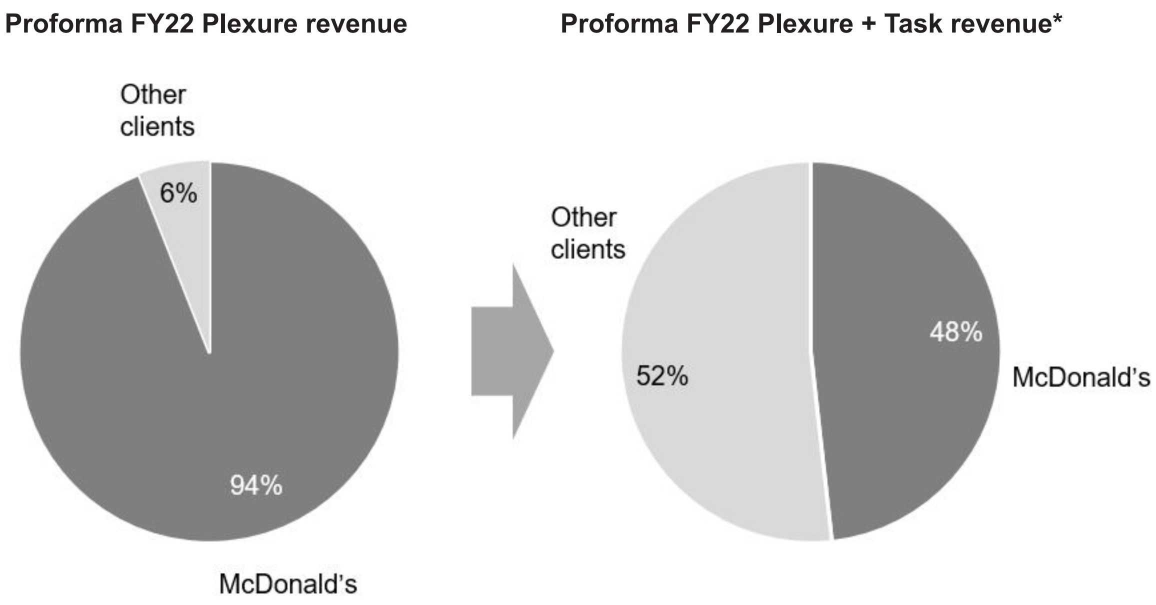
- Quick service restaurants (**QSR**): Bakers Delight, Guzman Y Gomez, Starbucks, Donut King, Gloria Jean's Coffee and Muffin Break;
- Restaurants: Jamaica Blue, Rubio's and Dôme
- Casinos/gaming and clubs: Crown Casinos, Skycity Casinos, Mounties group and Bankstown Sports; and
- Stadiums and foodservice: Aramark, Compass Group, Venueslive and Marvel Stadium.

The merger of the two businesses will immediately generate greater diversification of the Plexure customer base and access to new hospitality / retail sectors and markets. Whilst Plexure focuses on the QSR, grocery and retail sectors, TASK serves major customers in significant sectors of the hospitality industry including:

- QSR;
- Restaurant Chains;
- Gaming/Casinos;
- Hospitality & Clubs;
- Stadiums & Events;
- Food Service; and
- Retail.

It is worth noting that whilst this deal is strategically in-line with deepening Plexure's business in the hospitality sector, it does not deflect focus from Plexure's commitment to the grocery sector. The combined businesses will allow greater resource focus to go deep across multiple sectors, including QSR and restaurants, retail and grocery, stadiums and casinos.

TASK's global customer deployments diversify Plexure's existing business which is currently materially dependent upon McDonald's. In the combined business, McDonald's share of revenue of the Combined Group is forecast to become less than 50%.



* On annualised basis, i.e. 12 months pro forma revenue of each of Plexure and Task

With the broader customer base, there is an opportunity for Plexure to cross-sell its solutions into the TASK customer and prospect base and vice versa. These sales will be relatively frictionless and will help accelerate revenue growth for the combined business. The joint clients will benefit from an extended set of symbiotic capabilities which will allow an extension of value at speed, with fewer handoffs or integrations. There is the potential for further improvements over time, including the greater focus of resources between client opportunities, "follow the sun support" and the leveraging of data between modules to drive client outcomes.

Details of TASK's customer base are set out in section 5 and a breakdown of revenue of the Combined Group is set out in section 6.

(c) Development capability

Complementary domain expertise allows for mutual knowledge sharing across portfolios (for example, Point of Sale data), which fosters, among other things, stronger development capabilities, competitive positioning, and increased opportunities for staff in project work and career development. This will ensure the Combined Group achieves its software development ambitions more efficiently than Plexure and TASK would each be able to achieve alone.

(d) McDonald's support

TASK's software development and service capability, based in Poland and Sydney, will complement the Plexure development team based in New Zealand. This combined capability will enable Plexure to provide better service to McDonald's, deliver software improvements demanded by McDonald's, and meet its digital growth aspirations.

McDonald's, currently a 9.41% shareholder in Plexure, has indicated that it is supportive of the Proposed Transaction. As previously announced to the market, McDonald's has a top-up right in respect of share issues in order to maintain up to a 9.9% holding. McDonald's has indicated that it will defer any potential exercise of its top-up right for the share issue to the Houden family for a period of time and has participated in the Capital Raising, taking 9.9% of the capital raised.

The McDonald's non-compete will continue, where Plexure will not provide similar services to a defined list of competitors in the Quick Service Restaurant (QSR) market for so long as the aggregate net revenue received by Plexure from McDonald's is greater than a minimum threshold in any trailing 12-month period.

(e) Scale, Growth and Synergies

TASK brings additional revenue of NZ$14.0 million (FY21) to Plexure, as well as a strong sales pipeline for FY22. With the additional resources and global reach of Plexure's outbound sales teams, TASK will be better positioned to extend its platform to more customers in Europe and North America. In addition, the joint product portfolio will enable a greater number of entry points to new clients. The ability to provide a full suite of services to customers, many of whom often still grapple with a range of providers and with different business problems as they progress their digital transformations, will be a key competitive advantage.

The combined business can also benefit from shared corporate functions such as finance (which is currently outsourced) and human resources. We will continue to explore further bottom line synergies as we progress integration including R&D and technology architecture.

With the combined platform capability described above, the Board believes the Combined Group will be better positioned to capture opportunities available to TASK and Plexure.

(f) Management

On Completion Daniel Houden, the existing CEO of TASK, will become CEO of the Combined Group. Dean Houden will retain his role as Chief Marketing Officer of TASK. Both brothers are technically strong, possess a very solid product vision and have a sales and marketing ethos. They are very keen to stay involved and are excited about the prospect of being able to do so as part of a larger, publicly listed company. The broader TASK team is also strong and led by a Senior Leadership Team that has been in place for a long time. This will further reinforce Plexure's recent focus on building out the strength of its senior Executive team.

If the Proposed Transaction does not proceed, Plexure will need to address its CEO vacancy left by the departure of Craig Herbison.

(g) Directors

On completion current TASK adviser Bill Crichton and Daniel Houden will become, respectively, non-executive and executive Directors of Plexure. They will bring new capability and experience to the Board, to support the broader business of the Combined Group.

2. Recommendation of the Board

The Board, after considering the advantages and disadvantages of the Proposed Transaction, fully supports the Proposed Transaction and unanimously recommend that Shareholders vote in favour of the Resolutions set out in the Notice of Meeting.

3. Independent Adviser's Opinion

The Independent Adviser has concluded that the positive aspects of the Proposed Transaction significantly outweigh the negative aspects:

"In our opinion, after having regard to all relevant factors, the positive aspects of the TASK Merger (including the TASK Allotment) significantly outweigh the negative aspects from the perspective of the Current Shareholders."

The Independent Adviser's Report is set out at Appendix E to the Notice of Meeting. The Directors encourage Shareholders to read the Independent Adviser's Report carefully and in its entirety. Shareholders should consider the Independent Adviser's Report as a whole to have a full understanding of the Independent Adviser's opinion.

4. Reasons Why You May Consider Voting Against the Proposed Transaction

While it is expected that the Proposed Transaction will deliver significant value for current Plexure Shareholders, there are also some factors relating to the Proposed Transaction that some Shareholders may consider negatively impact Plexure or its Shareholders. Shareholders should be aware that it is not necessary to approve the Proposed Transaction just because there are very few negatives.
The factors relating to the Proposed Transaction that some Shareholders may consider negatively impact Plexure or its Shareholders include:

(a) Dilution of shareholding and voting rights in Plexure

On Completion the aggregate percentage holding of an existing Plexure Shareholder will be diluted by the issue of new Plexure Shares to TASK's shareholders (the Houden family) and their adviser, Latimer Partners. The Houden family will become the cornerstone Shareholder of Plexure with effective control of Plexure. The subsequent deferred issue of new Plexure shares to TASK employees/contractors three years after Completion will further dilute the aggregate percentage holding of an existing Shareholder.

There will also have been, just prior to Completion, dilution for existing Plexure Shareholders under the Capital Raising. Accordingly, by and on Completion, existing Shareholders will be diluted down from holding, in aggregate, a 100% shareholding in Plexure to holding in aggregate a 49.6% shareholding, albeit in the larger Combined Group.

Plexure share register on completion

Shareholder category	*# shares*	*% holding*
Plexure current shareholders	174,445,362	49.6%
Houden family (and adviser)	137,141,858	39.0%
Capital Raising holders	40,000,000	11.4%
Total	**351,587,220**	**100.0%**

After the subsequent deferred issue of new Plexure shares to TASK employees/contractors three years after Completion under the TASK LTI Scheme, the aggregate percentage holding of an existing shareholder will be 46.9%.

Plexure share register 3 years after completion		
Shareholder category	*# shares*	*% holding*
Plexure current shareholders	174,445,362	46.9%
Houden family (and adviser)	137,141,858	36.9%
Capital Raising holders	40,000,000	10.8%
TASK employees/contractors	20,090,846	5.4%
Total	**371,678,066**	**100.0%**

The Proposed Transaction is such that current Plexure Shareholders are potentially giving up the opportunity to receive a takeover premium through an actual takeover offer for Plexure. However, by way of compensation, Shareholders will benefit to the extent that Shares reflecting the Combined Group trade at higher prices than Shares reflecting a standalone Plexure. Furthermore, the Combined Group may be more attractive to a potential acquiror, attracting a takeover premium from a future takeover of the Combined Group. Please also see section 2.8 of the Independent Adviser's Report regarding dilutionary impact.

(b) Less cash on hand

The consideration for the acquisition of TASK includes A$30 million of cash. Plexure is undertaking a capital raise for A$20 million, to partly fund the cash consideration. However, there will an immediate reduction of A$10 million (plus capital raise fees) associated with completion of the transaction and capital raise. Other transaction costs are not success related and will be incurred regardless of whether the transaction completes. Whilst there may be an immediate reduction in cash, it is noted that TASK is cash flow positive with strong growth prospects that may help fund future growth.

(c) Exposure to new sector and markets

While the Board believes diversification of Plexure's business into the new markets and new hospitality management technology products to be an advantage, certain Shareholders may take the view that expansion of Plexure's business into new markets and sectors may be a disadvantage. New markets (e.g. casino and gaming, food service, stadiums and events, hospitality and clubs) may be a disadvantage because Plexure would no longer be mainly focused on quick service restaurant, retail and grocery markets. Similarly, the new sectors may be a disadvantage because Plexure would no longer be mainly focused on the customer engagement platform. Further, this diversification will change the risk profile of Plexure.

5. Important Dates

As part of the key consideration relevant to your vote, the important dates are:

Event	Date
Merger agreement signed	Sunday, 15 August 2021
Proposed transaction announced	Monday, 16 August 2021
Trading halt, book build opens and closes for Institutional Placement	Wednesday, 1 September 2021
Plexure resumes trading on ASX and NZX	Thursday, 2 September 2021
Record date of the Shareholder Offer	7pm on Wednesday, 8 September 2021
Dispatch of Notice of Meeting and Shareholder Offer booklet	Thursday, 9 September 2021
Shareholder Offer opens	Thursday, 9 September 2021
Shareholder Offer closes	5pm on Wednesday, 22 September 2021
Shareholder Special Meeting	3pm on Friday, 24 September 2021
Allotment and commencement of trading of new shares*	Wednesday, 29 September 2021
Estimated completion of TASK transaction*	Friday, 1 October 2021
Transaction statements sent	Monday, 4 October 2021

* Subject to shareholder approval at the Special Meeting

3. Key Risks

1. Introduction

Neither the Proposed Transaction itself, nor the business of the Combined Group going forward, is without risk. As with any transaction and any business, there is a risk that the Proposed Transaction might not proceed as expected and/or that the Combined Group may not perform as expected.

The following sections, under the headings "Combined Group risks" and "Specific risks relating to the Proposed Transaction", set out what Plexure considers to be the more significant risks relating to the business of the Combined Group and to the Proposed Transaction respectively.

Under each of those headings, the applicable risks are laid out in what Plexure, in consultation with TASK, considers to be the order of significance based on an assessment of the likelihood of the circumstance occurring balanced against the severity of the impact on the business and plans if it were to occur, with the most significant risks appearing first.

However, there is no guarantee that the significance of different risks will not change, or other risks will not emerge. Although the Combined Group may implement risk mitigation strategies to reduce the potential impact of some of the risks outlined below, any such strategies may not remove the risks altogether and may only reduce the impact of a risk if it materialised.

It is also important to note that the following lists exclude (i) risks which are currently faced by Plexure irrespective of the Proposed Transaction, unless such risks have been materially amplified or compounded by the Proposed Transaction, and (ii) risks of a general nature (including things like ability to source appropriate personnel, economic uncertainty, access to capital when needed, reliance on suppliers and the risk of litigation). As such, the Combined Group risks focus largely on the risks relating to the TASK business, which Shareholders are not already exposed to as Shareholders today (at least in terms of extent), although in many cases the risks are essentially just the risks faced by most enterprise software businesses.

2. Combined Group risks

Failure to attract new customers and to retain existing customers

The success of TASK's business relies on its ability to attract new customers and to increase revenue from existing customers. TASK primarily generates revenue through large enterprises. Attracting new customers can be a long sales process with no guarantee of success until a contract is signed. Reasons that customers may be slow to adopt the TASK products and services include (but are not limited to):

- preference for the products of competitors, where they exist, due to familiarity with those products or for various other reasons; and
- new TASK products failing to perform to expected standards.

TASK's customers have no obligation to renew their service offering when their contract term ends. Certain customer contracts may also be terminable by the counterparty for convenience. Accordingly, there is a risk that customers reduce or cease usage of TASK's products which would result in a reduction in the level of payments they make to TASK including revenue characterised as recurring revenue. However, the cost of moving from TASK to a competing software platform is high and the level of churn to competitors has been extremely low historically, reflecting the relative quality of TASK's platform.

COVID-19 business risk

The impact of the Coronavirus (COVID-19) on TASK's business is developing on an ongoing basis. While the business has been reasonably resilient to the effects of COVID-19, if any of its customers, potential customers, suppliers or employees are impacted in some way, this could impact TASK's ability to operate effectively and/or the effectiveness of its products in driving results for customers, which could ultimately have an impact on TASK's financial performance. If the impact is customer-related, TASK could potentially, given the diverse sectors it services, instead focus more on other customers or sectors for growth if necessary. TASK's flexible API-led platform also enables TASK to pivot to new partners should a supplier be impacted as a result of COVID-19. In addition, the greater spread of employees globally as a result of the merger will also provide a greater buffer from workforce impacts.

Pricing

Upon expiry of their contract, the Combined Group's customers may try to renegotiate contract terms for more favourable price discounts or terms which, if agreed, would result in a direct reduction in the payments they make to the Combined Group and would have a negative impact on the Combined Group's financial performance. While the Combined Group may resist such attempts to renegotiate prices, business economics, market conditions or competitive forces may dictate such terms need to be accepted.

Failure to realise benefits from product research and development

Developing software and technology, particularly in the Combined Group's sectors, is expensive and often involves an extended period of time to achieve a return on investment. An important aspect of the Combined Group's business is to continue to invest in innovation and related product development opportunities. The Combined Group believes that it must continue to dedicate resources to innovation efforts to develop increasingly attractive software and technology-related product offerings and to maintain competitive position. The Combined Group may not however, receive benefits from these investments for several years or may not receive benefits from these investments at all.

Competition and new technologies

There are a number of organisations which compete both directly and indirectly with TASK's products and service offering. While TASK is a leading provider of transaction management solutions, some of TASK's competitors may have or may develop competitive advantages over TASK and may be larger on an international or regional basis and have greater access to capital or other resources. The market share of TASK's competitors may increase or decrease as a result of various factors such as securing large new clients, developing new technologies and adopting pricing strategies specifically designed to gain market share. These competitive actions may reduce the prices that TASK is able to charge for its products and services or reduce TASK's activity levels, both of which would negatively impact the financial performance of TASK. TASK and Plexure will continue to review the ongoing evolution of market dynamics as part of the regular course of business and adjust strategy and deliver prioritisation as required.

Reliance on key management personnel

TASK relies heavily on its existing key management personnel, who cover a range of functions, have intimate knowledge of the business, its technology and the industry within which it operates. TASK's key management personnel have provided a significant contribution to TASK's success as it has grown.

The departure of, or inability to attract and retain, key management personnel could negatively affect the Combined Group's ability to reach its goals and there is no guarantee that the Combined Group could attract a suitably qualified replacement, or if it is able to do so, how long it may take for the Combined Group to attract and employ such a replacement. This risk is mitigated through the direct or indirect ownership stakes that a number of key management personnel from TASK will have in the Combined Group.

Data loss, theft or corruption

TASK processes large volumes of confidential data. The Combined Group's business could be materially disrupted by data breaches which may impact the security of information and data concerning the Combined Group and/or its customers. This could occur through theft, unauthorised access or malicious attacks on the company's systems, products or processes (e.g. hacking), unauthorised disclosure of confidential customer information (including exploitation of data) or loss of information (e.g. system problems). While the Combined Group does and will undertake measures to prevent and detect the occurrence of such security breaches, there is a risk that any measures taken may not be sufficient to prevent or detect unauthorised access to, or disclosure of, such confidential or proprietary information, and any of these events may cause significant disruption to the Combined Group's business and operations. This is a risk shared by all enterprise software businesses.

Any security breach may result in significant disruption to the Combined Group's business or the operations of its customers including rendering such operations unavailable for a period until the data is restored. A security breach could cause material harm to reputation and accordingly may have a material adverse impact on the Combined Group's growth prospects, operating results, reputation, and financial performance. To mitigate this risk, TASK and Plexure will continue to focus on data security and data governance best practices that are in line with leading global recommendations.

Disruption or failure of technology and software systems

TASK and its customers are dependent on the performance, reliability and availability of TASK's platform, data centre (cloud hosting) service providers and communications systems (including servers, the internet, hosting services and the cloud environment in which TASK provides its products). There is a risk that these systems may be adversely affected by disruption, failure, service outages or data corruption that could occur as a result of computer viruses, "bugs" or "worms", malware, internal or external misuse by websites, cyber-attacks or other disruptions including natural disasters, power outages or other similar events. If TASK experiences any defect with its technology and/or services, the Combined Group could suffer client and revenue loss, material harm to its reputation and/or significant expenditure to restore functionality. This is a risk for all technology businesses.

Protection of intellectual property

As with all technology businesses, the value of TASK's products is partly dependent on TASK's ability to protect its intellectual property, including trademarks, trade secrets, know-how, copyright and moral rights. There is a risk that TASK may be unable to detect the unauthorised use of TASK's intellectual property rights in all instances. Further, actions that TASK takes to protect its intellectual property may not be adequate or enforceable and thus may not prevent the misappropriation of, or copying or circumvention of, TASK's intellectual property and proprietary information.

Breach of third party intellectual property rights

There is a risk that third parties may allege that TASK's products use intellectual property derived from them or from their products without their consent. TASK may be the subject of claims which could result in disputes or litigation, which could result in the payment of monetary damages, cause delays and increase costs, which in turn could have an adverse impact on the Combined Group's operations, reputation and financial performance.

3. Specific risks relating to the Proposed Transaction

In addition to the risks described above, a number of other transaction-related risks exist which could prevent the Combined Group from realising the benefits anticipated from the Proposed Transaction or could cause the Combined Group to suffer adverse impacts as a result of the Proposed Transaction.

Integration risks

The extent to which revenue, cost and capital expenditure synergies are realised will depend on, among other things, the two businesses being combined to the extent appropriate at an operational level, without material interruption and in a timely manner.

There is a risk that unforeseen issues, difficulties or costs may arise that may result in integration benefits and synergies for the Combined Group being delayed, or being achieved only in part, or not at all. Areas of particular risk include:

- the process of realising synergies requiring senior management of the Combined Group to devote significant time and resources to this TASK, which needs to be balanced with management of the Combined Group's businesses;
- difficulties or unexpected costs in reducing corporate and administration costs and rationalising duplicated operating infrastructure and corporate support services;
- difficulties or unexpected costs relating to any appropriate integration of management and technology systems and platforms; and
- the extent to which cost savings are offset by any unforeseen integration costs or increased operating costs or expenses.

As such, delivery of synergies is uncertain and a wide range of factors may contribute to actual synergies being lower than estimated or not being achieved at all.

Uncertainty about the market value of Shares

The Board is of the view that the Proposed Transaction will maximise long term value for Shareholders. However, it is not possible to predict the market value of the Shares following the Meeting or Completion, if the Proposed Transaction proceeds.

There can be no assurance that the Shares will trade subsequent to the Meeting or Completion, if the Proposed Transaction proceeds, at any particular price. There is a risk that the market value of the Shares after the Meeting and/or Completion, if the Proposed Transaction proceeds, will be less than the market value of the Shares immediately prior to the Meeting or Completion, if the Proposed Transaction proceeds (as applicable), particularly as some Shareholders may adjust their holdings in Plexure following, or in anticipation of, these events.

Risk relating to loss of contracts

Some of the contracts that each of TASK and, to a lesser extent Plexure, and/or their respective subsidiaries, are party to contain change of control clauses which in theory enable a counterparty to terminate its contract upon Completion as a consequence of the changes in ownership/control of TASK or Plexure, or their respective subsidiaries, resulting from the Proposed Transaction. In some of these circumstances, the relevant TASK or Plexure entities must obtain prior approval from the contract counterparty to the applicable changes resulting from the Proposed Transaction. Each of TASK and Plexure has a programme in place to contact a number of the relevant counterparties, particularly to significant contracts, to discuss the changes of control arising from the Proposed Transaction.

Reliance on information provided

Plexure has undertaken a due diligence process of the TASK business in connection with the Proposed Transaction. That process has necessarily relied in part on review of financial, legal, technical, tax and other information provided by or on behalf of TASK and other members of the TASK Group. While Plexure has made reasonable efforts to do so and has obtained certain confirmations, representations and warranties from the Sellers regarding information provided, Plexure has not been, and is not, able to independently verify the accuracy, completeness or reliability of all information provided to it as part of that due diligence process.

Under the Merger Agreement, Plexure may, subject to and in accordance with the terms of the Merger Agreement, have a contractual right to make a claim against the Sellers for losses arising as a result of a breach of the various warranties provided.

Similarly, in reliance on financial information and other information provided by or on behalf of TASK in respect of the TASK business, Plexure has also included (and made assumptions in the preparation of) the financial information relating to the TASK business on a standalone basis, and also the financial information relating to the Combined Group included in this document. Plexure is unable to verify the accuracy or completeness of all of that information. If any of the data or information provided to and relied upon by Plexure in its due diligence process and its preparation of this document proves to be incomplete, incorrect, inaccurate or misleading, there is a risk that the actual financial position and performance of the TASK business and the Combined Group may be materially different to the financial position and performance expected by Plexure and reflected in this document.

There can also be no assurance that the due diligence conducted was conclusive and that all material issues and risks in respect of the Proposed Transaction have been identified and as such there is a risk that unforeseen issues and risks may arise which may have a material impact on the Combined Group.

Management of TASK before Completion

During the period between signing of the Merger Agreement and Completion, TASK will remain governed by the Sellers. Although the Merger Agreement requires TASK to ensure that the TASK business continues to be managed in the ordinary course during that period, Plexure will not have any ability to actively direct the management of TASK during that period.

Assumption of TASK liabilities

From Completion, Plexure will assume the liabilities of TASK and its subsidiaries, including tax and legal liabilities, for which it may not be adequately indemnified. Although the Merger Agreement contains a number of representations, warranties and indemnities in relation to pre-Completion periods, as with any acquisition, there is the risk that in acquiring TASK, Plexure becomes directly or indirectly liable for previously unidentified historical liabilities for which the warranties and indemnities in the Merger Agreement turn out to be inadequate or that the warranties and indemnities may not be sufficient to cover the actual liabilities incurred in connection with any identified categories of liabilities and Plexure may not be able to claim or recover funds from the Sellers sufficient to address such liabilities. Any material unsatisfied warranty or indemnity claims could adversely affect the Combined Group's business or financial condition or performance.

Risks associated with the Sellers's holding in the Combined Group

The Sellers', Latimer Partners and certain TASK employees (assuming all shares are eventually issued under the TASK LTI Scheme) shareholding in Plexure following Completion (being 42.3%, assuming the Capital Raising proceeds) will give that group (and even just the Sellers alone) "effective control" over Plexure, including over the Combined Group's financial and operating policies, and the composition of the Combined Group's board. "Effective control" of a listed company such as Plexure is less than the normal threshold for control of a smaller company (being 50.1%) because it is routinely the case that not all shareholders turn up to vote (in person or by proxy) at shareholders' meetings for listed companies in order to pass resolutions (for example, to appoint directors). Accordingly, the Sellers' shareholding is high enough to give "effective control" to the Sellers as a voting block that can control the outcome of shareholder voting on ordinary resolutions and block special resolutions. Although the Sellers' interests are naturally aligned with other Shareholders, in theory the Sellers could exert that control in ways that are not consistent with the interests of other Shareholders.

4. Details of the Proposed Transaction

1. Background to the Proposed Transaction

Plexure management first virtually met with TASK management in March 2021. At the April Plexure Board meeting, after a strategic assessment, the Directors approved further investigation of the TASK opportunity (i.e. the potential to merge the businesses). The Board immediately set-up weekly Board sub-committee meetings to govern the potential deal. There were four Directors on this sub-committee, although this was extended to five Directors as the transaction opportunity became more real.

Once the Trans-Tasman bubble opened, Plexure management and an advisor travelled to Sydney on 4 May 2021 and met with TASK company executives and the Houden family for the day at the company's head office. After further discussions and exchange of information, a non-binding Term Sheet was signed on 23 June 2021. In agreeing these key transaction terms, Plexure used external advisers to manage the deal, provide a detailed valuation, and provide legal support.

Plexure undertook due diligence with PwC Australia supporting the financial and tax due diligence, Bell Gully (and Australian lawyers) supporting the legal due diligence, and Plexure's technology team supporting the technology due diligence. From the due diligence Plexure were able to: (a) resolve key issues in advance of signing the Merger Agreement; (b) agree completion actions covered in the Merger Agreement; and (c) add appropriate warranties into the Merger Agreement.

An updated valuation was undertaken using the outputs of due diligence. PwC Australia completed an audit of the valuation model, prepared combined business financials, and advised on the accounting and tax terms in the Merger Agreement.

The Board assessed the merger ratio to be appropriate given the reasonableness of the purchase price of TASK and the reasonableness of the issue price of Plexure shares. In assessing the reasonableness of the purchase price of TASK, the Board considered that the updated valuation of TASK did not include the potential upside of a per-transaction new revenue stream. In assessing the reasonableness of the issue price of Plexure shares, the Board considered that the Plexure shares were being issued to TASK at an 11% premium to the company's last trading price prior to announcement of the Proposed Transaction (and at an issue price equal to Plexure's VWAP over the month prior to announcement of the Proposed Transaction).

The Board was comfortable using the VWAP over the month prior to announcement of the Proposed Transaction, despite this being significantly lower than the VWAP over the previous 12 months, because the market has reflected the fact that Plexure has not completed (and so not announced) the number of large enterprise deals that the market likely anticipated when Plexure undertook its last capital raising in late 2020. After further negotiation, the parties signed the Merger Agreement on Sunday 15 August 2021 and announced the Proposed Transaction the next morning.

2. Proposed Transaction

The Proposed Transaction involves Plexure acquiring all of the shares in TASK for a total purchase price of A$120 million subject to the terms of the Merger Agreement between Plexure and the Sellers dated 15 August 2021. The total purchase price is to be satisfied:

- by a cash payment of A$30 million;
- through an issue of A$78.5 million Consideration Shares to the Houden family and to their advisor, Latimer Partners; and
- through an issue of A$11.5 million Deferred Share Rights in Plexure shares to current TASK employees/contractors under a new TASK LTI Scheme.

The Proposed Transaction will result in the businesses of Plexure and TASK being merged and operating as a Combined Group.

3. Conditions

Completion is subject to a number of conditions, including:

- the shareholders of Plexure approving the acquisition of TASK, the issue of Consideration Shares, and the Capital Raising (unless the Capital Raising condition is waived by Plexure).
- unless waived by Plexure, Plexure successfully raising up to A$20 million through the Capital Raising (an underwritten A$20 million capital raising is in progress).
- no TASK Material Adverse Effect (which means an event that has the effect of reducing the value of TASK's assets by at least 10%, TASK incurring a liability over A$12 million or revenue being reduced by at least 10%, with such event needing to happen between now and Completion which is anticipated to be in less than one month from now); and
- no Plexure Prescribed Event (which means an event that has the effect of reducing the value of Plexure's assets by at least 10%, Plexure incurring a liability over A$12 million or revenue being reduced by at least 10%, with such event needing to happen between now and Completion which is anticipated to be in less than one month from now).

The conditions under the Merger Agreement must be satisfied or waived by 30 October 2021. The date can only be extended by agreement between Plexure and the Sellers. The Proposed Transaction may not proceed if the conditions are not satisfied (or waived) by 30 October 2021.

4. Purchase price

Share Issue to Sellers as part satisfaction of purchase price

Plexure will issue the Consideration Shares to the Houden family and their advisor to satisfy A$78.5 million of the A$120 million purchase price payable for the acquisition of TASK. The effective issue price and total number of Shares issued to the Houden family will be NZ$0.60 and 134,433,962, respectively. The effective issue price and total number of Shares issued to Latimer Partners will be NZ$0.60 and 2,707,896, respectively.

Current TASK employees and contractors will be issued 20,090,846 Deferred Share Rights, to take effect three years after Completion, with an aggregate value of A$11.5 million, under the TASK LTI Scheme (subject to each such employee/contractor still being an employee or contractor at the end of the three year period).

Cash payment as part satisfaction of purchase price

In addition to the issue of Consideration Shares and Deferred Share Rights, Plexure will pay the Houden family A$30 million in cash as part of the purchase price payable for the acquisition of TASK. This cash amount is subject to adjustment based on TASK's working capital position at Completion.

Funding

In summary, the funding for the acquisition of TASK is intended to be as follows:

Sources	**A$ million**
Equity issued to the Sellers and employees	90
Capital Raising	20
Cash reserves	10
Total sources	**120**
Uses	**A$ million**
Equity payable for the acquisition of TASK	90
Cash payable for acquisition of TASK	30
Total uses	**120**

TASK LTI Scheme

The purpose of the TASK LTI Scheme is to reward key TASK employees and contractors for their long-term commitment to TASK and provides them with an incentive to contribute to the post-acquisition success of the Combined Group. In the alternative, the A$11.5 million in new Shares represented by the TASK LTI Scheme would have gone to the Sellers, but instead the Sellers have agreed to establish the TASK LTI Scheme to give the Proposed Transaction the greatest chance of success through the reward and retention of key TASK employees and contractors over time rather than on Completion.

The price of the Deferred Share Rights under the TASK LTI Scheme was calculated at the same price as the Shares to be issued to the Sellers – NZ$0.60 per Share. In essence, the way the scheme works is that if the employee/contractor stays for a three year period (or is terminated without cause before the expiry of the three year period) then the employee/contractor will automatically be issued the relevant Shares without paying any exercise price.

If those employees/contractors leave before three years after Completion then their Deferred Share Rights (i.e. entitlement to Shares) are cancelled. In such event, there would be less dilution for current Plexure shareholders under the Proposed Transaction.

5. Key terms of Capital Raising

The A$30 million cash payment to be made by Plexure to the Houden family will be partially funded through the Capital Raising.

As previously announced, Plexure has successfully undertaken an underwritten A$15 million Institutional Placement, at A$0.50 per Share, with institutional, professional, and sophisticated investors in Australia and New Zealand.

Plexure is now commencing an underwritten Shareholder Offer to raise up to NZ$5.2 million (A$5 million), at NZ$0.52 per Share, from Shareholders with a registered address in New Zealand who did not participate in the Institutional Placement. The price of NZ$0.52 per Share is the same price as for the Institutional Placement (being the NZ$ equivalent of A$0.50 at the fixed exchange rate when the Institutional Placement was undertaken). The Shareholder Offer will commence when the Notice of Special Meeting is sent to shareholders, with a record date likely the day before such notice is sent. Eligible New Zealand shareholders will be invited to apply for up to NZ$30,000 of new shares at the offer price free of any brokerage, commission and transaction costs and more details will be included in the offer materials. Plexure has reserved the right to scale applications under the Shareholder Offer in such manner as it sees fit i.e. scaling may or may not be equal. This is different to a “Share Purchase Plan” where the NZX Listing Rules require that all scaling is undertaken on a pro rata (equal) basis. Plexure’s goal with the Shareholder Offer is to have a wide spread of participation from its shareholder base.

The Capital Raising is subject to Shareholder approval.

NZRegCo waivers

Voting restrictions:

NZX Listing Rule 6.3.1 provides that any person to whom it is proposed to issue the Shares, and their Associated Persons (as defined in the NZX Listing Rules), are unable to vote in favour of the Capital Raising resolution (i.e. resolution four) and Plexure is to disregard any votes cast on resolution four by such persons (**Resolution Four Disqualified Persons**). However, Plexure has received a waiver from NZX Regulation Limited (NZRegCo) allowing any participant in the Shareholder Offer element of the Capital Raising who was an existing Shareholder to vote on resolution four, provided that all institutional investors, including those also participating in the Institutional Placement element of the Capital Raising, are precluded from voting on the Capital Raising. Accordingly, the only Resolution Four Disqualified Persons are all institutional investors, including those also participating in the Institutional Placement element of the Capital Raising.

Timing of Allotments:

NZX Listing Rule 4.19.1 provides that, for an offer of Shares, Plexure must allot such Shares no later than 10 business days after the final closing date for the offer. This would be problematic for the Institutional Placement because that offer closed on Wednesday, 1 September 2021 (i.e. the day of the trading halt and bookbuild for the Institutional Placement) and allotment of Shares under the Institutional Placement is not anticipated until near the end of September. However, Plexure has received a waiver from NZX Regulation Limited (NZRegCo) allowing the allotment of Shares under the Institutional Placement greater than 10 business days following 1 September because the only reason for such delay is to allow time for Plexure to obtain shareholder approval for the Capital Raising and the Proposed Transaction and the period of delay will not be significant.

6. Other material terms of Merger Agreement

In addition to the matters noted above, set out below is a summary of other material terms of the Merger Agreement.

Escrow of Consideration Shares

Under the Merger Agreement the Sellers will not be permitted to sell or otherwise dispose of (or transfer effective control of) any Consideration Shares for two years after Completion without the prior written approval of Plexure. The only exception to this is if someone acquires 100% of Plexure by purchasing all of the Shares (i.e. a full takeover offer).

Latimer Shares

On Completion Latimer Partners will be paid a success fee under the terms of their engagement letter with the Sellers. This fee will be satisfied by way of Plexure issuing 2,707,896 of the Consideration Shares to Latimer Partners. The Shares will also be subject to an escrow period of two years on the same terms as the escrow applying to the Sellers.

Ordinary course of business covenants

The Merger Agreement includes obligations on both Plexure and the founder Sellers (being Jennifer Houden, Kym Houden and the TASK Retail Investment Trustee in its capacity as trustee of the TASK Retail Investment Trust) requiring that, up until Completion, Plexure's and TASK's businesses, respectively, are operated in accordance with business practices that have been followed by each of Plexure and TASK in the ordinary course of business as at the date the Merger Agreement was signed.

The Merger Agreement also includes obligations that restrict Plexure and TASK from engaging in specific conduct that may be outside the ordinary course of business or otherwise contrary to the interests of a party acquiring an interest in the relevant business. These protections are designed to ensure that both businesses continue to operate in an ordinary course and manner until Completion.

Warranties and tax indemnities

The Merger Agreement contains several broadly standard warranties both from the Sellers to Plexure and from Plexure to the Sellers. The warranties are, in the majority of cases, effectively reciprocal and are subject to certain time, monetary and other customary limitations. The Merger Agreement also contains a broadly standard tax indemnity from the Sellers to Plexure. Standard Warranty and Indemnity insurance has been put in place so that any claims for breach of the business warranties or Australian tax indemnity are made against the insurer rather than the Sellers.

Purchase price adjustment

The purchase price for TASK will be subject to adjustment based on TASK's working capital position at Completion. TASK is to be acquired by Plexure cash free and debt free at Completion. Accordingly, the cash portion of the purchase price payable by Plexure for TASK will be increased (reduced) by the excess (shortfall) of any working capital TASK has at Completion over an agreed benchmark.

Restraint

Kym Houden and Jennifer Anne Houden have agreed not to be engaged or involved in any Restricted Business (as that term is defined in the Merger Agreement) in relevant jurisdictions for five years following Completion. Kym Houden and Jennifer Anne Houden have also agreed, for five years following Completion, not to entice away any person who was an employee or representative of TASK in the 12 months prior to Completion or solicit the business of any person who was a TASK customer in the 12 months prior to Completion. These protections are designed to protect the goodwill of the TASK business being acquired by Plexure.

5. Overview of TASK

1. Introduction to TASK

TASK is an industry leading software business that provides a scalable, transaction management platform to a wide range of large enterprise hospitality retail clients, including multi-national restaurant chains, stadiums, casinos, and food service companies.

2. History

TASK was founded in 2000 by Kym and Jennifer Houden, initially as a reseller of hardware and third-party software products to hospitality venues. As a customer focused organisation, it became clear that TASK's customers were outgrowing the legacy technology and had requirements beyond the product offering at hand. This was the genesis that drove Daniel and Dean Houden, Kym's sons, to lead the ground-up development of TASK's proprietary transaction management platform, xchangexec, right at the critical juncture of cloud-based technology becoming available.

Since then, TASK's platform has evolved into a scalable enterprise solution with an industry leading breadth of capability expanding out from the functionally mature Point of Sale, kitchen video and enterprise management systems to incorporate customer facing solutions such as self-service kiosk, digital signage, mobile apps, online ordering and loyalty & membership. The fully integrated enterprise ecosystem is built from the ground up by the TASK team.

3. Offering

TASK's offering includes direct software development capability, creative services, marketing and design, professional services, hardware deployment services and project management consultancy, enabling TASK to deliver enterprise business solutions that address the uniqueness of each client's brand.

The quality of the platform is reflected in TASK's ability to win business by displacing well-entrenched global providers of enterprise hospitality solutions including Micros (Oracle), Agilisys and NCR.

4. Platform

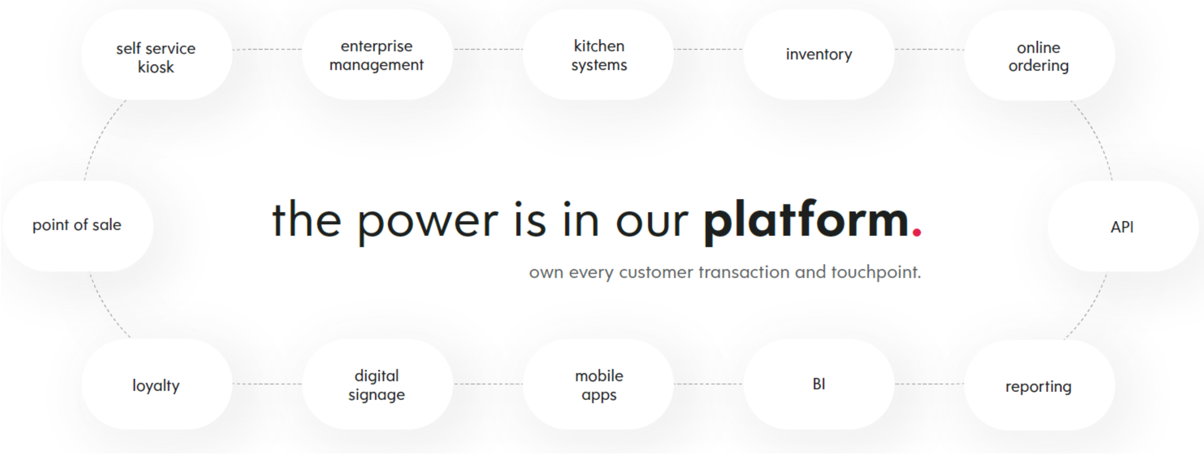
TASK uses a web API platform to support all its applications. These include consumer facing applications throughout the enterprise from digital media and kiosk, through to mobile and web, on a multitude of devices. All modules are part of and deeply integrated to the cloud solution enabling customers to eliminate superfluous third-party integrations, reducing multiple vendor deployments. The solution architecture provides scalability and negates the need for databases and servers at the location level, providing customers with the agility to make instantaneous changes via any web browser.

The core and additional feature sets of TASK's platform are as follows:

- **Core**
  - Single tenancy centralized enterprise architecture;
  - Highly functional, multi service type capable, hardware agnostic, Point of Sale;
  - Industry leading kitchen display systems;
  - Feature rich enterprise management tools; and
  - Comprehensive Web API (native and integrations).

- **Additional modules**
  - Off the shelf online ordering;
  - Configurable, brandable, self-service kiosk;
  - White label and bespoke mobile apps;
  - Integrated digital menu and order confirmation boards;
  - Comprehensive multi touch point loyalty platform;
  - Store and manager level back-office portal;
  - Sophisticated front-end promotional rules engine; and
  - Real time inventory control and recipe management.

These integrated core and additional modules power the platform.



5. Hardware agnostic

TASK's platform is hardware agnostic, meaning that TASK's software operates on a wide range of industry standard Point of Sale devices.

TASK often provides a full turnkey solution including hardware from TASK's preferred supplier pre-loaded with TASK software and coupled with installation services. TASK will support its clients' current hardware platform as required if they require investment protection.

6. Reporting and support

TASK offers its clients a full suite of real time web delivered reports, business intelligence integrations and 24/7 support.

The TASK product set continues to evolve, with continuous enhancements added to the stack from the on boarding of new customers, feature requests from the growing customer base and TASK's strategic initiatives. TASK customers have the opportunity to update their TASK version at least once a year with all enhancements being made available as part of the Software as a Service (**SaaS**) model and importantly ensuring the lifecycle of their investment continues to evolve over time.

7. Competitive position

TASK's clients have an appetite for innovation and efficiencies, focusing on lifting revenue and staying ahead of competitors, harnessing the power of the TASK platform across multiple touch points to deploy and deliver better customer service whilst reducing administrative functions. The TASK platform has allowed TASK's clients to replace a multitude of vendors and provide an uplift in revenue for shareholders and franchisees.

TASK's key competitors are large global players including Agilisys, Micros (owned by Oracle) and NCR. These competitors are encumbered by older technology platforms (as opposed to a platform like TASK's which is a full cloud solution) and, in many cases, TASK's competitors are still offering software which is materially on premise for customers. TASK has displaced these competitors as well as several others in the major brands to which TASK provides its platform.

TASK does not currently compete in the small business space (i.e. providing Point of Sale solutions to individual cafes, restaurants or hotels) as this is a crowded space with multiple SaaS platform providers offering plug-and-play applications which lack the features required by enterprise clients.

Historically, growth has been achieved in the absence of an outbound sales function, with inbound leads managed by the CEO, Chief Marketing Officer, and account management.

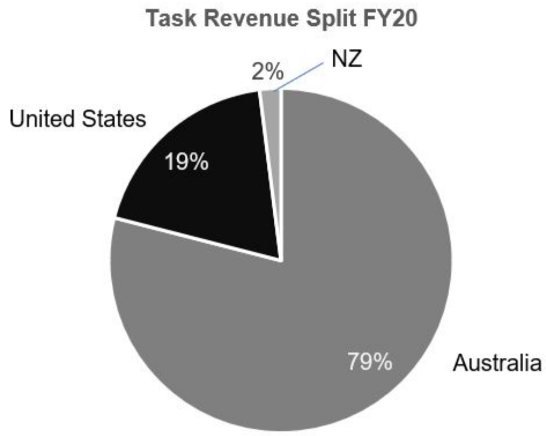
8. Customer base

TASK's high-profile enterprise clients include multi-national companies, such as:

Segment	Sample customers
QSR	Bakers Delight, Guzman Y Gomez, Starbucks, Donut King, Gloria Jean's Coffee and Muffin Break
Restaurants	Jamaica Blue, Rubio's and Dôme
Gaming	Crown Casinos, SkyCity Casinos, Mounties Group and Bankstown Sports Group
Stadiums & Events	Optus Stadium, Bankwest Stadium, Stadium Australia, Marvel Stadium and Victoria and Melbourne Racing Clubs
Food Service	Aramark, Compass Group Australia and Compass Group NZ

Customer logos include:

TASK's FY20 (audited) revenue was primarily sourced from Australia and the United States.



9. Operations

TASK is headquartered in Mona Vale, Sydney and had approximately 50 (full time equivalent) staff and contractors at the end of FY21.

TASK's Sydney operations include professional services, creative studio services, technical support, sales, marketing, software development and IT operations, and administration.

Early in the evolution of TASK's business, TASK established a software development office in Poland, led by a senior developer from TASK's business in Sydney, who continues to lead TASK's development team in Poland today.

TASK also has an office based in San Diego, USA, which provides sales support and professional services and client administration for TASK's US-based customers.

10. Management

While Kym Houden and Jennifer Houden are retiring from the business, their sons Daniel Houden and Dean Houden will continue with the Combined Group.

Daniel Houden is the CEO of TASK and Dean Houden is TASK's Chief Marketing Officer.

Daniel Houden
Chief Executive Officer

Daniel has been with the business for over 20 years and initially created and developed the company's award-winning suite of software products as TASK's Chief Technology Officer (CTO) and was instrumental in the company's shift from being a reseller to being a software company.

This shift and innovation was the driving force for much of TASK's growth and success. Daniel's understanding of the business, marketplace and product is second to none. Daniel is committed to driving the business forward and to ensure TASK continues to deliver industry leading products to its ever-growing customer base.

Daniel is instrumental in the business's product development and has a passion for people and customer success.

Dean Houden
Chief Marketing Officer

Dean has been with the business for over 20 years and designed the company's software as a graphic designer. Dean single-handedly has been the marketing representative of the business since the shift from being a reseller.

He changed the business from a Point of Sale company to a 'transaction management platform' designing and driving a raft of customer facing technology including custom mobile applications, self-service kiosks, digital media and online ordering which are now productised and off the shelf for TASK, natively integrated to the engine Daniel created.

Dean's has deep understanding of product design, branding, sales, business and marketing.

11. Corporate structure

TASK is majority owned (directly and indirectly) by Kym and Jennifer Houden with a small (5%) stake owned by family relatives Jo Anne Wright and David Wright.

12. Historical financial information

TASK has been entirely self-funded throughout its development and has no financial debt.

TASK has several revenue streams from clients that can be broadly categorised as follows:

- Software licence fees: These are typically recurring fees;
- Services fees: These are one-off fees, but TASK generates material repeat service business from its clients. These include fees for initial implementation and creative work, as well as software development requested by clients (where such development also enhances the TASK platform); and
- Hardware fees: TASK provides hardware upon request through a reseller arrangement with its preferred supplier and charges a margin on hardware sales.

Development expenses at TASK are all fully expensed.

Summary pro forma historical TASK Group Profit and Loss for FY19, FY20, and FY21 is set out below.

TASK Group pro forma Profit and Loss (NZD)	FY19	FY20	FY21*
Revenues			
Revenue from contracts with customers	16,521	13,306	12,903
Other income	1,649	1,107	1,104
Total revenue	18,170	14,412	14,007
Expenses			
Cost of sale of goods	(3,234)	(2,632)	(1,696)
Cost of providing services	(3,679)	(3,787)	(4,364)
Administrative expenses	(7,043)	(7,069)	(5,505)
Other gains/(losses)	(30)	0	0
Depreciation	(228)	(330)	(308)
Amortisation	(1)	(521)	(473)
Operating expenses	(14,215)	(14,339)	(12,346)
Finance income	41	34	2
Finance costs	(32)	(33)	(26)
Interest expenses on lease liabilities	0	(103)	(83)
	-	-	-
Financing expenses	9	(103)	(107)
Net profit/(loss) before tax	**3,963**	**(30)**	**1,554**
Income tax expense	(874)	(649)	(460)
Net profit/(loss) after tax	**3,089**	**(679)**	**1,094**

* Unaudited

These pro forma profit and loss accounts have been extracted from the audited TASK Group FY19 and FY20 accounts together with the unaudited FY21 extracted from the TASK Group management accounts and adjust for financial items that do not reflect the underlying nature of the business being acquired.

Notes to the summary proforma historical TASK Group financials

- NZD/AUD exchange rate of 0.95 has been applied to the financials set out above.
- Overall year-on-year revenue can be quite volatile due to the non-recurring nature of hardware sales and services revenue.
- FY20 and FY21 have been potentially impacted by COVID with delays in converting prospective new clients into active customers.

Between FY19 and FY21, TASK Group recurring software revenue has increased from 40% of revenues to 57% of revenues, driven by new SaaS contracts. At the same time non-recurring software revenue and services revenue have declined (as shown in the following table).

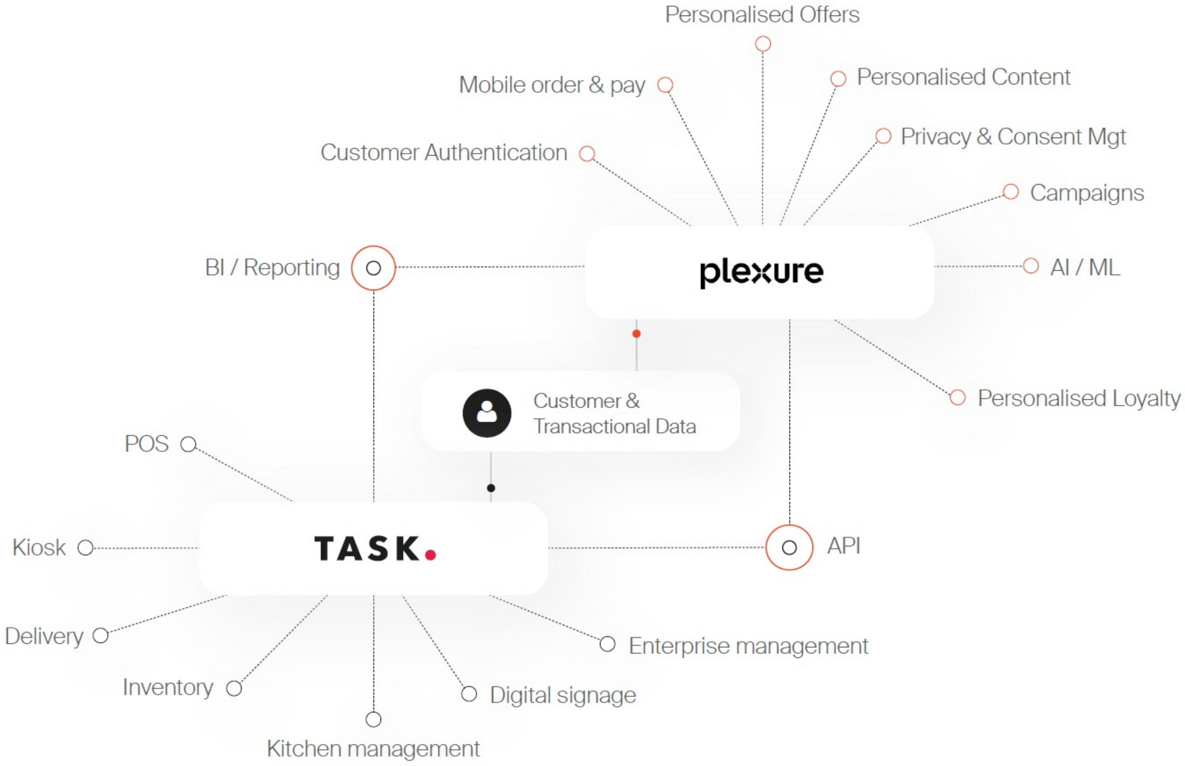
TASK Group revenue breakdown	**FY19**	**FY20**	**FY21**
Recurring software revenue	40%	54%	57%
Non-recurring software revenue	7%	2%	2%
Hardware revenue	20%	17%	21%
Services revenue	33%	27%	20%
Total revenue	**100%**	**100%**	**100%**

Overall, recurring software revenue has increased in each year between FY19 and FY21.

6. Overview of the Combined Group

1. End-to-end hospitality product offering

TASK brings a critical hospitality transaction management platform, which is often the first step of a client's digital transformation journey. Plexure offers a marketing optimisation platform to enhance the final mile of the consumer journey at scale. Together, Plexure and TASK provide an end-to-end hospitality platform solution for enterprise customers from operations through to customer engagement optimisation. As part of a fully integrated platform offering, Plexure will no longer rely on integrations with existing, cumbersome enterprise solutions.



2. Advanced personalised offers

The integration of consumer data across TASK and Plexure modules (Point of Sale to loyalty), will enable clients to make more advanced targeted personalised offers to consumers.

With TASK, Plexure will have access to all transaction data (not just mobile transaction data) as well as valuable operational data that can ensure real time offers to prospective consumers take account of, in addition to the consumers profile and their location:

- **Queuing times**: whether the queues in a QSR are too long, so there should not be offers to attract those consumers to that QSR then;
- **Restaurant capacity**: whether the tables in a restaurant are full, so there should not be offers to attract those consumers to that restaurant then;
- **Food wait times**: whether a kitchen is running at capacity and cannot take any more orders;
- **Item availability**: which food items are out of stock and should not be offered; and
- **Item expiry**: which food items are about to expire and should be part of an offer.

The insights derived from the combined data sets will enable clients to make more relevant real time offers to consumers.

3. Diversification of customer base

TASK gives Plexure a more diversified customer base, reducing customer concentration risk. Notably, McDonald's is expected to fall from 95% of Plexure's revenue to less than half of Plexure's revenue by the end of FY22. Within QSR, restaurant chains, retail, and grocery, Plexure will gain new customers including those unhighlighted below.

4. Combined operations

Immediately after Completion, Plexure and TASK will continue to operate separately with integration opportunities to be explored and implemented over time.

Areas of co-operation that can be implemented immediately without affecting the structure or success of either business include joint use of the existing Plexure Board and head office capability that can provide immediate services to TASK. Plexure's finance team can assist TASK with financial planning and reporting, ensuring management has up to date and accurate information available to manage the business and its human resources team can ensure all TASK employees are appropriately managed and risks are mitigated where possible. Plexure's existing outbound sales team can be quickly trained to sell both TASK and Plexure, with the added benefit that the combined product is easier to integrate than using new customer's existing transaction management system (and likely less expensive).

5. Technology integration and future development

Plexure and TASK will work together to identify the best way to integrate their technologies and product offerings. This will enable them to expand their offerings and cross-sell to their respective customers.

Plexure has no plans to move its New Zealand development function. However, TASK's development presence in Poland provides a possible opportunity for Plexure to complement the New Zealand development team with resources in Poland, given the IT resource constraints in New Zealand with current Covid travel restrictions.

6. Pro forma Combined Group financial information

The pro forma profit and loss for the Combined Group for FY19 to FY21 is shown below. Plexure's financial year-end is 31 March while TASK's financial year-end is 30 June, and the pro forma financial information of Plexure and TASK are combined as if they had the same year-end date.

Profit and loss NZ$'000	**FY19 pro forma Combined Group**	**FY20 pro forma Combined Group**	**FY21 pro forma Combined Group**
Revenue from customers	**33,540**	**38,608**	**42,053**
Other income	1,731	1,363	1,316
Total revenue	**35,271**	**39,971**	**43,369**
Operating expenses	(28,376)	(35,893)	(44,854)
EBITDA	**6,895**	**4,078**	**(1,485)**
EBITDA margin	20%	10%	-3%
Depreciation & amortisation	(2,113)	(3,032)	(3,372)
EBIT	**4,782**	**1,047**	**(4,858)**
EBIT margin	14%	3%	-11%
NPAT	**3,726**	**15**	**(5,782)**

The TASK Group financials have been extracted from the FY19 and FY20 audited financial statements while FY21 has been extracted from the unaudited FY21 TASK group management accounts. Pro forma adjustments have been made to the TASK accounts for financial items that do not reflect the underlying nature of the business being acquired. TASK financials are converted from AUD to NZD at an exchange rate of 0.95 (NZD:AUD). The audited Plexure FY19, FY20, and FY21 accounts have been used and have been adjusted for one-off items. The two sets of profit and loss accounts, although not aligned on year end date, have simply been added together. The accounting frameworks of TASK and Plexure are based on the locally adopted equivalents to the International Financial Reporting Standards (IFRS). Therefore, management does not expect any material differences in accounting policies between the two entities.

Going forward TASK will move to the Plexure year end of 31 March.

The pro forma Combined Group balance sheet for FY21 is shown below. Acquisition of TASK is on a cash-free, debt-free basis. Intangibles and goodwill have increased by approximately NZ$115.2m to reflect the acquisition of TASK and cash has reduced to reflect the difference between the cash consideration (A$30m) associated with the Proposed Transaction, and the assumed Capital Raising of A$20m. Further adjustments have been made for transaction costs (approximately NZ$1.4m) which will be expensed and capital raise costs (NZ$1.1m) which will be recorded directly in equity.

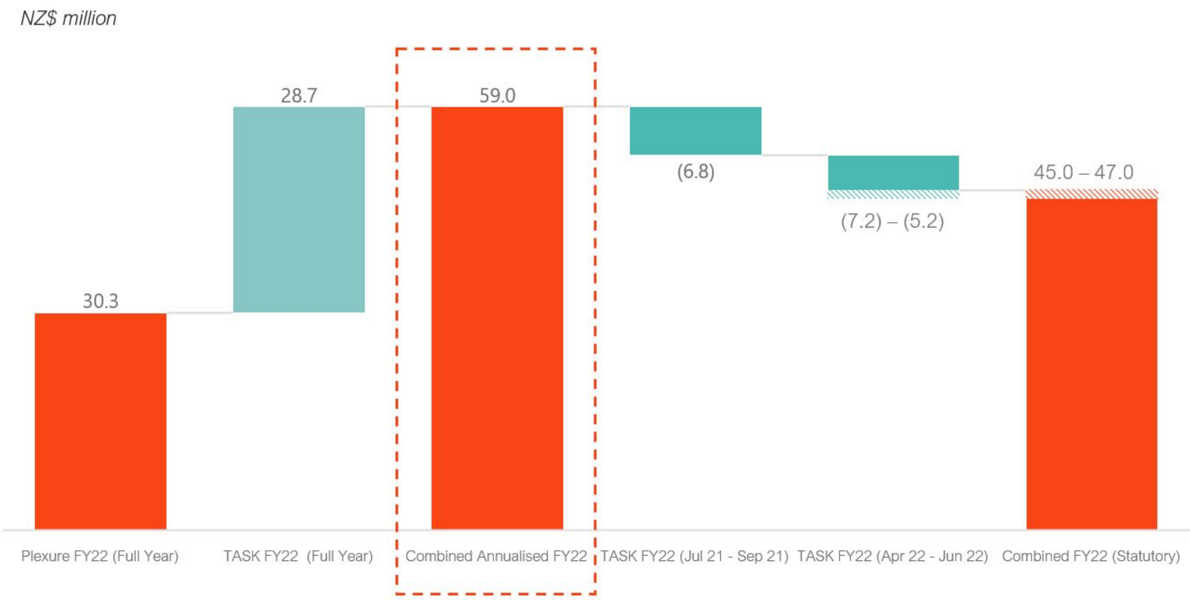
Pro forma Combined Group balance sheet FY21 NZ$'000	Plexure 31 Mar 21	TASK 30 Jun 21	Adj. for acquisition	Adj. for capital raise	Pro forma combined
Cash	42.353	-	(33,021)	19,895	29,227
Trade & other receivables	3,744	1,371			5,115
Fixed assets	2,080	594			2,674
Intangibles and goodwill	5,282	-	115,235		120,517
Other assets	-	2,566			2,566
Total assets	**53,459**	**4,531**	**82,214**	**19,895**	**160,099**
Deferred revenue	5,056	1,817			6,873
Trade & other payables	4,047	1,442			5,489
Other liabilities	1,931	2,296			4,227
Total liabilities	**11,034**	**5,555**	**-**		**16,589**
Net Assets	**42,425**	**(1,024)**	**82,214**	**19,895**	**143,510**
Total Equity	**42,425**	**(1,024)**	**82,214**	**19,895**	**143,510**

The audited Plexure FY21 balance sheet has been used. The TASK balance sheet has been extracted from the unaudited FY21 management accounts and adjusted for the impact of the agreed completion mechanism. TASK financials are converted from AUD to NZD at an exchange rate of 0.95 (NZD:AUD).

Plexure expects the combined cash balance post acquisition (assumed 1 October 2021) to be approximately NZ$19.3 million reflecting: (a) cash utilised in the period 1 April 2021 to 30 September 2021; (b) the cash consideration for TASK; and (c) transaction/capital raise costs.

7. Revenue guidance

The Combined Group is expected to deliver revenue of NZ$45 million to $47 million in FY22, with TASK contributing revenue to the Combined Group for an assumed six months of FY22.



The combination brings together two companies operating on different financial year cycles. Plexure has a financial year end of 31 March 2021 and TASK has a financial year end of 30 June 2021. To correctly reflect the forward value attained by Plexure through the acquisition of TASK the combined FY22 revenue has been presented on an annualised basis.

Plexure is forecast to deliver NZ$30.3 million of total revenue in FY22. TASK's full FY22 revenue is forecast at NZ$28.7 million. TASK financials are converted from AUD to NZD at an exchange rate of 0.95 (NZD:AUD). TASK will be a part of the combined group for only 6 months of FY22, assuming a completion date for the Proposed Transaction of 1 October 2021.

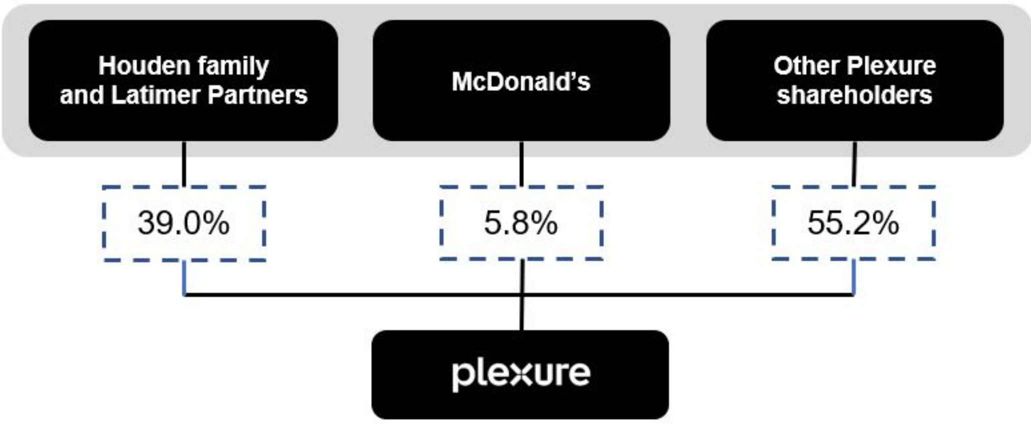
On an annualised basis the Combined Group forecasts FY22 revenue of NZ$59.0 million.

Combined Group revenue guidance of NZ$45.0 million to NZ$47.0 million is based on statutory 6 months of TASK revenue which will be in Plexure's FY22 Financial Statements.

8. Ownership structure of Plexure

Ownership of Plexure immediately after Completion

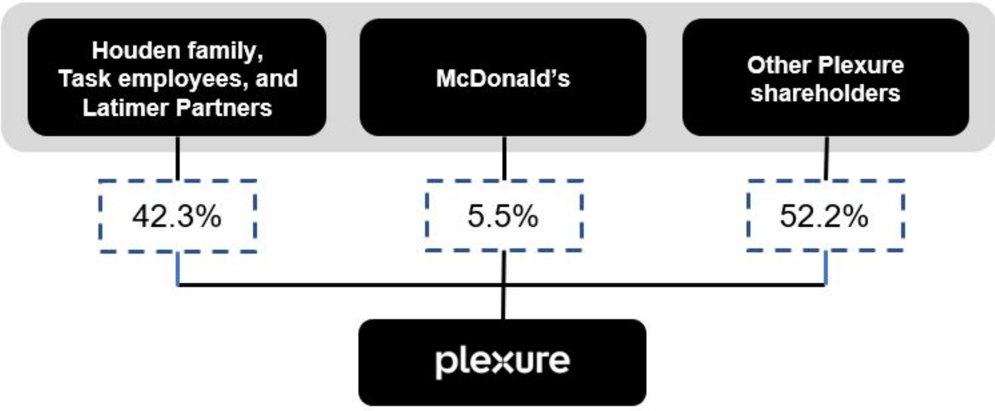
Immediately after Completion, assuming the Capital Raising of A$20m is successfully completed with McDonald's taking up 9.9% of the raise, the Houden family and Latimer Partners will hold about a 39.0% shareholding in Plexure, McDonald's will hold about a 5.8% shareholding in Plexure, and other Shareholders will hold about 55.2% of the Shares.



However, if the Proposed Transaction is completed without the Capital Raising, then immediately after Completion the Houden family and Latimer Partners will hold about a 44.0% shareholding in Plexure, McDonald's will hold about a 5.3% shareholding in Plexure, and other Shareholders will hold about 50.7% of the Shares.

Ownership of Plexure three years after completion

Assuming the Capital Raising of A$20m is successfully conducted with McDonald's taking up 9.9% of the raise, there are no other issues or cancellations of Shares and all Deferred Share Rights under the TASK LTI Scheme are vested and exercised three years after completion, with Shares then issued to relevant TASK employees/contractors, then between them the Houden family, TASK employees, and Latimer Partners together will hold a 42.3% shareholding in Plexure, McDonald's will hold about a 5.5% shareholding in Plexure, and other Shareholders will hold about 52.2% of the Shares.



However, if the Proposed Transaction is completed without the Capital Raising, then three years after Completion assuming there are no other issues or cancellations of Shares and all Deferred Share Rights under the TASK LTI Scheme shares are vested and exercised, then between them the Houden family, TASK employees/contractors, and Latimer Partners would hold about a 47.4% shareholding in Plexure, McDonald's will hold about a 5.0% shareholding in Plexure, and other Plexure shareholders will hold about 47.6% of the shares in Plexure.

9. Board

Upon Completion, current TASK adviser Bill Crichton and TASK CEO Daniel Houden will join the Plexure Board as non-independent Directors.

Bill Crichton
Non-Executive Director

Daniel Houden
Executive Director

Bill is a globally minded and highly experienced strategic adviser and investor with over 20 years' experience in Asia as the regional President and CEO of leading international brands Sanyo (Asia) and Lixil Corporation (Asia, India, Oceania). Bill is currently the chair of Australian advisory board company Coraggio, a partner in Asian food importer Lam Brothers Pty Ltd, and a director and shareholder of Shootsta Pte Ltd (a global player in the SaaS video market based in Singapore).

The current Directors of the Plexure Board are Phil Norman, Sharon Hunter, Brian Russell, Robert Bell and Jack Matthews.

Phil Norman
Chairman

Phil is a specialist in business services for high growth companies. He was the founding Chairman of Xero, one of NZ's most successful technology companies of recent times.

Sharon Hunter
Non-Executive Director

Sharon is an experienced company director and entrepreneur, chair of Cranleigh New Zealand, and independent director of The Skin Institute Group.

Brian Russell
Non-Executive Director

Brian has 27 years of experience in artificial intelligence and machine learning, global technology commercialisation, venture financing and innovation.

Robert Bell
Non-Executive Director

Robert has broad experience in finance, operations, and sales across numerous sectors. Most recently he was a Director of HRV, before facilitating the sale of the business in 2017.

Jack Matthews
Non-Executive Director

Jack has broad governance and senior management experience across the technology and media sectors. Jack is a Non-Executive Director at Chorus.

Subject to Brian Russell being re-elected at the Annual Meeting, all the current Directors will remain Directors upon completion of the Proposed Transaction.

10. Management

On Completion the Plexure and TASK businesses will initially continue with separate management teams. The Plexure business executives will be:

Daniel Houden
Chief Executive Officer

Daniel will fill the currently vacant Chief Executive Officer role, after the resignation of Craig Herbison on 4 August 2021.

André Gaylard
Chief Financial Officer

Andre is a highly respected leader with a wealth of strategic, senior financial and commercial experience, including a decade as CFO of listed companies. Extensive local and international experience in Financial Services, FMCG / Retail, Oil & Gas and Energy sectors. He is accomplished in strategy development and execution, M&A and commercial negotiations, together with excelling at the traditional CFO stewardship role.

Russ Bennett
Chief Technology Officer

Russ has over 20 years of experience in the technology, payments and fintech space. He spent 17 years with Fraedom, most recently as CEO and prior to that CTO and Head of Global Consulting. He holds a BTech (Information Technology) from the University of Auckland.

Kathryn Byrne
Chief Strategy Officer

Kathryn is a strategic leader with a successful record of helping businesses across Europe, Australia and Asia Pacific to grow and adapt to ever-changing market conditions. She holds an MA from Cambridge and MBA from London Business School.

Richard Fraser
Chief Product Officer

Richard brings over 20 years' international commercial experience from the telco, content, digital media and consumer technology sectors across UK, Europe, US, South America, Middle East, Africa and Asia.

Russ Harwood
Customer Success Director

Russell has an extensive background in customer engagement, data monetization and commercial strategy. He spent 18 years with Vodafone in various marketing/strategy roles in Germany, Turkey, and New Zealand. Russell is ACA qualified (UK).

Paula Williams
People & Culture Director

Paula is a senior HR professional with a passion for technology, the future of work, talent management, lifting performance and engagement, and building strong leaders. She has worked across several industries – banking, insurance, aviation, law, and holds a masters in technological futures (Tech Futures Lab).

In addition to these executives, Plexure will be supplemented by TASK's long serving and experienced Senior Leadership Team.

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