

Template

Corporate Action Notice

(Other than for a Distribution)

Updated January 2024

[NOTE: This form must be used by an Issuer to notify the market of a corporate action other than a distribution (for example: a Rights issue, Accelerated Offer, bonus issue, Placement or Share Purchase Plan).

There are different times when this form must be released via the Market Announcement Platform (MAP) depending on the type of action.

This form must be submitted to NZX for release through MAP:

- *in compliance with Listing Rule 4.17.6 or 4.17.7 for a Rights issue or Accelerated Offer;*
- *in compliance with Listing Rule 4.17.8 for a Share Purchase Plan; and*
- *in compliance with Listing Rule 4.17.9 for a Placement*
- *in compliance with Listing Rules 3.14.1, at least 5 Business Days prior to the Record Date for other types of corporate action.]*

Section 1: Issuer information (mandatory)				
Name of issuer	Trade Window Holdings Limited			
Class of Financial Product	Ordinary shares			
NZX ticker code	TWL			
ISIN (If unknown, check on NZX website)	NZTWLE0004S0			
Name of Registry	Computershare Investor Services Limited			
Type of corporate action (Please mark with an X in the relevant box/es)	Share Purchase Plan/retail offer		Renounceable Rights issue or Accelerated Offer	
	Capital reconstruction		Non-Renounceable Rights issue or Accelerated Offer	
	Call		Bonus issue	
	Placement	X		
Record date	19/06/2025			
Ex Date (one business day before the Record Date)	18/06/2025			
Currency	NZD			
External approvals required before offer can proceed on an unconditional basis?	No			
Details of approvals required	N/A			

Section 7: Placement

(delete full section if not applicable, or mark rows as N/A if not applicable)*

Number of Equity Securities to be issued	Up to 3,333,329 ordinary shares.
Issue price per Equity Security	NZ\$0.18
Maximum dollar amount of Equity Securities to be issued ¹	TWL intends to issue up to NZ\$600,000 of ordinary shares under the Placement, with the ability to accept oversubscriptions at TWL's absolute discretion and subject to shareholder approval in accordance with NZX Listing Rule 4.2.
Proposed issue date	30/6/2025
Existing holders eligible to participate ²	Yes
Related Parties eligible to participate ³	Yes
Basis upon which participation by existing Equity Security holders will be determined	Eligible wholesale and institutional investors invited by TWL and the Lead Manager.
Purpose(s) for which the Issuer is issuing the Equity Securities	<p>TWL has agreed that the funds received via the Placement will be applied as follows:</p> <ul style="list-style-type: none">• to improve TWL's working capital;• to allow TWL to invest and grow in the Australian market;• to support existing software solutions;• to accelerate the development of new software solutions; and• to pay expenses incurred with the mandate engaged with the Lead Manager pursuant to the Placement.
Reason for placement rather than a pro-rata rights issue or an offer under a Share Purchase Plan in which the Issuer's existing Equity Security holders would have been eligible to participate	TWL considers a placement to be in the best interests of TWL and its existing shareholders, as the placement will allow TWL to access a broader pool of potential investors giving greater certainty around the achievement of the targeted raising size and more favourable pricing for TWL.
Equity Securities to be issued subject to voluntary escrow	No

¹ Where the issue price per Equity Security is not fixed, and the number of Equity Securities to be issued is not known, the Issuer should instead indicate the maximum dollar amount of Equity Securities to be issued.

² Issuers should answer Y if existing shareholders are eligible to participate even if their participation is subject to satisfaction of eligibility criteria applying to the placement generally, such as the offer only being made to investors in certain jurisdictions or with a certain status, such as wholesale, sophisticated or professional investors only.

³ Issuers should answer Y if there are no restrictions on participation by Related Parties as a result of their status as Related Parties (i.e. restrictions on participation applying to the placement generally should be disregarded).

Number and class of Equity Securities to be issued that will be subject to voluntary escrow and the date from which they will cease to be escrowed	N/A
Section 8: Lead Manager and Underwriter (mandatory)	
Lead Manager(s) appointed	Yes
Name of Lead Manager(s)	Gerald Andrew McDouall (MSL Capital Markets Limited)
Fees, commission or other consideration payable to Lead Manager(s) for acting as lead manager(s)	<p>TWL has agreed to pay the Lead Manager the following fees in connection with its services provided in respect of the Placement:</p> <ul style="list-style-type: none"> • an engagement fee of NZ\$7,500 + GST (if applicable) (rebatable off the success fee); and • a success fee at the rate of 6% of the value of funds raised for subscription in ordinary shares to be issued by TWL. <p>The Lead Manager may also opt to take all or part of its fees as ordinary shares issued by TWL at the same pricing as those provided under the Placement.</p>
Underwritten	No
Name of Underwriter(s)	N/A
Extent of underwriting (i.e. amount or proportion of the offer that is underwritten)	N/A
Fees, commission or other consideration payable to Underwriter(s) for acting as underwriter(s)	N/A
Summary of significant events that could lead to the underwriting being terminated	N/A
Section 9: Authority for this announcement (mandatory)	
Name of person authorised to make this announcement	Andrew Balgarnie, Chief Strategy Officer
Contact person for this announcement	Andrew Balgarnie
Contact phone number	+64 27 559 4133
Contact email address	andrew@tradewindow.io
Date of release through MAP	23/06/2025

* Please do not delete individual rows. Full sections can be deleted if the section relates to a different type of corporate action

*** Please note that in NZX's systems, standard rounding indicates 0.5 and above round up, below 0.5 round down.
Please contact NZX if you are intending to treat fractions differently.*

