

**MEDIA RELEASE**

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**TradeWindow announces capital raising of up to NZ\$20m**

**Auckland, NZ – 17 January 2023** Trade Window Holdings Ltd (TradeWindow) today announced its intention to raise up to NZ\$20 million via a non-underwritten capital raising ("**Share Offer**") to drive growth, scale and profitability. The offer price is 45 cents per share, a 10% discount on yesterday's market close.

TradeWindow Chair Alasdair MacLeod said: "This capital raising is essential for TradeWindow's ongoing growth and success. The need for a capital raising has been signalled to the market in recent months and we have received indications of support from key existing shareholders.

"The proceeds will be used to build the global trade platform, and drive organic growth and a path to profitability.

"TradeWindow has demonstrated a strong track record of growth, operational efficiency and strategic progress. Despite significant addressable markets, there is a limited window for TradeWindow to scale and take advantage of the opportunities available. We continue to see strong customer demand for our solutions and based on current revenue projections and expenditure, and subject to achieving a successful capital raise, our intention is to achieve EBITDA breakeven by the end of FY25."

The Share Offer is open to both existing shareholders in TradeWindow and new investors, in each case who are resident in New Zealand, and to wholesale investors in Australia, the Territory of the Wallis and Futuna Islands, Hong Kong, Singapore and certain other jurisdictions, in each case in private share offers that are exempt from local prospectus or registration requirements.

TradeWindow is an early-stage growth company and has previously advised that further investment would be necessary to achieve its goals. In July, TradeWindow successfully raised NZ\$10 million from shareholders to drive organic growth in New Zealand and Australia, continue development of the global trade platform and accelerate global expansion opportunities, including the acquisition of Rfider. At TradeWindow's half-year results on 17 November, notable progress on each of these areas was outlined.

**Share Offer details**

The new shares issued pursuant to the Share Offer to rank equally with existing TradeWindow shares on issue. The Share Offer will be open for acceptance from 17 January 2023 to 17 February 2023. The Share Offer website will be available from approximately 2pm today (NZST).

Shareholder approval is being sought for the Share Offer, with a meeting of TradeWindow shareholders to be held virtually on 31 January 2023 to approve the Share Offer. Accompanying this announcement is a notice of special meeting of shareholders.

The directors of TradeWindow have unanimously recommended that shareholders vote in favour of the resolution to approve the Share Offer.

There is no minimum amount of proceeds sought under the Share Offer – TradeWindow reserves the discretion to accept subscriptions for less than the targeted amount.

To the extent that applications are received under the Share Offer in excess of the total amount to be raised, those applications will be subject to scaling at the discretion of TradeWindow.

### Shareholder meeting

Shareholder approval of the Share Offer is required because TradeWindow will potentially be issuing shares in excess of the 15% placement capacity available to it under the NZX Listing Rules.

A meeting of shareholders will be held virtually on 31 January 2023 to approve the Share Offer. If this approval is not received, the Share Offer will proceed but the maximum proceeds to be raised under the Share Offer will be limited to approximately **NZ\$6.8 million**. Failure to receive shareholder approval will also limit TradeWindow's ability to raise further capital without shareholder approval in the ensuing 12 months.

### Timetable

DATE	EVENT
17 January 2023	Share Offer opens
31 January 2023	TradeWindow Special Meeting
17 February 2023	Share Offer closes (last day for Applications)
20 February 2023	Announce results of Share Offer
Approximately 23 February 2023	Settlement and Allotment of New Shares under the Share Offer on the NZX Main Board
Approximately 27 February 2023	Share Offer confirmation despatched to participating Investors

The dates are subject to change and are indicative only. TradeWindow reserves the right to alter the key dates, subject to applicable laws and NZX Listing Rules.

### Further information

For further information in respect of the Share Offer, please refer to the presentation attached to this announcement.

TradeWindow will host an investor conference call this morning at 10am NZST to discuss the Offer. Please register using the link below:

<https://s1.c-conf.com/diamondpass/10028180-gdter5.html>

Please note that registered participants will receive their dial-in number upon registration.

Once registered you will receive a calendar invite with further instructions. Should you register during the conference call, you will be directed straight to the presentation.

ENDS

Released for and on behalf of TradeWindow by:

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**About TradeWindow:**

*Founded in December 2018, TradeWindow is an early-stage software company that provides digital solutions for exporters, importers, freight forwarders, and customs brokers to drive productivity, increase connectivity, and enhance visibility. TradeWindow's software solutions integrate to form a cohesive digital trade platform that enables customers to more efficiently run their back-end operations, share information and securely collaborate with a global supply chain made up of customers, ports, terminals, shipping lines, banks, insurance companies, and government authorities.*

[www.tradewindow.io](http://www.tradewindow.io)

**Important notice**

This announcement is not a product disclosure statement or offering document under New Zealand law or under any other law. It is for information purposes only and does not constitute an offer, invitation or recommendation to subscribe for, retain or purchase any securities in TradeWindow in any jurisdiction. This announcement does not constitute financial product advice or investment advice and does not and will not form part of any contract for the acquisition of TradeWindow securities.

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The information in this announcement is of general background and does not purport to be complete. It should be read in conjunction with TradeWindow's other market announcements lodged with NZX, which are available at [www.nzx.com](http://www.nzx.com) under ticker code TWL.

**Future performance:** This announcement and the other materials released with this announcement today (including the investor presentation ("**Investor Presentation**") may include forward-looking statements about TradeWindow and the environment in which TradeWindow operates, such as indications of, and guidance on, future earnings and financial positions and performance. **You are strongly cautioned not to place undue reliance on forward-looking statements, particularly in light of the significant volatility, uncertainty and disruption currently being experienced in global markets.** Forward-looking information is inherently uncertain and subject to contingencies, known and unknown risks and uncertainties and other factors outside of TradeWindow's control, and may involve significant elements of subject judgement and assumptions as to future events which may or may not be correct. Forward-looking statements may also assume the success of TradeWindow's business strategies. The success of any of these strategies is subject to uncertainties and contingencies beyond TradeWindow's control, and no assurance can be given that any of the strategies will be effective or that the anticipated benefits from the strategies will be realized in the period for which the forward looking statements may have been prepared or otherwise. Refer to the key risks section of the Investor Presentation for a non-exhaustive summary of certain key business, offer and general risk factors that may affect TradeWindow. No assurance can be given that actual outcomes or performance will not materially differ from the forward-looking statements. A number of important factors could cause TradeWindow's actual results or performance to differ materially from these statements, particularly as a result of the impacts of the current economic environment. The forward-looking statements are based on information available to TradeWindow as at the date of this announcement. Except as required by law or regulation (including the NZX Listing Rules), TradeWindow undertakes no obligation to provide any additional or updated information whether as a result of new information, future events or otherwise.