

MARKET RELEASE

31 March 2023

TradeWindow announces heads of agreement with nChain for \$11.1m strategic investment

- \$11.1m investment would include a combination of \$2.4 million cash, and product and services to the value of \$8.7 million.
- Complementary partnership would deliver TradeWindow additional expertise, intellectual property and access to new markets.
- nChain to become 19.99% holder in TradeWindow by way of ordinary shares and at an issue price of \$0.3952 per share.
- Agreement subject to shareholder approval.

TradeWindow Holdings Limited (NZX:TWL) today announced it has entered into a heads of agreement with nChain for a \$11.1 million investment into TradeWindow.

nChain is a world leader in Web3 and enterprise blockchain technology and the developer of the BSV Protocol.

The \$11.1m investment will see nChain provide TradeWindow with:

- A cash payment of \$2.4 million
- Software engineering resources from nChain's 200-strong global engineering team to the value of \$3.9 million
- Licensed technology and intellectual property to the value of \$4.8 million

The \$8.7 million in market-ready product and services will reduce ramp-up periods and mitigate execution risk for shareholders.

The deal would also see nChain become a distribution partner for TradeWindow on an exclusive basis for the United Kingdom and Scandinavia, leveraging nChain's expertise in B2B software sales and an extensive network spanning exports, shipping, banking, and government. nChain would join TradeWindow's existing sales agency network covering Southeast Asia and North America.

The partnership would also assist TradeWindow in gaining access to the United Kingdom, where digital trade is experiencing increased momentum.

Under the heads of agreement, nChain would have the right to be represented by one additional director to the board of TradeWindow.

TradeWindow CEO AJ Smith said: "This compelling partnership would provide TradeWindow with what it needs - additional funding, access to additional expert developers and already built product. The partnership would be complementary – building on TradeWindow's existing strengths and significantly increasing what we would be able to deliver to our customers."

"Through the partnership outlined in the heads of agreement, TradeWindow would access various components of cutting-edge technology, under numerous nChain patents that could immediately be utilised into our platform. Further, the availability of resources to TradeWindow would reduce the need for TradeWindow to build this technology thereby reducing cost and time to market."

"The heads of agreement envisages a long-term partnership that brings both the funding and additional high-quality capability needed to accelerate TradeWindow's global ambitions. Through new pools of resources, and leading web3 technology and speed, TradeWindow will be in an even stronger position to compete globally."

“We have been observing the UK market and the timing is right with the backdrop of new free trade agreements and legislation change enabling the adoption of digital trade. Having a partner of nChain’s calibre would provide us with the confidence we can become a major player in this part of the world.”

nChain Group CEO, Christen-Ager Hanssen, said: “nChain is focused on powering software solutions that have maximum social impact. TradeWindow is joining us on our journey to a Web3 powered economy. They recognise the potential of our technology and are moving from Hyperledger to BSV.”

This announcement has no impact on the cost reduction programme announced on 15 March 2023.

In addition, TradeWindow remains in discussions with other strategic investors and continues to explore alternative funding sources.

Details of shareholder approval

The heads of agreement is subject to agreeing long-form documentation setting out full details for the strategic partnership, and approval of those final terms by TradeWindow shareholders. TradeWindow will release to the market further detail once the long-form agreement is finalised, including the process and timing for a shareholder meeting.

TradeWindow shareholders should note that there is no certainty that a binding long-form agreement will be reached, or the terms of that long-form agreement.

Released for and on behalf of TradeWindow by:

Deidre Campbell
Chief Financial Officer

ENDS

About TradeWindow:

Founded in December 2018, TradeWindow is an NZX-listed 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

About nChain

nChain is a leading provider of global blockchain technology, IP licensing and consulting services. We serve clients globally to power several industries, including gaming, supply chain, and finance. nChain offers Web3 solutions in the digital payment space, along with professional services that assist enterprises of all types to benefit from blockchain technology. nChain currently has almost 2,800 registered active and pending patents and is the developer behind the Bitcoin SV Node software, Teranode, Kensei and more.

www.nchain.com

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