



# Capital Raising – Investor Presentation

March 2024

COMMERCIAL IN CONFIDENCE

This presentation contains confidential and proprietary information and is intended solely for the internal use of the recipient to whom this presentation is addressed. It may not be reproduced, distributed or published in whole or in part, nor may its contents be disclosed to any other person or entity, without the prior written consent of the TradeWindow.

# Disclaimer and important notice

The following notice and disclaimer applies to this investor presentation and you must read this carefully before reading or making any other use of this presentation or any information contained in this presentation. By accepting this presentation you represent and warrant that you are entitled to receive this presentation in accordance with the restrictions, and agree to be bound by the limitations, contained within it.

All information is current at the date of this presentation, unless stated otherwise. All currency amounts are in NZ dollars unless stated otherwise.

**Information:** This presentation contains summary information about TradeWindow and its activities. The information in this presentation is of a general nature and does not purport to be complete, nor does it contain all the information which a prospective investor may require in evaluating a possible investment in TradeWindow or that would be required in a product disclosure statement for the purposes of the Financial Markets Conduct Act 2013. This presentation should be read in conjunction with TradeWindow's other periodic and continuous disclosure announcements, which are available at [www.nzx.com](http://www.nzx.com).

**Not financial product advice:** This presentation is for information purposes only and is not financial or investment advice or a recommendation to acquire TradeWindow securities, and has been prepared without taking into account the objectives, financial situation or needs of individuals. Before making an investment decision, prospective investors should consider the appropriateness of the information having regard to their own objectives, financial situation and needs and consult a broker, or solicitor, accountant and/or other professional adviser.

**Past performance:** Any information given in this presentation regarding TradeWindow's historical performance (whether financial or otherwise) is given for illustrative purposes only and should not be relied upon as (and is not) an indication of future performance. No representations or warranties are made as to the accuracy or completeness of such information.

**Future performance:** The information contained in this 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 realised in the period for which the forward looking statements may have been prepared or otherwise. Refer to the key risks described in the appendix to this 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. The forward-looking statements are based on information available to TradeWindow as at the date of this presentation. 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.

# Disclaimer and important notice (continued)

**Non-GAAP financial information:** Certain financial measures included in this presentation are non-GAAP financial information. Non-GAAP financial information does not have a standardised meaning prescribed by GAAP and therefore may not be comparable to similar financial information presented by other entities. The non-GAAP financial information included in this release has not been subject to review by auditors. Non-GAAP measures are used by management to monitor the business and are useful to provide investors to assess business performance.

**Distribution of presentation:** This presentation must not be distributed in any jurisdiction to the extent that its distribution in that jurisdiction is restricted or prohibited by law or would constitute a breach by TradeWindow of any law. The distribution of this presentation in other jurisdictions outside New Zealand may be restricted by law, and persons into whose possession this presentation comes should observe any such restrictions. Any failure to comply with such restrictions may violate applicable securities laws. See the “International offer restrictions” section of this presentation. None of TradeWindow, any person named in this presentation or any of their affiliates accept or shall have any liability to any person in relation to the distribution or possession of this presentation from or in any jurisdiction.

**Not for distribution or release in the United States:** This presentation may not be distributed or released in the United States. This presentation does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States or any other jurisdiction in which such an offer would be illegal. The New Shares have not been and will not be registered under the U.S. Securities Act of 1933 (the U.S. Securities Act) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold, directly or indirectly, in the United States or to persons that are acting for the account or benefit of persons in the United States, unless they have been registered under the U.S. Securities Act, or are offered and sold in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and any other applicable state securities laws.

**Disclaimer:** To the maximum extent permitted by law, none of Trade Window Holdings Limited or any of its subsidiaries, related companies, shareholders, directors, officers or employees, or any other person, makes any representation or warranty, or provides any undertaking, in relation to any information contained in this presentation and they shall have no liability (including for negligence) for: any errors or omissions in the information or failure to correct or update the information, or any other written or oral communications provided in relation to the information or any claim, loss or damage (whether foreseeable or not) arising from the use of any of the information or otherwise arising in connection with the information. The information in this presentation remains subject to change without notice. TradeWindow reserves the right to withdraw the Share Offer or vary the timetable for the Share Offer without notice.

# Contents

Overview	5
The opportunity and our advantage	9
Growth strategy	17
Share offer	22
Risk factors	26
Offer restrictions	32
Appendix	35



# TradeWindow: strong foundations, global progress

## The opportunity

### Market opportunity

- ~\$32B<sup>1</sup> TAM for supply chain management software globally - estimated to grow at a CAGR of 14.3% p.a.
- Governments driving digital transformation: UK FTAs (AU, NZ, CPTPP), Electronic Trade Documents Act

### Opportunity for TradeWindow

- Capture market share in Australasia
- One of few organisations accredited to issue Certificates of Origin in A/NZ
- Cross sales opportunity into the existing customer base
- Sustainable offshore development of the global trade platform

## Our offering

### Products & technology

- Six revenue generating products across two market segments
- Advanced in bringing current solutions into Cube, the foundation of the global trade platform
- Competitive landscape is fragmented with few dominant incumbents
- Secure sector neutral platform next generation technology

### Customers

- Diversified customer base of 476<sup>2</sup> Shippers (aka. Exporters and Importers) and Freight Forwarders
- Long term relationships with leading brands across dairy, meat, seafood, horticulture, timber, seed and grain, FCMG, manufacturing and logistics
- Large whitespace opportunity to replace spreadsheets, email and paper-based systems

## Our expertise

### Employees

- Team of 48<sup>3</sup> subject matter experts across Australia, New Zealand, and the Philippines
- Innovation and development division of 16
- Deep domain knowledge in supply chain, technology, finance and professional services

### Partners

- Channel partners: Intercommerce (PH); Export Council of Australia (AU); Employers and Manufacturers Association (NZ); Cosmetics New Zealand; International Forwarders and Customs Brokers Association of Australia
- Integration partners: INTTRA; CargoSmart; CMA CGM; ASB Bank; PAA

## Our fundamentals

### Operating metrics

- ARR growth of 39%<sup>4</sup> year-on-year
- 94% Customer Retention Rate<sup>5</sup>
- 94% Recurring Revenue<sup>5</sup>
- No single customer contributes more than 5% of revenue

### Financials

- Narrowing guidance for financial year ending 31 March 2024: Revenue of \$6.1M to \$6.2M
- Guidance for financial year ending 31 March 2025: Revenue of \$7.3M to \$8.3M
- Trailing revenue CAGR of 140%<sup>6</sup>
- Projected monthly EBITDA break-even expected March 2025<sup>7</sup>

1. Source: Gartner, Software Market Insights: Logistics and Supply Chain Management, 2022  
2. Customers at 31 December 2023, see the definition of a Customer on Slide #36 – Glossary  
3. Full-Time- Equivalent staff at 29 February 2024

4. As at 31 December 2023 compared to 31 December 2022  
5. Nine months ended 31 December 2023  
6. CAGR period FY20 to FY23  
7. Forward looking financial information should be read in conjunction with key assumptions on Slide #21

# Pathway to profitability

- Proceeds used to drive **revenue growth in Australia** and strengthen financial position
- Forecast growth supports monthly **EBITDA break-even in March 2025<sup>1</sup>**
- Predictable recurring revenues from over **476<sup>2</sup> customers** including some of the world's most prolific agriculture exporters and freight forwarders
- Over **300 freight forwarder customers** in Australia
- Strong market position with **more than 50%** of New Zealand's primary industry exporters using TradeWindow software
- Adjacent market opportunity for financial product partnerships to service over **\$60 billion** in international trade
- Focus on increasing revenue in winning products to fund a **self-sustainable innovation and development programme**
- Offshore innovation and development division to **reduce cost, access talent, and boost productivity**

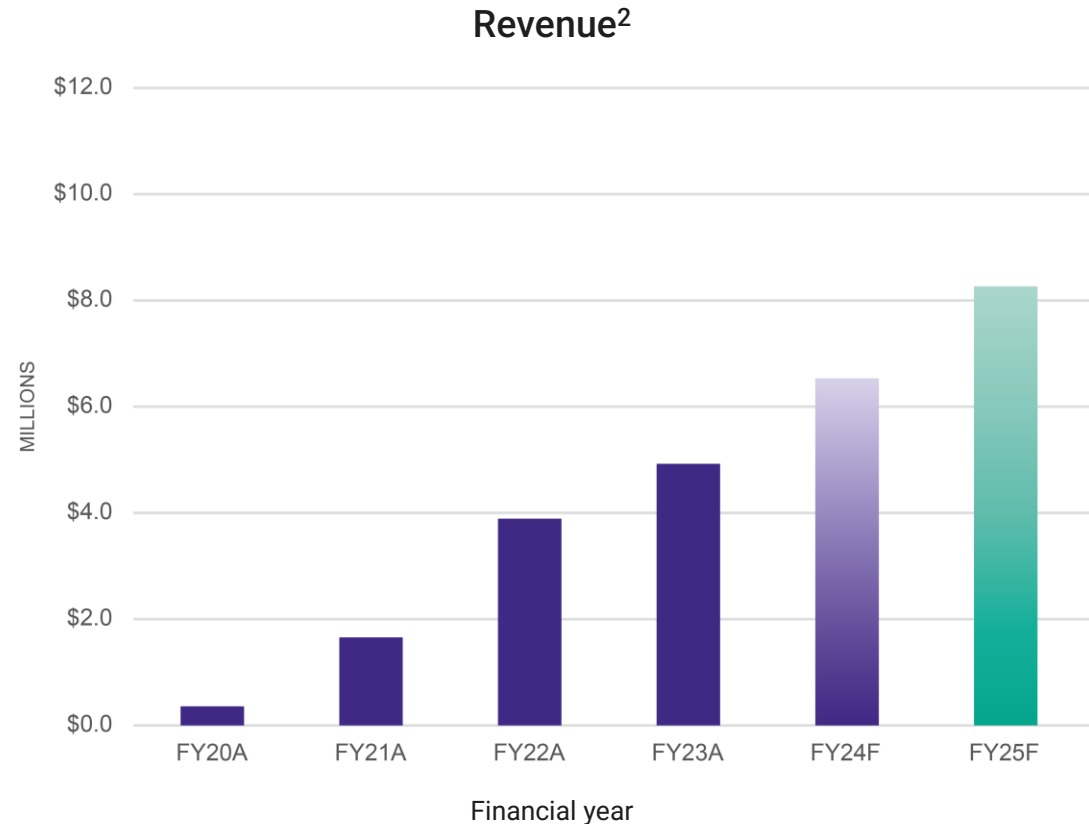
1. Forward looking financial information should be read in conjunction with key assumptions on Slide#21  
2. Customers as at 31 December 2023



# Growing from solid foundations

- Narrowing revenue guidance in the range of \$6.1m to \$6.2m for financial year ending 31 March 2024
- Delivered a CAGR of 140%<sup>1</sup> since the start of commercialisation in January 2020
- Forecasting continued revenue growth in the range of 20% to 34% year-on-year for FY25 (1 April 2024 to 31 March 2025)
- Trading revenue guidance of \$7.3m to \$8.3m for FY25
- Forecast revenue growth underpinned by cross-selling to existing customers and winning new customers in Australia

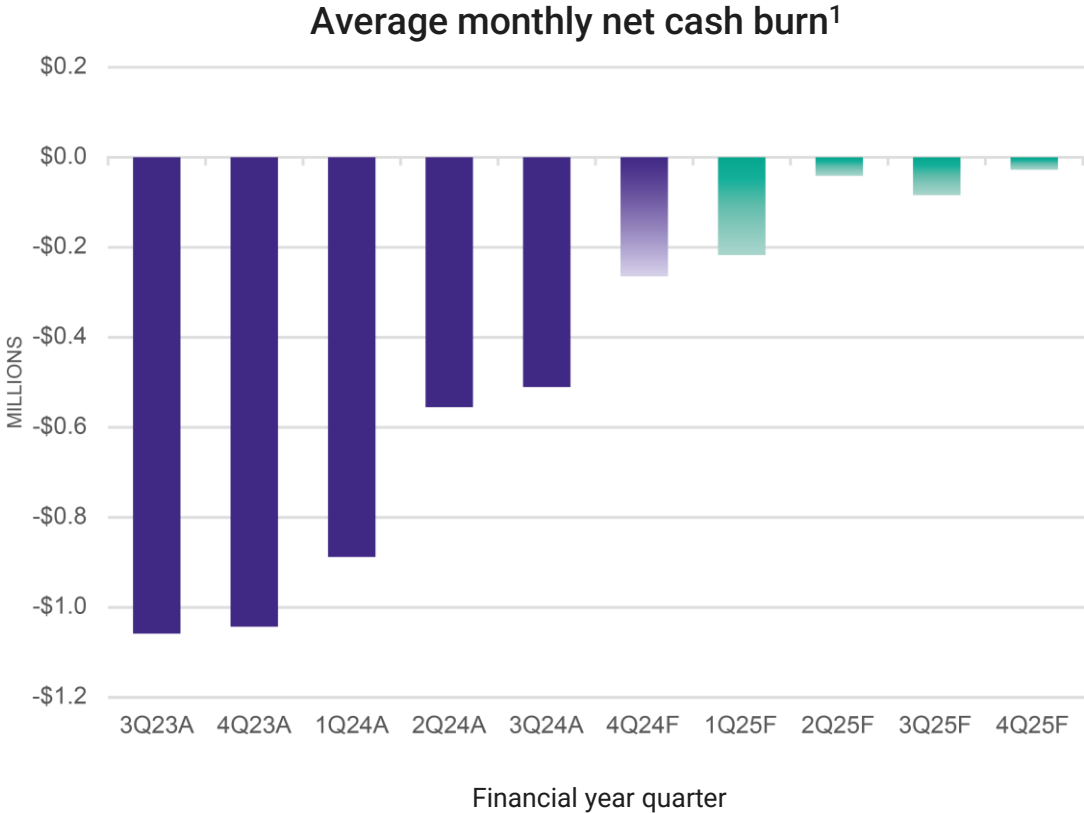
1. CAGR period FY20 to FY23  
2. Forward-looking financial information should be read in conjunction with key assumptions on Slide#21



# TradeWindow 2.0

Pathway to profitability and continued revenue growth

- Monthly EBITDA breakeven expected March 2025
- Positive monthly cash flow expected approximately six months later
- Rationalised cost base includes reduced headcount, hybrid working, and offshore innovation and development
- Supported via ASB Bank removal of 2x facility limit cash covenant and extended amortisation relief to March 2025



1. Forward-looking financial information should be read in conjunction with key assumptions on Slide#21



# The opportunity and our advantage

# The trade problem

Global trade is constrained by siloed systems which rely on manual paper-based processes to orchestrate the exchange of data

“*A single transaction often requires the interaction of more than **20 entities**, and involves between **10 and 20 paper documents** and **5,000 data field exchanges.***”

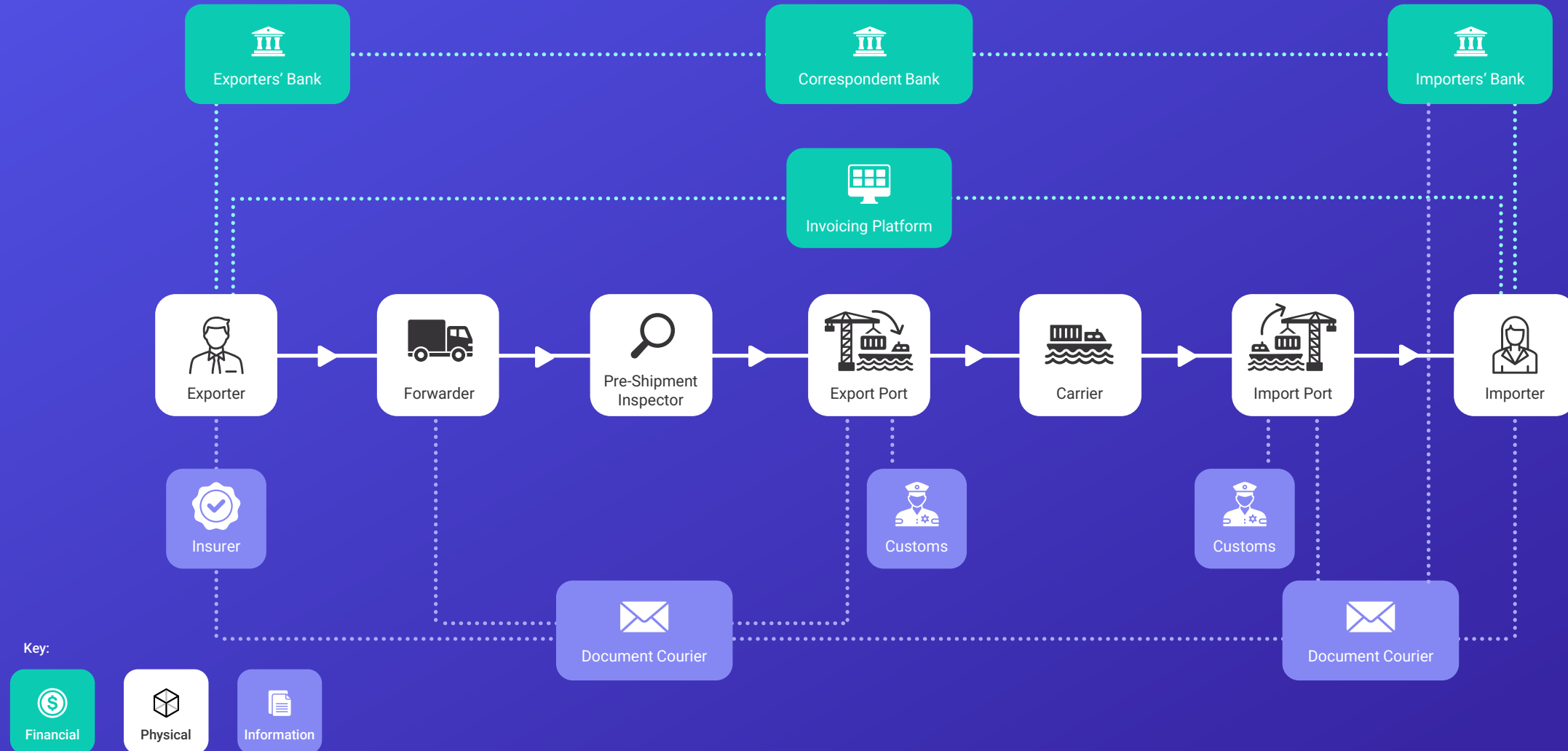
Boston Consulting Group<sup>1</sup>

- **Cost** – human intervention at each stage of the supply chain adds cost
- **Risk** – high volumes of commercially sensitive data is being exchanged over email and physical documents leaving businesses exposed to theft or fraud
- **Inconvenience** – data entry and associated errors can lead to shipment delays
- **Opaque** – lack of transparency hinders the ability to build trust between parties

1. Source: <https://www.bcg.com/en-gb/digital-ecosystems-in-trade-finance-seeing-beyond-the-technology>

# Current global trade system

Movement of goods and financial flows requires the timely movement of accurate information across the supply chain



# Our solution

Cube, TradeWindow's global trade platform can help customers drive productivity, increase connectivity, and enhance visibility across their supply chain



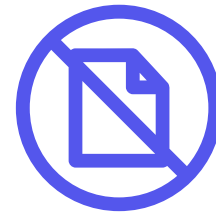
## Neutral

Interoperability with best-of-breed solutions used across the supply chain through a single, user-friendly interface



## Connected

Data encryption ensures integrity, ownership, and verified origin of data and documents across global supply chains



## Digital

A more transparent, efficient, predictable and secure exchange of trusted information



## Transparent

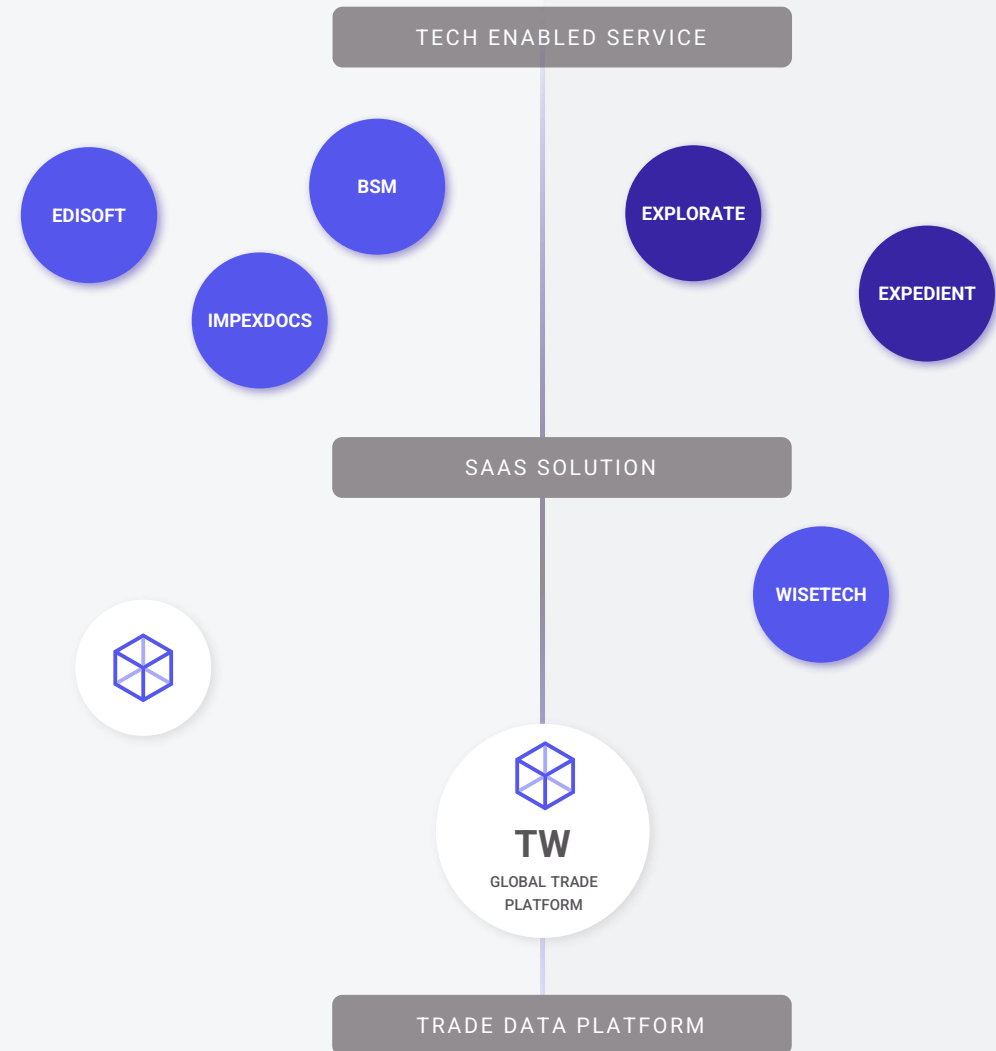
End-to-end visibility of transaction records allows trusted collaboration between trade partners

# Competitive landscape is fragmented

End-to-end digital trade facilitation presents a whitespace opportunity with few dominant incumbents. TradeWindow is a sector neutral player with a roadmap to deliver a global trade platform integrated with an ecosystem of commercial, logistics, finance and government software platforms.

- ✓ Trusted data capture at source from systems of record
- ✓ Connected trade compliance
- ✓ Network effects through third party integrations
- ✓ Encrypted data sharing and storage
- ✓ Secure internal and external collaboration
- ✓ Data analytics and insights<sup>1</sup>

1. Future release on product roadmap



# 476 organisations use our technology

Some of the Australasia’s most prolific shippers and freight forwarders rely on our solutions to run business critical operations

## Dairy



## Meat



## Seafood



## Horticulture



## Logistics & other

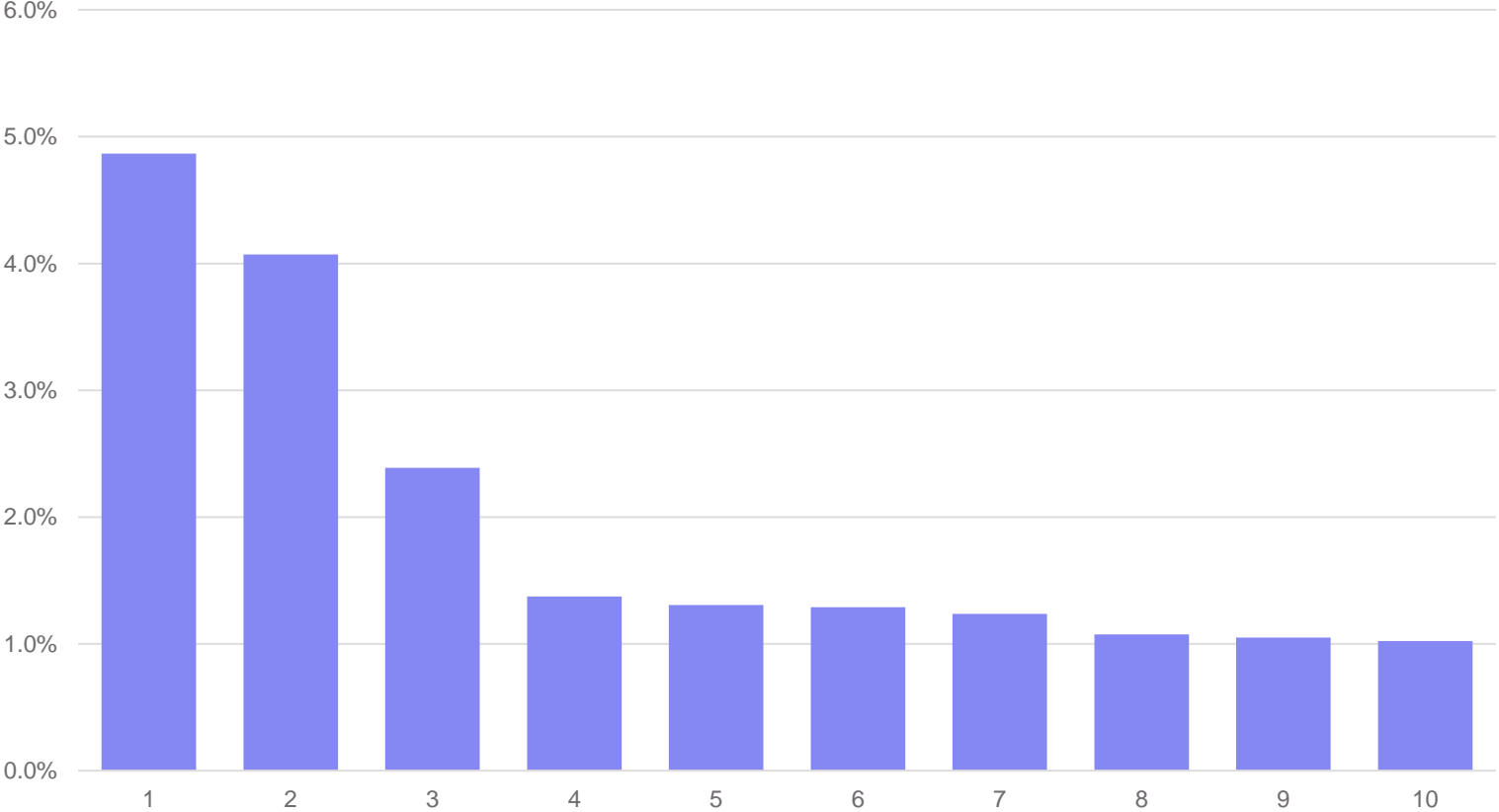


Note, logos don't necessarily correspond to top customers.

# Diversified customer base

We have low customer concentration risk with no single customer contributing more than 5%<sup>1</sup>

**Top 10 Customers % of trading revenue**



1. Based on actual unaudited trading revenue for 10 months to 31 January 2024

# Revenue composition

Trading revenues highly predictable with 94% recurring

## Transactional revenue

- TradeWindow generates transactional revenue each time a customer either creates or shares a set of trade documents

## Subscription revenue

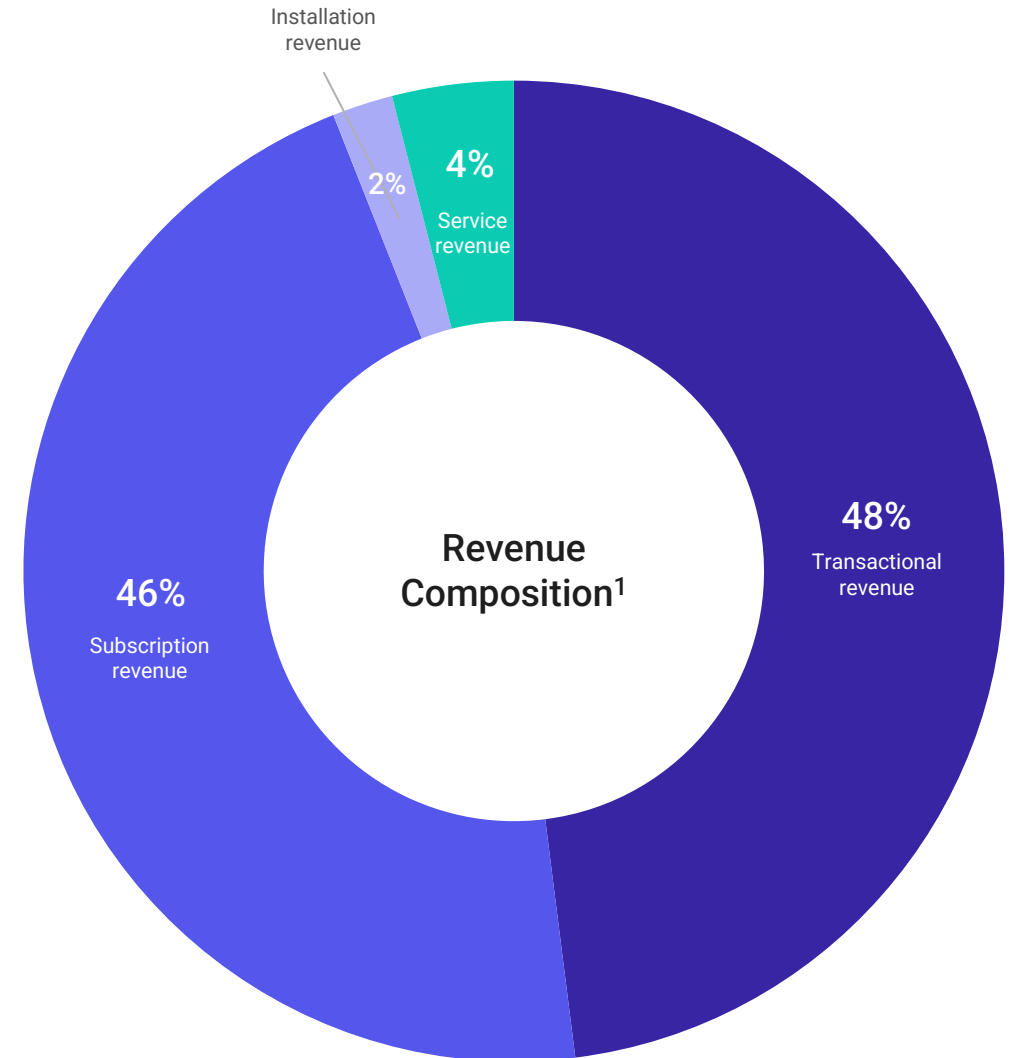
- Customers pay monthly, quarterly, or annual subscription fees to access solutions
- The amount of fee varies depending on the number of solutions subscribed for and the number of users

## Installation revenue

- TradeWindow earns one-off set up fees that vary depending on the level of service and complexity of installation

## Service revenue

- TradeWindow charges for ad-hoc customisation and enhancement requests



1. Based on actual unaudited trading revenue 10 months to 31 January 2024



# Growth strategy

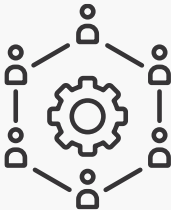
# Multiple growth levers

Capital efficient growth focused on acquiring market positions that can help sustain building a competitive advantage in innovation



## INNOVATION

of the Global Trade Platform



## GREATER USAGE

by existing customers



## NEW CUSTOMERS

on the platform

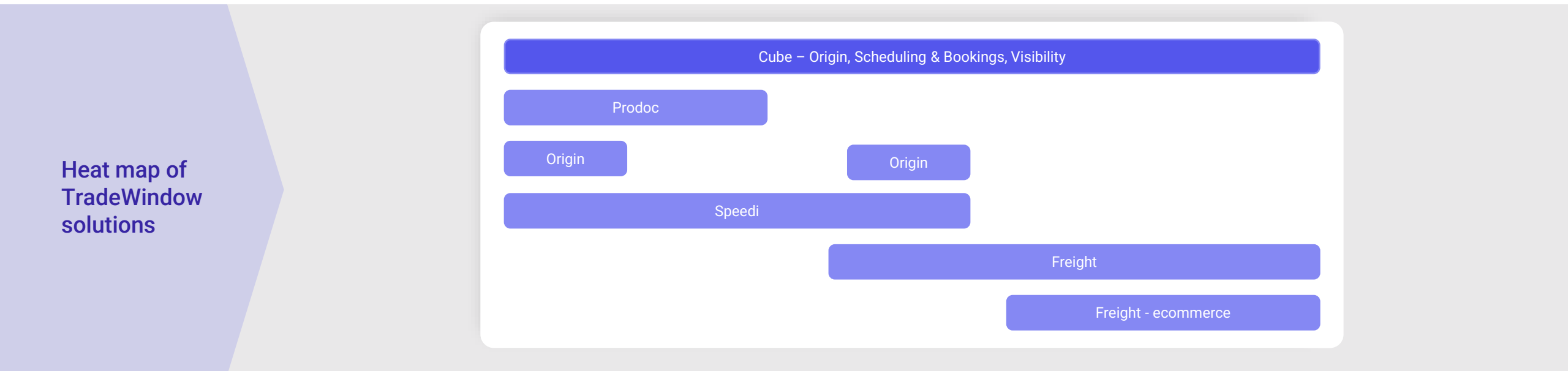
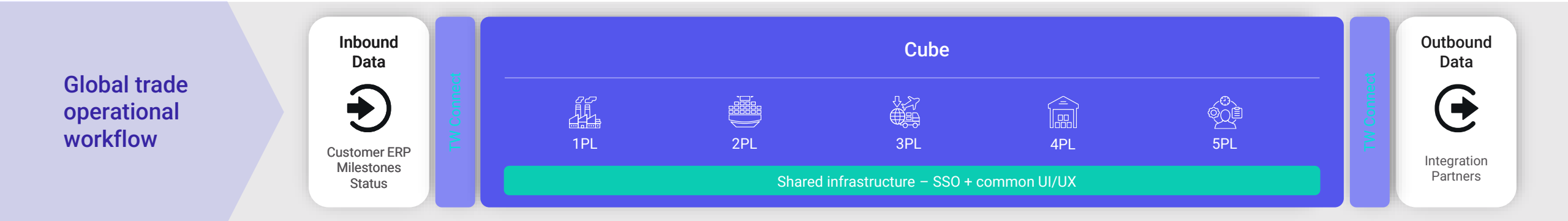


## ACQUISITION

to accelerate and de-risk growth

# Innovation and development programme

Consolidating incumbent solutions into Cube, an integrated global trade platform

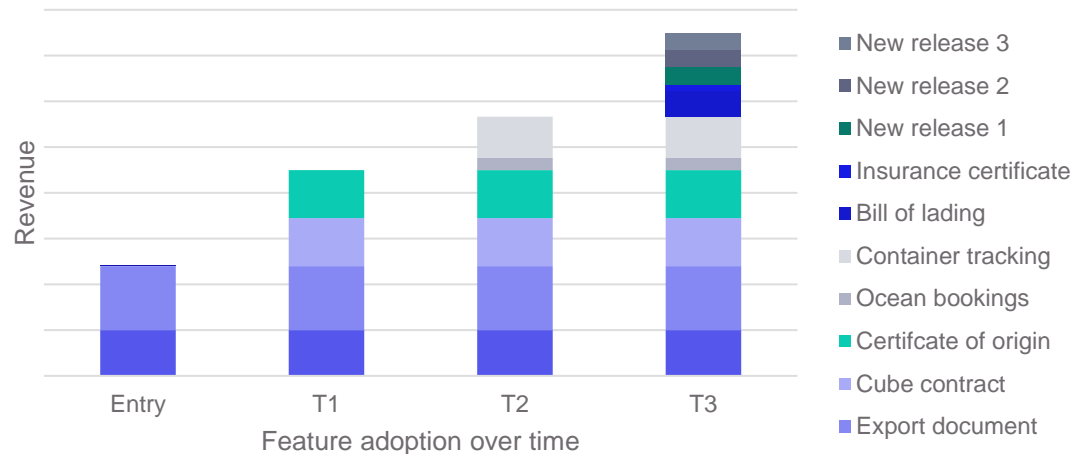


# Greater usage

Cube provides customers with easy access to a growing list of functionality on-demand

Cube's global trade platform capabilities currently include:

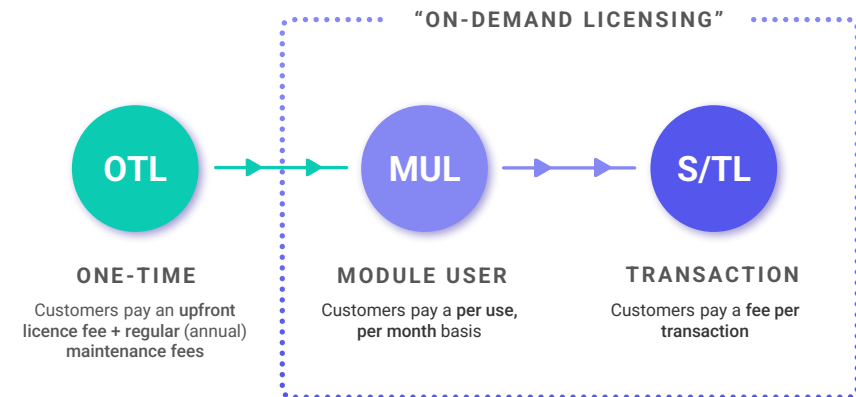
- Ocean carrier bookings
- Customs clearance
- E-commerce
- Supply chain event tracking and visibility
- Certificates of Origin
- Encrypted data storage
- Secure permissioned collaboration (both with internal and external parties)



Illustrative only to show revenue growth as a customer adopts Cube features overtime. It does not represent any one customer.

## Key benefits of an on-demand revenue model

- ✓ Enables customers to expand usage on an as-needed basis
- ✓ Allows customers to explore new functionality, become more familiar with the product, and over time add more users and grow usage
- ✓ Drives in-products sales as Cube becomes customers' default search for new functionality



# Projected financials – key assumptions

Forward-looking financial information is inherently subject to uncertainty and judgement.

Key assumptions which may have a material risk to our projections include:



## SPECIFIC

- The rate and timing of new customer traction
- Successful retention of people with the required skills cost effectively
- No research and development costs have been capitalised to the balance sheet
- Forward-looking information presented in this document assumes the Share Offer raises at least the \$1 million offer amount



## GENERAL

- No material change in the current economic conditions locally and globally
- No changes in accounting standards or other mandatory professional reporting requirements

# Share offer

# Use of proceeds

Sources	
Private placement	\$2.0m
Share Purchase Plan	\$0.2m
<b>Total</b>	<b>\$2.2m</b>

Uses	
Cash on balance sheet*	\$2.0m
Transaction costs	\$0.2m
<b>Total</b>	<b>\$2.2m</b>

\*In addition to the Share Offer, TradeWindow may explore potential debt funding options to further enable it to capitalise on future growth opportunities

## 1. Drive organic growth in Australia

- Capture further market share in Australia with a focus on direct sales and establishing channel partnerships
- Building company and product profile to support lead generation and conversion in the Australian market

## 2. Path to profitability in FY25

- Strengthen balance sheet to take the business through to profitability during FY25
- Provides resilience to weather unforeseen trading variability and macroeconomic events

## 3. Supporting existing solutions

- Maintaining existing solutions to ensure a high-quality user experience and reliability
- Progressive release of new revenue generating features and functionality which provide a pathway to delivering the global trade platform

# Capital raise summary

## Offer size and structure

- Seeking to raise up to \$2.2 million through a:
  - Placement of up to \$2.0 million open to eligible investors
  - Progressive settlement and allotment on receipt of applications (from the time at which the NZ\$1 million minimum subscription amount is reached)
  - Share Purchase Plan of up to \$200,000 (with the ability to accept oversubscriptions at TradeWindow's discretion) to all eligible shareholders with a registered address in New Zealand on the record date, under which each eligible shareholder can apply for up to \$50,000 of new shares

## Issue price

- New Shares under the Placement will be issued at a fixed price of **\$0.175 per share**
- New Shares under the Share Purchase Plan will be issued at the lower of:
  - The Placement price; or
  - A 2.5% discount to the VWAP of TradeWindow shares traded on the NZX during the 40 trading days up to, and including, the end of the Share Purchase Plan offer period

## Ranking

- New Shares issued under both the Placement and Share Purchase Plan will rank equally with existing TradeWindow shares on issue



# Timetable

Event	Date
Announcement of equity raising	Tuesday, 26 March 2024
<b>Placement</b>	
Placement opens	10:00am (NZ time), Tuesday, 26 March 2024
Placement closes	12:00pm (NZ time), Friday, 19 April 2024
Progressive settlement and allotment following receipt of applications (from the time at which the NZ\$1 million minimum subscription amount is reached)	Tuesday, 26 March to Monday, 22 April 2024
<b>Share Purchase Plan (SPP)</b>	
Record date	5:00pm (NZ time), Monday, 25 March 2024
SPP opens	Monday, 8 April 2024
SPP closes (last time for applications)	5:00pm (NZ time), Friday, 19 April 2024
SPP issue price announced	Tuesday, 23 April 2024
Settlement of SPP and commencement of trading of allotted New Shares on the NZX	Friday, 26 April 2024

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.

# Risk factors

# Risk factors

Before investing in TradeWindow, you should be aware that an investment in TradeWindow has a number of risks, some of which are specific to TradeWindow and some of which relate to listed securities generally, and many of which are beyond the control of TradeWindow. Additionally, some risks may be unknown and other risks, currently believed to be immaterial, could turn out to be material. This section identifies some of the key risks that TradeWindow has identified in connection with the Share Offer. Whilst the section below aims to highlight some of the key risks, it is not exhaustive.

In light of the ongoing impacts of recent world events on global economies and markets, extra caution should be taken when assessing the risks associated with an investment in TradeWindow. These ever-evolving situations pose challenges for global financial markets and the world economy as a whole. Capital markets continue to see equity securities suffer from spikes in volatility and significant price declines, particularly in relation to technology stocks like TradeWindow. It is not currently clear when these negative impacts will begin to abate. TradeWindow will continue to respond to the challenges facing it, but there is no certainty as to the severity or likelihood of such unforeseen impacts arising nor whether any mitigating action can be taken or will be effective.

Before deciding whether to invest in TradeWindow shares, you must make your own assessment of the risks associated with the investment in TradeWindow and consider whether such an investment is suitable for you, having regard to publicly available information (including this presentation) your personal circumstances, and following consultation with your financial adviser or other professional advisers.

# Risk factors

## **Information technology and cybersecurity risk**

TradeWindow's core business operations involves the processing and the cloud hosting and storage of customers' information. Any failures of, or malicious attacks on, TradeWindow's business systems, a breach of TradeWindow's cybersecurity measures or any other compromise to the security of data (including personal information/data) held by TradeWindow may result in material disruption to TradeWindow's business operations and reputation. If such event occurs, TradeWindow could potentially be at risk of financial penalties, civil litigation, regulatory investigations and enforcement action, all of which could have an adverse effect on the reputation and financial performance of TradeWindow.

## **Real or perceived errors, bugs or failures**

TradeWindow's solutions are used to run mission-critical processes for customers. With constant updating of software, there is a risk that undetected errors, defects, failures, or bugs may occur, or are perceived to occur, in TradeWindow's solution that make it unsuitable for the designed purpose. Should such errors, defects or bugs be, or are perceived to be, present this could significantly disrupt TradeWindow's business operations and cause TradeWindow to incur material brand or reputational damage.

## **Key person risk**

TradeWindow's continued success is dependent upon its ability to attract and retain skilled and qualified personnel, in particular, members of the senior leadership team, software engineers, customer success, and sales teams with extensive domain expertise. The loss of any key personnel, as well as high staff turnover, could cause disruption to TradeWindow's business operations and technology capabilities, causing a delay in the development, launch and commercialisation of new software features or applications. Competition to attract such skilled professionals and personnel is intense and there is no assurance that TradeWindow will be successful in retaining or attracting skilled professionals, and the lack of availability of such skills may materially and adversely affect operations, performance and reputation of TradeWindow.

# Risk factors

## Supply chain disruptions

TradeWindow serves customers working on the front-line of global trade with a significant portion of its revenue being made up of transaction fees from these customers. Accordingly, disruptions to their supply chains including, but not limited to, the availability of shipping containers, the frequency of port calls and ship capacity, the frequency of flights and aircraft capacity, bio-security incursions, port industrial action, and/or port infrastructure issues could adversely affect the volume of shipments processed through TradeWindow's solutions and therefore materially affect operating and financial performance and prospects. Additionally, frequent and/or prolonged disruptions to the supply chain may lead to offshore customers seeking alternative suppliers either closer to, or within their home market, no longer requiring TradeWindow's business.

## Economic shock

TradeWindow's operating and financial performance is influenced by a variety of general economic and business conditions in New Zealand and globally. TradeWindow products operating within global supply chains and will therefore be affected by any rapid and unexpected changes to macroeconomic variables including, but not limited to, interest rates, commodity prices, household consumption, labour markets, trade barriers and sanctions, pandemics, war, and terrorism. To the extent an economic shock was sufficiently pronounced or continued for an extended period of time, TradeWindow's operating revenues and cash position may be materially adversely impacted.

## Inability to protect intellectual property

TradeWindow is a software business with a large proportion of its assets, and value attributed in its intellectual property. In New Zealand, TradeWindow ensures adequate protection of its intellectual property through registration on the intellectual property register (as well as entering into appropriate arrangements with employees, licensees and other third parties who have access to its intellectual property rights). However, there remains a risk that TradeWindow may be unable to adequately protect its Intellectual Property in international jurisdictions or its intellectual property may be obtained, misused, misappropriated or disclosed to third parties. In such instances this may adversely effect TradeWindow's competitive position in the market and value of its business.

# Risk factors

## **Operating in a competitive market**

TradeWindow competes globally across multiple segments of the intensely competitive and constantly evolving TradeTech industry and competes against a number of software vendors and service providers and, in particular, global providers of freight forwarding, and digital trade software. It is expected that competition in the TradeTech industry will continue to increase from existing and potentially new competitors. Increased competition could adversely impact TradeWindow's ability to attract and retain customers, the price at which it offers products and services, reduce TradeWindow's market share, and subsequently adversely impact on TradeWindow's operating and financial performance.

## **Strategic acquisition risk**

TradeWindow has acquired six businesses, and will continue to seek strategic acquisition opportunities, in order to build customer base and technological capabilities. TradeWindow's revenue growth to date has been driven in substantial part as a result of acquisitions it has made. TradeWindow's ability to continue to achieve revenue growth through acquisition is dependent on identifying appropriate acquisition targets, negotiating appropriate terms, and sourcing adequate capital to fund acquisitions. While TradeWindow undertakes comprehensive due diligence on all potential acquisitions there remains a risk that TradeWindow undertakes a non-performing acquisition, which would have an adverse effect on TradeWindow's growth prospects and financial performance.

As previously announced, TradeWindow acquired the business and assets of Rfider in July 2022. The consideration payable for the acquisition consisted of a \$2.5 million upfront cash payment and the balance of up to \$7.5 million (with the actual amount dependent on business performance) payable in TradeWindow shares in two tranches over a two-year period following settlement. TradeWindow has reviewed its position and does not consider that it is obliged to make the initial tranche payment that would otherwise be payable to the vendors of the Rfider business due to, among other things, the severe underperformance of the Rfider business in the period following the acquisition. The vendors dispute this position. To the extent that TradeWindow does become obliged to make any further cash or share payments under the Rfider contract, this would have a dilutionary impact on TradeWindow shareholders (in the case of scrip consideration) or would reduce TradeWindow's cash position (in the case of cash consideration), though likely not to the extent of amounts originally approved by the Shareholders.

# Risk factors

## Early-stage business

TradeWindow is an early-stage software business operating in a nascent market and is therefore a higher risk investment than a more established business. TradeWindow has employed a growth strategy where spending exceeds revenues, a situation commonly referred to as "cash burn".

TradeWindow's performance and commercialisation of products at scale depends on the widespread adoption of digital trade solutions by mainstream exporters, importers, freight forwarders and customs brokers. There is a risk that adoption of digital trade solutions and therefore demand for TradeWindow products is slower than anticipated, which would mean lower revenues and the need for TradeWindow to raise additional capital or seek other financial support.

## Compliance with laws and regulations

TradeWindow has offices, employees, and customers globally, therefore it is impacted by, and subject to, a wide variety of laws and regulations across multiple jurisdictions. While TradeWindow's policies and procedures are designed to comply with laws and regulations of a particular subject matter generally, there remains some risk that those controls are not sufficient to prevent it from contravening the laws and regulations of all jurisdictions in which it does business. Should TradeWindow breach any relevant laws or regulations, it may be subject to potential enforcement action and monetary fines from authorities.

## Liquidity risk

TradeWindow's operations are reliant on maintaining access to liquidity. In addition to maintaining a cash position, TradeWindow relies on three principal sources of liquidity: investor funding, grants and lending. As a growth company, TradeWindow depends on periodic access to investor funding to finance its day-to-day operations. There is a risk that investor funding could become unavailable, or more costly to obtain, including as a result of an adverse change in TradeWindow's business performance or outlook, a downturn in equity markets or the economic environment more generally, or adverse changes in the regulatory environment within which TradeWindow operates. If TradeWindow is unable to maintain adequate access to funding, there is a risk that it could default on payment obligations, threatening TradeWindow's financial position and potentially resulting in insolvency.

# International offer restrictions

## International Offer Restrictions

This document does not constitute an offer of ordinary shares (New Shares) of TradeWindow in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside New Zealand except to the extent permitted below.

## Australia

This document and the offer of New Shares are only made available in Australia to persons to whom an offer of securities can be made without disclosure in accordance with exemptions in sections 708(8) or 708(10) (sophisticated investors) or 708(11) (professional investors) of the Australian Corporations Act 2001 (the "Corporations Act").

This document is not a prospectus, product disclosure statement or any other formal "disclosure document" for the purposes of Australian law and is not required to, and does not, contain all the information that would be required in a disclosure document under Australian law. This document has not been, and will not be, lodged or registered with the Australian Securities & Investments Commission and the Company is not subject to the continuous disclosure requirements that apply in Australia.

Prospective investors should not construe anything in this document as legal, business or tax advice nor as financial product advice for the purposes of Chapter 7 of the Corporations Act. Investors in Australia should be aware that the offer of New Shares for resale in Australia within 12 months of their issue may, under section 707(3) of the Corporations Act, require disclosure to investors under Part 6D.2 if none of the exemptions in section 708 of the Corporations Act apply to the re-sale.

## The Territory of the Wallis and Futuna Islands

This document has not been, and will not be, registered with or approved by any securities regulator in France or elsewhere in the European Union. Accordingly, this document may not be made available, nor may the New Shares be offered for sale, in France (including the Territory of the Wallis and Futuna Islands) except in circumstances that do not require a prospectus under Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (the "Prospectus Regulation").

In accordance with Article 1(4)(a) of the Prospectus Regulation, an offer of New Shares in France (including the Territory of the Wallis and Futuna Islands) is limited to persons who are "qualified investors" (as defined in Article 2(e) of the Prospectus Regulation).



# International offer restrictions

## Hong Kong

**WARNING:** This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). Accordingly, this document may not be distributed, and the New Shares may not be offered or sold, in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

## Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the "SFA") or another exemption under the SFA.

This document has been given to you on the basis that you are an "institutional investor" or an "accredited investor" (as such terms are defined in the SFA). If you are not such an investor, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party in Singapore. On-sale restrictions in Singapore may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

# International offer restrictions

## United States

The New Shares have not been, and will not be, registered under the US Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act of 1933 and applicable US state securities laws.

The New Shares will only be offered and sold in the United States to “institutional accredited investors” within the meaning of Rule 501(a)(1), (2), (3), (7), (8), (9) and (12) under the US Securities Act.

## United Kingdom

The New Shares have not been and will not be registered under the securities laws of the United Kingdom. Accordingly, the New Shares may not be offered or sold in the United Kingdom except in transactions that are exempt from, or not subject to, the registration requirements of the securities laws of the United Kingdom. The New Shares will only be offered and sold in the United Kingdom to persons who are qualified investors as defined in Article 2(e) of the Prospectus Regulation (Regulation (EU) 2017/1129), as amended, and who are also within the scope of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended, or who are persons to whom it may otherwise lawfully be communicated (all such persons together being referred to as "Relevant Persons"). Any investment or investment activity to which this communication relates is only available to Relevant Persons and will be engaged in only with Relevant Persons.

# Appendix

# Glossary

## Annualised Recurring Revenue (ARR)

The recurring revenue for a specified month annualised.

## Average Revenue Per Customer (ARPC)

Is subscriber customers' monthly revenue divided by number of subscriber customers as at end of the month. The value provided is the average of the monthly ARPC for the period. Subscriber customers are those that license and/or access TradeWindow's software on a monthly basis. It excludes pay as you go certificate revenue.

## CAGR

Compound annual growth rate.

## Customer retention rate

Customer retention rate is the number of subscriber customers who leave in a month as a percentage of the total subscriber customers at the start of that month. The percentage provided is the average of the monthly churn for the period. The customer retention rate is the inverse of customer churn.

## Customs Broker

A Customs Broker is a licenced individual who acts as an intermediary for Shippers and Freight Forwarders in handling the sequence of customs formalities involved in the customs clearance and importing goods.

## EBITDA

Earnings before interest, taxation, depreciation and amortisation.

## Freight Forwarder

A Freight Forwarder is an organisation who arranges and handles the transport of goods between countries on behalf of their customers. Responsibilities can also include storing products, negotiating transportation rates and booking cargo space.

## Shipper

A Shipper is an exporter or importer who requires carriers to transport goods for transport from one location to another.

## Subscriber customers

Customers that are licensing TradeWindow's software and generate monthly subscription revenue. These customers may also generate transaction, services and installation revenues. It excludes certificate and other revenue.

## Recurring revenue

Revenues that are predictable, stable and can be counted on to occur at regular intervals going forward with a relatively high degree of certainty. For Trade Window this is subscription and transactional revenue.

# Our senior leadership team

Highly experienced team with the domain expertise needed to scale globally



**AJ Smith**  
Founder & CEO

Entrepreneur with track record for creating high growth companies including MediFin, GreenFin and Bonds (Africa) and Commonwealth Finance Group (Switzerland).



**Kerry Friend**  
Executive Director

Chartered Accountant with three decades working in senior finance roles with Take-Two Interactive Software (Singapore), Jupiter TV (Japan), Bloomberg (Japan) and News Corporation (Japan).



**Deidre Campbell**  
Chief Financial Officer

Chartered Accountant with extensive financial management and leadership experience within a public company having been the Group CFO for Methven Limited, a formerly NZX listed manufacturing business.



**Andrew Balgarnie**  
Chief Strategy Officer

Business strategist, deal maker and problem solver with a background in the TMT sector having previously worked for NBN Co (Australia) on high profile projects including the procurement of the satellite network.



**Mitchell Pham**  
Chief Digital Officer

Technology leader with over 30 years of building and leading digital ventures across NZ and Asia. Worked across financial services, healthcare, social services, and logistics. Digital economy advisor to NZ and APEC Governments.



**Dewald van Rensburg**  
Chief Operating Officer

Operations leader with more than 20 years' experience in corporate and commercial law with a background working as the registrar at University of Zululand and private practice for Du Toit Attorneys (South Africa).

# Our board of directors



**Alasdair MacLeod**  
Independent Chair

Alasdair joined the board in October 2021 and was appointed Chair at that time.

Former Partner at Deloitte and Chair of NZX listed Napier Port and the Hawkes Bay Chapter of Export NZ. Alasdair is current Chair of SilverStripe, independent member of the Board Appointments Committee for IHC New Zealand.



**Phil Norman**  
Independent Director

Phil joined the board in October 2021.

Experienced TMT sector executive, capital markets advisor and founding Chairman of Xero and current Chairman of NZX/ASX listed Plexure Group, ASX listed Straker Translations, NZX listed Just Group, and Loyalty New Zealand Limited (Fly Buys).



**AJ Smith**  
Executive Director  
and Chief Executive  
Officer

Entrepreneur with track record for creating high growth companies including MediFin, GreenFin and Bonds (Africa) and Commonwealth Finance Group (Switzerland).



**Kerry Friend**  
Executive Director

Chartered Accountant with three decades working in senior finance roles with Take-Two Interactive Software (Singapore), Jupiter TV (Japan), Bloomberg (Japan) and News Corporation (Japan).

# Thank you

**Investor Contact**

Andrew Balgarnie  
Chief Strategy Officer  
TradeWindow  
+64 275 594 133  
andrew@tradewindow.io