

16 March 2022

ASX RELEASE | I Synergy Group Limited (ASX:IS3)

Completion of POSTech Acquisition and appointment of CTO

Completion of POSTech Acquisition

I Synergy Group Limited (**I Synergy** or **the Company**) (ASX: IS3) refers to the Company's announcement of 27 January 2022 (**Notice of Meeting**), related to the Company's proposed acquisition of 100% of the shares in POSTech International Pty Ltd (ACN 636 735 576) (**Acquisition**).

The Company confirms that, following the satisfaction or waiver of the conditions precedent, the Acquisition was finalised today.

Commenting on the acquisition, Managing Director, Dato' Lawrence Teo said: "We're pleased to have completed the acquisition of POSTech, and we look forward to welcoming its employees, integrating its operations and serving its customers".

Appointment of CTO and entry into Development Agreement

Further to the Company's announcement dated 27 January 2022, I Synergy is pleased to announce that as intended Mr Kevin Coutinho has been appointed as Chief Technical Officer of the Company. Mr Coutinho's experience is detailed in section 2.1 of the Explanatory Statement to the Company's Notice of Meeting dated 3 February 2022, relating to Resolution 3 (Election of Mr Kevin Coutinho as a Director). A summary of the key terms of Mr Coutinho's executive engagement agreement are set out at annexure A to this announcement. In addition, the Company has entered into a development services agreement with Humanbot Pty Ltd (ABN 53 633 584 013), a company in which Mr Coutinho is a director and shareholder, for the provision by Humanbot Pty Ltd of information technology development services to the Company. A summary of the key terms of the development agreement are also set out at annexure A to this announcement. The Board of the Company has determined that the terms of the development agreement are on arm's length terms or terms more favourable to the Company.

Commenting on the appointment, Managing Director, Dato' Lawrence Teo said: "Kevin has an ideal skill-set to be a critical part of the Company's leadership team going forward, in particular including his technical background, management capability, strategic thinking and youthful energy. We look forward to having Kevin on board."

Mr Kevin Coutinho commented: "I am proud and enthusiastic to be joining the strong I Synergy team, and I am committed to helping lead the Company and strengthen what they have built, as well as integrating the POSTech business."

I Synergy Group Limited (ACN 613 927 361)
www.i-synergysgroup.com

By order of the Board.



Mr Dato Chee Hong Teo
Chairperson
14 March 2022

-ENDS-

About I Synergy Group Limited (ASX: IS3)

I Synergy Group Limited ("I Synergy") is a leading affiliate marketing network and solutions provider. I Synergy connects advertisers with affiliates via its affiliate marketing platform to deliver performance-based solutions that enhance product/brand awareness and drive business leads. The affiliate marketing platform, VTRAK (formerly known as Affiliate Junction), is home to more than 40,000 affiliates and 5,000 advertisers. Under the platform, there is a variety of affiliate programs available which cater to various industry verticals and markets. To learn more, please visit: www.i-synergysgroup.com.

Annexure A – Summaries of CTO Executive Engagement Agreement and Development Agreement

Summary of CTO Executive Engagement Agreement

The employment agreement for Mr Kevin Coutinho (**Engagement Agreement**) has the following key terms:

- **Start date:** The date of completion of the acquisition of 100% of the shares in POSTech.
- **Total remuneration:** A\$120,000 inclusive of superannuation. The employee may also participate in an incentive plan of the Company (if any) at the discretion of the Board.
- **Term:** 3 years.
- **Termination:** Either party may terminate the employment by giving to the other 6 months' notice in writing. However, the Company may terminate the employment at any time without notice in various circumstances, such as serious misconduct by the employee (etc).
- **Restraint:** 12 months restraints, including 'non-compete', 'non-solicit' and 'non-poach' obligations.

The Engagement Agreement contains other terms and conditions considered standard for agreements of this nature.

Summary of Development Agreement

The development agreement for Humanbot Pty Ltd (ABN 53 633 584 013), a company in which Mr Coutinho is a director and shareholder, (**Development Agreement**) contains the following key terms:

- **Start date:** The date of completion of the acquisition of 100% of the shares in POSTech.
- **Personnel:** Humanbot Pty Ltd must utilise Kevin Coutinho for the provision of the services unless otherwise approved by IS3.
- **Fees:** Charged at a rate per task forming part of the Services as requested on the following hourly basis:

Technology	Monthly (AUD)	Hourly Cost / Developer
Blockchain Developer	\$10,000.00	\$52.08
iOS Developer	\$3,000.00	\$15.63
First Tier Android	\$3,000.00	\$15.63
Second Tier Android	\$2,000.00	\$10.42
Project Manager	\$4,000.00	\$20.83
Second Tier Backend	\$1,500.00	\$7.81
First Tier Backend	\$2,000.00	\$10.42
Tester	\$500.00	\$2.60
Second Tier Data Entry	\$300.00	\$1.56

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- **Services:** To broadly include development and marketing of software and commercialisation of applications connecting advertisers with affiliates to enhance product and brand awareness. Humanbot Pty Ltd must perform and complete the Services as and to the extent required by IS3.
- **Termination:** The Company may terminate the Development Agreement in various circumstances including (but not limited to) unremedied breach, change of control of Humanbot Pty Ltd and inadequate performance. In addition, either party may terminate upon the insolvency of the other party.
- **Restraint:** 12 months restraints, including 'non-compete', 'non-solicit' and 'non-poach' obligations.

The Development Agreement contains other terms and conditions considered standard for agreements of this nature.

Notice given under Section 708A(5) of the Corporations Act

I Synergy Group Limited (ACN 613 927 361) (**Company**) advises that on 15 March 2022 it issued a total of:

- 27,555,838 fully paid ordinary shares to placees under the placement announced on 27 January 2022 (along with 27,555,838 free-attaching options exercisable at \$0.05 on or before the date that is 2 years from the date of issue, to placees under the placement announced on 27 January 2022);

Further, the Company advises that on 16 March 2022 it issued a total of:

- 55,000,000 fully paid ordinary shares to the shareholders of POSTech International Pty Ltd (along with 55,000,000 options exercisable at \$0.05 on or before the date that is 2 years from the date of issue, to the shareholders of POSTech International Pty Ltd);
- 2,200,000 fully paid ordinary shares to the Company's corporate advisor, Ventnor Capital, or its nominees,

(Securities).

This notice is given by the Company under section 708A(5)(e) of the Corporations Act 2001 (Cth) (**Corporations Act**) in relation to the issue of the Securities by the Company without disclosure to investors under Part 6D.2 of the Corporations Act.

As at the date of this notice, the Company has complied with:

1. the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
2. section 674 of the Corporations Act.

The Company confirms that, as at the date of this notice, there is no information that:

1. has been excluded from a continuous disclosure notice given to ASX in accordance with the ASX Listing Rules; and
2. investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - (a) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
 - (b) the rights and liabilities attaching to the Securities,

to the extent to which it would be reasonable for investors and their professional advisers to expect to find such information in a disclosure document.

Dated: 16 March 2022



Dato Chee Hong Teo
Director
I Synergy Group Limited