

## ASX Release

22 October 2024

# ACQUISITION OF CURATED SOCIAL TO ATTRACT MORE PAYING AGENTS AND DRIVE REVENUE GROWTH IN THE US

### Highlights

- RMA has signed a binding agreement to acquire 100% of Steps Marketing Inc, trading as Curated Social (**Curated Social**) for total consideration of USD\$4.0m (A\$5.9m), with upfront consideration of USD\$2.5m (A\$3.7m) and an earn-out of up to USD\$1.5m (A\$2.2m) subject to revenue growth targets (**Acquisition**). Upfront consideration will be funded by an approximate A\$3.0m institutional placement (**Placement**) completed yesterday, 21 October 2024 and a non-underwritten share purchase plan (**SPP**) targeting up to approximately A\$2m (together, the **Equity Raising** or **Offer**).
- In Australia, RMA has the majority of active agents on its platform with approximately 30% of these agents paying. Australia is profitable. Curated Social will provide paying agents more information to share on social media on a regular basis and stay top of mind for people searching for an agent.
- In the US, RMA has approximately 285,000 agents on its platform, but only a small portion of paying. They generated approximately \$4.7m in recurring revenue in FY24. There are approximately 865,000 active agents in the US representing a substantial untapped market opportunity. If 30% of US active agents paid RMA the same level we see in Australia, RMA has the potential to be a very profitable company (~\$290m revenue opportunity).
- RMA is pursuing a new wholesale model to significantly increase the number of paying agents on its platform and has recently secured its first major deal with Realty One Group to expand its relationship with 20,000 US agents, with more deals in the pipeline.
- Curated Social is a US based well-known provider of social media content for real estate agents, which enables agents to enhance their digital presence across their social network and win listings. It has 80,000 agents on its platform with approximately 5,000 paying and is profitable.
- Curated Social has a library of real estate content that agents can post regularly and automatically. This content serves to fill the gaps between RMA announcements when agents receive reviews and listings and helps agents stay top of mind.
- A combination of RMA and Curated Social will expand the services RMA provides to brokerages and agents and is expected to attract new paying agents, convert many who are using RMA but not paying, and make existing paying agents less likely to churn.
- David Williams, Chairman of RMA said: *"Realty One Group and Curated Social are a significant change in strategy that bring more agents to the platform who will pay for our enhanced package"*.

## Overview of the Acquisition

RMA has today announced the proposed acquisition of Curated Social.

This acquisition marks a significant milestone for RMA as it expands beyond its review platform to offer a more dynamic and comprehensive suite of marketing tools. Curated Social's integration is expected to empower real estate professionals not only to promote their profiles but also to amplify their market presence. Additionally, this expanded capability will allow RMA to provide an expanded offering to brokerages looking to deliver automated sphere-based selling programs to their agents.

Jim Crisera, CEO of RMA said: *"By combining RateMyAgent's extensive review and listings database with Curated Social's comprehensive real estate content library, we are poised to offer a powerful solution that keeps agents top of mind and significantly boosts their ability to win listings. This acquisition allows us to provide real estate professionals with multi-dimensional support, enhancing our platform's value and driving subscriber growth".*

## **Acquisition key terms**

RMA has entered into a binding stock purchase agreement (SPA) to acquire 100% of Curated Social for total consideration of USD\$4.0m (A\$5.9m), with upfront consideration of USD\$2.5m (A\$3.7m) plus an aggregate earn-out of up to USD\$1.5m (A\$2.2m). The upfront consideration represents a 1.5x FY24 revenue multiple.

The upfront consideration is comprised of USD\$1.5m (A\$2.2m) cash and USD\$1.0m (A\$1.5m) of fully paid ordinary shares in RMA valued at the time of closing under the SPA.

An additional USD\$1.5m (A\$2.2m) earn-out is payable based on achievement of revenue growth targets for the 18-months following completion of the Acquisition.

## **Details of the Institutional Placement and Director Placement**

RMA has completed an institutional placement of approximately 62.5 million fully paid ordinary shares (Shares) to raise approximately A\$3m million equivalent to 11.2% of the existing Shares on issue in RMA.

The Placement consisted of an institutional placement to sophisticated and wholesale investors to raise approximately A\$2.65m (**Institutional Placement**) and a conditional placement to certain Directors of RMA (or entities associated with them) to raise approximately A\$335,000 subject to shareholder approval at the Company's annual general meeting (**AGM**) expected to be held in late November 2024 (**Director Placement**).

The Institutional Placement and the Director Placement are together referred to as the **Placement**.

The Placement was conducted at a price of A\$4.8 cents per Share (**Placement Price**) representing a 20% discount to the last close on 17 October 2024 of A\$6.0 cents per Share and a 16.3% discount to the 5-day VWAP of A\$5.7 cents per Share.

Shares issued under the Placement will rank equally with existing Shares on issue. The Institutional Placement is within RMA's placement capacity under ASX Listing Rule 7.1.

Settlement of the Institutional Placement is expected to occur on Friday, 25 October 2024, with settlement of the Director Placement conditional on shareholder approval at the AGM expected to be held in late November 2024.

## **Details of the Share Purchase Plan**

Following the completion of the Institutional Placement, RMA will offer eligible shareholders<sup>1</sup> in Australia and New Zealand the opportunity to participate in the non-underwritten SPP, targeting up to approximately A\$2m, with the Board reserving discretion to take oversubscriptions or to apply scale back.

<sup>1</sup> Eligible shareholders are registered RMA Global shareholders, as at 7.00pm (AEDT) on Monday, 21 October 2024, who have a registered address in Australia or New Zealand, do not hold RMA Global shares on behalf of a person who resides outside Australia or New Zealand and are not in the United States or acting for the account or benefit of any person in the United States.

Under the SPP, eligible RMA shareholders, being shareholders who had a registered address in Australia or New Zealand on RMA's register at 7.00pm (Melbourne time) on Monday, 21 October 2024, will have the opportunity to apply for up to A\$30,000 of Shares at \$A4.8 cents per Share free of any brokerage, commission and transaction costs.

Full details of the SPP will be set out in the SPP Offer Booklet, which will be released to the ASX and made available to eligible shareholders in Australia and New Zealand on or around Friday, 1 November 2024.

### **Use of funds**

Proceeds from the Placement and the SPP will be used for the upfront cash payment of the Acquisition (A\$2.2m), integration costs (A\$0.6m), working capital and offer costs (A\$2.2m).

### **Other information**

Bell Potter Securities Limited are acting as Lead Manager and Bookrunner to the Placement.

### **Key Dates**

<b>Item</b>	<b>Date</b>
Trading halt and Placement bookbuild	Friday, 18 October 2024
Record Date for SPP (7.00pm Melbourne time)	Monday, 21 October 2024
Announcement of the Acquisition, Placement and SPP	Tuesday, 22 October 2024
Trading halt lifted and Shares recommence trading	Tuesday, 22 October 2024
Settlement of Shares to be issued under the Placement	Friday, 25 October 2024
Issue and allotment of Shares under the Placement	Monday, 28 October 2024
SPP offer opening date	Friday, 1 November 2024
SPP offer closing date	5:00pm (Melbourne time), Thursday, 14 November 2024
Announcement of SPP results	Tuesday, 19 November 2024
Issue and allotment of Shares under the SPP	Thursday, 21 November 2024
SPP holdings statements dispatched	Friday, 22 November 2024

*The timetable is indicative only and subject to change by the Company and Lead Manager, subject to the Corporations Act and other applicable laws.*

### **Further Information**

Further details are set out in the investor presentation released to the ASX today. The investor presentation (**Investor Presentation**) contains important information including details about key risks and the international offer restrictions with respect to the Placement, which should be read together with this announcement.

This announcement was authorised for release by the Chairman of RMA Global Limited.

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## About RateMyAgent

RateMyAgent (ASX: RMY) helps homeowners select trusted real estate professionals. Operating in Australia, New Zealand and the United States, RateMyAgent continues to lead the global market in championing agents that are dedicated to exceptional client service. RateMyAgent is both a platform for consumers to find and compare real estate professionals, and a powerful marketing tool for client-focused agents to build their reputation online. RateMyAgent is used by over 345,000 agents and over 9,800 real estate offices worldwide.

## Information about Curated Social

*Curated Social supplies a deep library of real estate content to agents who release the information to the market regularly so they can be top of mind with people looking for agents.*

*Certain information in this announcement has been sourced from Curated Social, its representatives or associates. While steps have been taken to review that information, no representation or warranty, expressed or implied, is made as to its fairness, accuracy, correctness, completeness or adequacy. Certain market and industry data used in connection with this announcement may have been obtained from research, surveys or studies conducted by third parties, including industry or general publications. Neither RMA nor its representatives have independently verified any such market or industry data provided by third parties or industry or general publications.*

*The financial information for Curated Social is based on unaudited financial and operating data provided by Curated Social which has been re-stated to align with RMA's FY24.*

*RMA has performed due diligence on the financial records of Curated Social however this does not constitute an independent verification of the information provided by Curated Social. Investors are cautioned that they should not place reliance on this information as if it were audited financial information.*

## Important Notices

### **Not for release or distribution in the United States**

*This announcement has been prepared for publication in Australia and may not be released to U.S. wire services or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this announcement have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration of the US Securities Act and applicable US state securities laws.*

### **Forward-Looking Statements**

*This announcement contains certain "forward-looking statements", including but not limited to projections and guidance on future financial performance, potential synergies and estimates, the timing and outcome of the Acquisition, the outcome and effects of the Equity Raising and the use of proceeds, and the future performance of RMA post-Acquisition.*

*The words "expect", "anticipate", "estimate", "intend", "believe", "guidance", "should", "could", "may", "will", "predict", "plan" and other similar expressions are intended to identify forward-looking statements. Forward-looking statements, opinions and estimates provided in this announcement are based on assumptions and contingencies which are subject to change without notice and involve known and unknown risks and certainties and other factors which are beyond the control of RMA, its directors and management.*

*Forward-looking statements are provided as a general guide only and should not be relied on as an indication or guarantee of future performance. Actual results, performance or achievements may differ materially from those expressed or implied in such statements and any projections and assumptions on which these statements are based. These statements may assume the success of RMA's business strategies will be realised in the period for which the forward-looking statement may have been prepared or otherwise. Readers are cautioned not to place undue credence on forward-looking statements and, except as required by law or regulation, none of RMA, its representatives or advisers assumes any obligation to update these forward-*

*looking statements. No representation or warranty, express or implied, is made as to the accuracy, likelihood of achievement or reasonableness of any forecasts, prospects, returns or statements in relation to future matters contained in this announcement. The forward-looking statements are based on information available to RMA as at the date of this announcement.*

*None of RMA or any of its subsidiaries, representatives, advisers, or affiliates (or any of their respective officers, employees or agents) makes any representation, assurance, or guarantee as to the accuracy or likelihood of fulfilment of any forward-looking statement or any outcomes expressed or implied in any forward-looking statements.*

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**ENDS**

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