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September 27, 2022

Company name: Appier Group, Inc.
Representative: Chih-Han Yu, Representative Director and CEO
(TSE Growth Code: 4180)
Contact: Koji Tachibana, Senior Vice President of Finance
(TEL. + 81 – 3 – 6435 – 6617)

Announcement Regarding Share Acquisition of Woopra

Appier Group, Inc. (hereinafter “the Company”) hereby announces that at the meeting of the Board of Directors dated as of September 27, 2022, the Company has resolved that Appier Pte. Ltd., a subsidiary of the Company, and WPR Acquisition Inc. (hereinafter “the Special Purpose Company”), a subsidiary of Appier Pte. Ltd., enter into a merger agreement with Woopra, Inc. (hereinafter “Woopra”) to make Woopra a wholly-owned subsidiary of Appier Pte. Ltd through the merger between the Special Purpose Company and Woopra. These companies have entered into the agreement on September 27, 2022.

This is the “reverse triangular merger” with full cash consideration in accordance with the Delaware General Corporation Law, and the details are as follows.

I Reason for the acquisition of shares

Appier’s mission is “Turning AI into ROI by Making Software Intelligent.”

We envision a day when all enterprise software will be powered by artificial intelligence (AI), with decision making becoming more precise, automated and proactive. We are a pioneer in providing highly advanced AI marketing SaaS solutions. Our solutions cover the “full funnel” of the marketing and sales process with distinctive capabilities in predicting consumer behavior with automated actions through AI.

It is increasingly important for marketers in the enterprise to utilize first-party data to understand their customers thoroughly, develop deep insights and tailor effective acquisition/engagement strategies. This represents a unique opportunity for Customer Data Platform (CDP) product offerings, specifically technology platforms that unify customer first-party data and draw actionable insights from the richest information source. This growth opportunity is still in its infancy. While there are various first generation CDP offerings, significant unmet needs still exist. For example, how an enterprise achieves the fastest time-to-insight, most intuitive data visualization and best AI-enabled decision making and automation remain the greatest pain point for most CDP users and companies considering CDPs. These unmet needs have created a tremendous opportunity for Appier to leverage its technology backbone, strengths in AI know-how and deep knowledge in marketing.

With the Woopra acquisition, we intend to merge superior analytics and visualization capabilities from Woopra with AI capabilities from Appier’s AIXON offering. We envision this next-generation CDP platform to provide a 360° view of users to establish comprehensive customer profiles from first-party data and to enable precise prediction of end user behaviors by automated Machine Learning model building. These can be accomplished without the investment and risks of building an entire AI technology stack in-house. Customers can also benefit from the full strength of the AI-powered CDP with intuitive visualization analytics to navigate the entire customer journey seamlessly, enabling customers to uncover actionable insights in a timely manner.

Considering that the CDP penetration rate in Asia Pacific still possesses a large space to grow in terms of CDP adoption and data utilization, we believe this acquisition will allow us to further strengthen our leadership position in processing first-party data. Furthermore, the merger will also allow Appier to offer full funnel solutions in the U.S. by leveraging and expanding Woopra’s operations.

Woopra, headquartered in California, U.S., has a broad customer base in the U.S. and Europe across B2C and B2B industry verticals, and provides a powerful and proven SaaS platform for customer journey analytics, marketing automation and data management. Woopra has demonstrated profitable financial performance with

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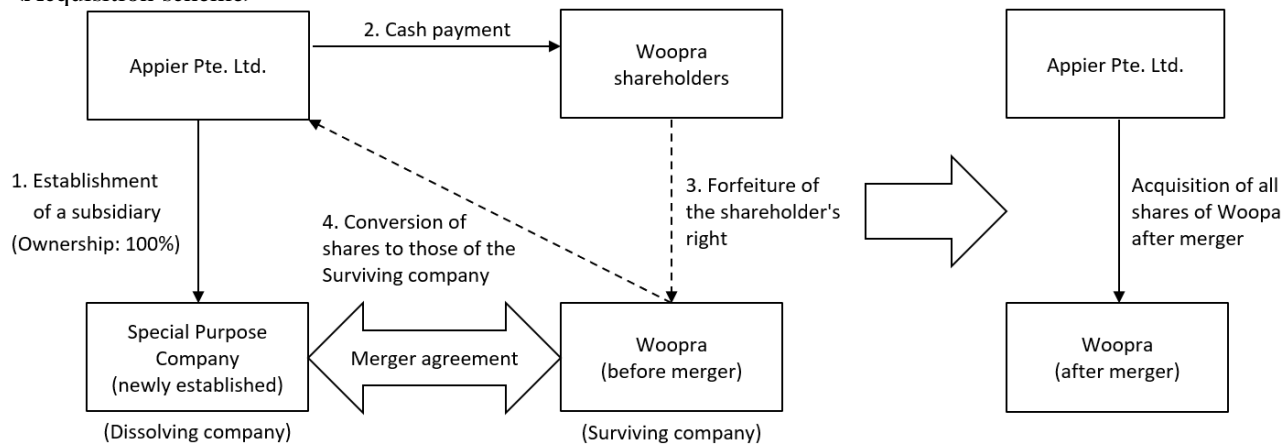
outstanding customer satisfaction. The integration of Woopra and Appier will further strengthen both companies' positions in the customer and product analytics market and further the Company's enterprise market penetration and growth in the U.S. and European markets. Woopra's global customer base will also offer significant opportunities for Appier to further expand and solidify its global footprint, especially in enhancing the business growth of our enterprise product lines.

II Share acquisition scheme

The acquisition will be taken into effect by way of "reverse triangular merger". This is in accordance with the Delaware General Corporation Law, with cash consideration and with Woopra as a surviving company and the Special Purpose Company as a dissolving company.

Upon the merger, shareholders of Woopra will receive cash from Appier Pte. Ltd. and all outstanding shares of Woopra will be canceled. Shares of the Special Purpose Company owned by Appier Pte. Ltd. will be converted into common stock of Woopra, the surviving company, and Appier Pte. Ltd. will acquire all of those shares. As a result, Appier Pte. Ltd. will own 100% of the shares of Woopra, and Woopra will become a wholly-owned subsidiary of the Company and Appier Pte. Ltd.

<Acquisition scheme>



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III Overview of the subsidiary (Woopra, Inc.: surviving company)

1	Name	Woopra, Inc.	
2	Address	600 California St, 11th Floor, San Francisco, CA, 94108, USA	
3	Business description	SaaS (Software as a Service) platform for customer journey analytics, marketing automation and data management	
4	Relationship between the Company and subsidiary to be acquired	Capital	Not applicable.
		Personnel	Not applicable.
		Business relationship	Not applicable.

Note: Share capital, operating results and financial position are not stated herein at the request of the counterparty, as this is a voluntary disclosure. Woopra recorded both operating profit and net profit in the latest unaudited financial statements at the end of 2021.

IV Overview of the subsidiary (WPR Acquisition Inc.: dissolving company)

1	Name	WPR Acquisition Inc.	
2	Address	251 Little Falls Drive Wilmington, DE 19808, USA	
3	Business description	Investment vehicle for merger	
4	Major shareholders and shareholding ratio	Appier Pte. Ltd. 100%	

V Shares held before and after the acquisition

1	Before acquisition	0%
2	After acquisition	100% (including shares indirectly held: 100%)

Note: The counterparty of the share acquisition, number of shares to be acquired, and acquisition price are not stated herein at the request of the counterparty, as this is a voluntary disclosure. There is no relationship between the counterparty of the share acquisition and the Company that should be noted.

VI Date of becoming a subsidiary
October 2022 (planned)

VII Future outlook

The effect of this acquisition on the operating results for the fiscal year ending December 31, 2022 is immaterial.

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