

RightCrowd acquires real-time security and safety business in USA

RightCrowd Limited (ASX:RCW): RightCrowd today announced it has executed an agreement to acquire 100% of the shares of US-based, security and safety solutions specialists, OffSite Vision Holdings, Inc. (OffSite Vision), with the completion of this transaction having also occurred today.

OffSite Vision delivers real-time security and life safety solutions, via its cloud-based platform. The application, coupled with advanced sensor and low-cost RFID technology, provides location intelligence solutions vital to emergency planning and response. With a SaaS-based revenue model, it will leverage RightCrowd's global sales and marketing operations to expand its addressable market. RightCrowd will benefit by extending its core product offering with an OffSite Vision integration, providing customers with more granular control over their people and assets. The acquisition will also provide a physical base for RightCrowd on the East Coast of the United States and better access to customers within the region.

RightCrowd has acquired OffSite Vision for a maximum of US\$2,277,778 (\$3,163,581 at an exchange rate of US\$0.72 for \$1), stipulated to be payable as US\$5,000 in cash and the remainder in fully paid shares in RightCrowd Limited, to be issued to the vendors at the equivalent of \$0.50 per share. The purchase is comprised of US\$1,277,778 upfront consideration in RightCrowd scrip, and a further scrip earn-out of up to US\$1,000,000 over 2 years.

OffSite Vision will use an estimated \$500,000 of RightCrowd's working capital to deliver current projects, and RightCrowd anticipates the proposed acquisition to add approximately \$500,000 to current financial year sales bookings. OffSite Vision is also likely to deliver over \$1,000,000 in the following financial year. These estimates are reliant on the ability to execute OffSite Vision's current customer rollout activities and additional identified sales.

In commenting on today's news, RightCrowd CEO Peter Hill said, "RightCrowd is very excited about the acquisition of Offsite Vision. Its product suite is extremely complementary and will enable RightCrowd to extend its reach in the Physical Security Market, with a highly differentiated offering."

Hill also noted, "With constant global security risks, organisations must have better ways to improve people's security and safety. The combination of our solutions will greatly improve the management and evacuation of people, particularly in highly populated facilities such as large buildings, convention centres and arenas."

About RightCrowd®

RightCrowd software transforms the business impact of safety, security and compliance programs. RightCrowd solutions enable organisations to integrate business, operational and security systems, and automate the management of critical safety, security and compliance processes.

Founded in 2004, RightCrowd has spent 14 years working with the best of the best in the physical security industry, in deep research and development. RightCrowd is successfully deployed in large global organisations, including Fortune 50 and ASX 10 companies.

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Key Terms of the Acquisition

- Payment of US\$5,000 in cash payable on completion of the transaction.
- The issue of 3,549,378 fully paid ordinary shares in RightCrowd Limited at a deemed issue price of \$0.50 per share. The shares have been issued in accordance with the company's 15% placement capacity under ASX Listing Rule 7.1.
- Up to 2,777,778 fully paid ordinary shares may be issued over a period of up to 2 years should OffSite Vision meet specific performance criteria with the majority of these shares allocated to existing OffSite Vision key management.
- The shareholders of OffSite Vision have also agreed to escrow their shares for 24 months from completion of the transaction.

Opportunities from the Acquisition of OffSite Vision

OffSite Vision is an early stage company with significant security-related intellectual property and is potentially poised for significant revenue growth off the back of a small number of successfully completed deployments of their technology with large strategic customers in the New York area.

The acquisition of OffSite Vision offers RightCrowd a number of important synergies. OffSite Vision's unique technology enables the tracking of people and assets without the specific need for access control system infrastructure and subsequently offers a number of potential product suite extensions to RightCrowd's existing location-based applications. The Company also has a SaaS revenue model, which will immediately contribute to RightCrowd's growing recurring revenue streams.

The acquisition additionally expands RightCrowd's addressable market to include access to new vertical markets, spanning US Federal Government, New York State Government, High-rise buildings, Utilities, Pharmaceutical and Convention Centres and Arenas. It also broadens RightCrowd's US based senior management team, with New York based resources and strong existing security industry relationships. The broader northeast region contains the highest density of Fortune 5,000 companies, of any region in the United States.

About OffSite Vision

New York-based, OffSite Vision, offers real-time security and life safety solutions, working with organisations who are looking to protect their employees, assets and intellectual property. OffSite Vision's cloud-based, highly scalable evacuation and response software identifies the location of people and high value assets using low-cost, cutting-edge sensors and RF technologies to provide full accountability of movements in and out of facilities. The software platform provides organisations with immediate access to the critical location intelligence they need during emergency and other operational facility events.