



NEWS RELEASE

Pivotree Expands Frictionless Commerce Product Portfolio with Definitive Agreement to Acquire Bridge Solutions Group Corp.

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Acquiring supply chain provider will enhance Pivotree's ability to deliver end-to-end frictionless commerce solutions

TORONTO, Aug. 26, 2021 /CNW/ - Pivotree Inc. (TSXV: PVT) ("**Pivotree**" or the "**Company**"), a leading provider of **frictionless commerce** solutions, is pleased to announce that it has entered into a definitive agreement (the "**Transaction**") to acquire Bridge Solutions Group Corp ("**Bridge Solutions Group**"), a supply chain service provider and Pivotree partner specializing in order management services, warehouse management services and application integration. The acquisition will transform Pivotree's ability to deliver end-to-end frictionless experiences for customers by providing a single entity to manage their commerce operations.

With the acquisition of Bridge Solutions Group, Pivotree will add and build on the Yantra Commerce solution set, including the Yantra WMS, IMS and Control Tower products that provide visibility, analytics and supply chain integration tools tailored to real world IT and business needs. This comes in addition to Pivotree's proven solutions and capabilities in business process transformation, security and Cloud platforms.

"Over the next five years, retailers and brand manufacturers will be faced with the challenge of competing with huge digital players like Amazon and Walmart, while encountering unprecedented global supply chain disruptions that add friction to building customer and brand loyalty. By acquiring Bridge Solutions Group, Pivotree is in a position to help our clients build even more flexible, agile systems to compete in any commerce environment. We're excited about the products and capabilities that this acquisition will bring, enabling transformational digital experiences for our customers and partners," said Bill Di Nardo, CEO of Pivotree.

"Today is a day like no other for the Bridge Solutions Group team. Pivotree is a global leader in frictionless commerce and an important strategic partner, and joining forces allows us to deliver on our shared vision for commerce innovation. We look forward to combining our team of seasoned business and IT experts and helping

the world's leading organizations achieve the near-limitless opportunities around frictionless commerce," said Doug Brochu, CEO of Bridge Solutions Group.

Bridge Solutions Group was founded in 2010 and boasts global delivery expertise with offices across North America and India. Bridge Solutions Group services an impressive roster of Fortune 500 companies and leading retailers. Bridge Solutions Group is both an IBM Premier Business Partner and Fluent Commerce partner.

For the trailing twelve-month period ended June 2021, Bridge Solutions Group generated revenue of USD\$8.1 million with approximately 29% of its revenue generated from managed services and 71% from professional services. Bridge Solutions Group's 2021 total gross profit margin percentage to date is greater than 45%, and over the past 3 years has experienced strong growth in demand for its solutions with a revenue compound annual growth rate (CAGR) in excess of 17% (based on H1-2021_run-rate revenues).

Transaction Details:

Under the terms of the Transaction, a total purchase consideration of USD\$6.0 million will be paid in connection with the closing of the Transaction, consisting of USD\$5.0 million in cash and 194,459 common shares of the Company. In addition, the sellers may be entitled to receive additional earn-out payments subject to the satisfaction of certain gross profit growth targets for the 2021 and 2022 fiscal years.

The Transaction is expected to close within the next 10-14 days, subject to satisfaction of all conditions of closing, including receipt of approval of the TSX Venture Exchange and all other applicable third party approvals. All common shares of the Company issued under the Transaction will be subject to a four month hold period from the date of issuance in accordance with applicable securities laws.

About Pivotree

Pivotree is a leader in **frictionless commerce** with expertise in eCommerce, MDM, Cloud, Cybersecurity, and Supply Chain solutions. It is an end-to-end vendor supporting clients from strategy, platform selection, deployment, and hosting through to ongoing support. It operates as a single expert resource to help companies adapt relentlessly in an ever-changing digital commerce landscape. Leading and innovative clients rely on Pivotree's deep expertise to choose enterprise-proven solutions and design, build, and connect critical systems to run smoothly at defining moments in a commerce business. Pivotree serves as a trusted partner to over 170 market-leading brands and forward-thinking B2C and B2B companies, including many companies in the Fortune 1000. With offices and customers in the Americas, EMEA, and APAC, Pivotree is widely recognized as a high-growth company and industry leader around the globe. For more information, visit <http://www.pivotree.com>.

About Bridge Solutions Group

Founded in 2010, Bridge Solutions Group helps organizations craft superior delivery experiences for its customers.

Its global team of supply chain experts helps leading companies succeed in the areas of omnichannel fulfillment strategy, solution design and implementation, managed services, project and program management consulting, and business process consulting. For more information, visit <http://www.bridgesgi.com>.

Forward-looking information

This press release contains "forward-looking information" and "forward-looking statements" (collectively, "**forward-looking information**") within the meaning of applicable securities laws. Forward-looking information may relate to the Company's future financial outlook and anticipated events or results and may include information regarding the Company's financial position, business strategy, growth strategies, addressable markets, budgets, operations, financial results, taxes, dividend policy, plans and objectives. Particularly, information regarding the Company's expectations of future results, performance, achievements, prospects or opportunities or the markets in which the Company operates is forward-looking information. In some cases, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "targets", "expects", "budgets", "scheduled", "estimates", "outlook", "forecasts", "projects", "prospects", "strategy", "intends", "anticipates", "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might", or "will" occur. In addition, any statements that refer to expectations, intentions, projections or other characterizations of future events or circumstances contain forward-looking information. Statements containing forward-looking information are not historical facts but instead represent management's expectations, estimates and projections regarding future events or circumstances. The forward-looking information contained herein includes information relating to the terms of the Transaction, the proposed completion of the Transaction and the expected benefits to be derived by the Company from the Transaction.

Forward-looking information is necessarily based on a number of opinions, estimates and assumptions that, while considered by the Company to be appropriate and reasonable as of the date of this press release, are subject to known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information, including but not limited to, risks and uncertainties associated with market conditions and the satisfaction of all applicable regulatory requirements, as well as risks and uncertainties associated with the Company's business and finances in general.

If any of these risks or uncertainties materialize, or if the opinions, estimates or assumptions underlying forward-looking information prove incorrect, actual results or future events might vary materially from those anticipated in forward-looking information. The opinions, estimates or assumptions referred to above and the risk factors described in the "Risk Factors" section of the Company's prospectus dated October 23, 2020 should be considered carefully.

Although the Company has attempted to identify important risk factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other risk factors not presently

known to the Company or that the Company presently believes is not material that could also cause actual results or future events to differ materially from those expressed in such forward-looking information. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information, which speaks only as of the date made. Forward-looking information contained in this press release represents the Company's expectations as of the date of this press release (or as of the date they are otherwise stated to be made), and are subject to change after such date. The Company disclaims any intention or obligation or undertaking to update or revise any forward-looking information whether as a result of new information, future events or otherwise, except as required under applicable securities laws.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

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