

To

<b>BSE Limited</b> <b>Phiroze Jeejeebhoy Towers,</b> <b>Dalal Street, Mumbai 400 001</b>  <b>Scrip Code: 542752</b>	<b>National Stock Exchange of India Ltd</b> <b>Exchange Plaza, 5th Floor, Plot No. C-1, G</b> <b>Block, Bandra Kurla Complex, Bandra</b> <b>(East), Mumbai - 400 051</b>  <b>Symbol: AFFLE</b>
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**Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015**

Dear Sir/ Madam,

This is to inform you that Affle International Pte. Ltd., a wholly owned Singapore subsidiary of the Company has entered into 3 definitive Share Purchase Agreements to acquire Mediasmart Mobile S.L., and Affle MEA FZ-LLC, a step down subsidiary of the Company has entered into an Assets Purchase Agreement to acquire all Tech IP assets of Mediasmart Mobile S.L. The agreements envisages acquisition of net assets of Mediasmart Mobile S.L. as on January 1, 2020.

The details of the transaction are given as under:

S. No.	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.	<p>Mediasmart Mobile S.L. (“Mediasmart”)</p> <p>Calle García de Paredes, 12, 1ºB, 28010 Madrid, Spain.</p> <p>Total Revenue (Financial year ended December 31, 2019) was Euro 5.95 million.</p>
2.	<p>Whether the acquisition would fall within related party transaction(s) and whether the promoter/promoter group/group companies have any interest in the entity being acquired?</p> <p>If yes, nature of interest and details thereof and whether the same is done at “arm’s length”</p>	<p>Mediasmart is not a related party as on the date of entering into these agreements.</p> <p>Promoters of the Company have no interest in the said acquisition.</p> <p>The transaction has been done at Arms' Length Basis.</p>

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3.	Industry to which the entity being acquired belongs	Mediasmart is a mobile advertising technology company.  It provides a self-serve mobile programmatic platform with unique incremental impact measurability for Proximity and App marketing campaigns.
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity).	This acquisition carries a great strategic merit as Mediasmart has the perfect team, culture and tech platform for Affle to build greater strategic presence in Europe, Latin America and US.  Their proximity marketing programmatic platform strengthens our omnichannel platform to enable marketers to drive incremental online and offline conversions in both developed and emerging markets.
5.	Brief details of any governmental or regulatory approvals required for the acquisition	Not Applicable
6.	Indicative time period for completion of acquisition	94.78% shares to be transferred on or before March 31, 2020 and the balance 5.22% shares to be transferred on or before March 31, 2021.
7.	Nature of Consideration- whether cash consideration or share swap and details of the same.	Cash Consideration
8.	Cost of acquisition or the price at which the shares are acquired.	A total consideration of Euro 5.12 million including contingent consideration to be paid for the acquisition of 100% shares and economic rights of employees (subject to certain performance conditions over 4 years period and also subject to certain closing adjustments).  The total consideration also includes the payments to employees (other than economic rights of employees) amounting up to Euro 0.62 million, to be paid over a period of 4 years.
9.	Percentage of shareholding/control acquired and/ or number of shares acquired.	100% of control acquired.  94.78% shares to be transferred on or before March 31, 2020.  5.22% of the balance share transfer to be completed on or before March 31, 2021 (However the voting rights of the same have been assigned to Affle International Pte. Ltd. with immediate effect).

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10.	Brief background about the entity acquired in terms of products / line of business acquired. Date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief).	<p>Incorporated on November 7, 2011 in Madrid (Spain), Mediasmart is a self-serve mobile programmatic platform. Mediasmart provides advertisers, trading desks and agencies an integrated mobile advertising platform with unique incremental impact measurability for Proximity and App marketing campaigns. Mediasmart's Proximity marketing solutions deliver location targeted campaigns with real time footfall tracking and offline attribution.</p> <p>Headquartered in Madrid (Spain), Mediasmart includes a team of technologists and mobile advertising experts.</p> <p>Mediasmart website link - <a href="https://www.mediasmart.io/">https://www.mediasmart.io/</a></p> <p><b>Last 3 years Revenue (in Euros million)</b> <i>(Financial year of Mediasmart is from January 1 to December 31)</i></p> <p><b>Total Revenue</b></p> <table border="1"> <thead> <tr> <th>FY2019</th> <th>FY2018</th> <th>FY2017</th> </tr> </thead> <tbody> <tr> <td>€5.95 mn</td> <td>€6.68 mn</td> <td>€11.02 mn</td> </tr> </tbody> </table> <p><b>Net Revenue</b> (Excluding advertisement procurement cost)</p> <table border="1"> <thead> <tr> <th>FY2019</th> <th>FY2018</th> <th>FY2017</th> </tr> </thead> <tbody> <tr> <td>€2.29 mn</td> <td>€2.08 mn</td> <td>€3.04 mn</td> </tr> </tbody> </table>	FY2019	FY2018	FY2017	€5.95 mn	€6.68 mn	€11.02 mn	FY2019	FY2018	FY2017	€2.29 mn	€2.08 mn	€3.04 mn
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Submitted for your information and records.

Thanking you,

**Yours Faithfully,  
For Affle (India) Limited**

 

**Parmita Choudhury  
Company Secretary & Compliance Officer**

**Affle (India) Limited**

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