



GIVEX MAILS MANAGEMENT INFORMATION CIRCULAR FOR SPECIAL MEETING OF SHAREHOLDERS

TORONTO, Oct. 11, 2024 /Newsfile/ - Givex Corp. (TSX: GIVX) (OTCQX: GIVXF) – ("Givex" or the "Company") announced today that it has sent its notice of meeting, management information circular (the "**Circular**"), letter of transmittal and related proxy materials (collectively, the "**Meeting Materials**") for the special meeting (as may be adjourned or postponed, the "**Meeting**") of shareholders of Givex ("**Givex Shareholders**") to approve the previously-announced plan of arrangement under the *Business Corporations Act* (Ontario) (the "**Arrangement**") with Shift4 Payments, Inc. ("**Shift4**"), pursuant to which Shift4 has agreed to acquire all of the issued and outstanding shares of Givex for cash consideration of \$1.50 per share, as more particularly described in the Circular.

Only Givex Shareholders of record as of September 16, 2024 are entitled to receive notice of, and to vote at, the Meeting. Such Givex Shareholders should receive the Meeting Materials shortly. The Meeting Materials are also available under the Company's profile on SEDAR+ at www.sedarplus.ca.

The Circular provides important information regarding the Meeting, the Arrangement and related matters. Givex Shareholders are urged to read the Circular and its schedules carefully and in their entirety.

The Meeting is scheduled to be held in-person at 10:00 a.m. (Toronto time) on Friday, November 1, 2024 at Wildeboer Dellelce Place, 365 Bay Street, Suite 800, Toronto, Ontario, M5H 2V1. In order to be effective, the special resolution approving the Arrangement must be passed by (a) at least two-thirds of the votes cast by Givex Shareholders present in person or by proxy at the Meeting, and (b) a simple majority of the votes cast by Givex Shareholders (excluding the votes cast by certain Givex Shareholders as required by Multilateral Instrument 61-101 – *Protection of Minority Securityholders in Special Transactions*), present in person or by proxy at the Meeting. Following the Meeting, Givex will announce the voting results of the Meeting.

On October 1, 2024, the Ontario Superior Court of Justice (Commercial List) (the "**Court**") granted an interim order (the "**Interim Order**") providing for the calling and holding of the Meeting and certain other matters related to the Meeting and the Arrangement. A copy of the Interim Order is included in the Circular. Assuming that the conditions to the completion of the Arrangement are satisfied (including obtaining the requisite shareholder approval at the Meeting, the receipt of the final order of the Court approving the Arrangement and the satisfaction or waiver of other closing conditions customary in a transaction of this nature), it is expected that the closing of the Arrangement will occur on or about November 8, 2024.

Recommendation of the Board

The Arrangement was approved by the board of directors of Givex (the "**Board**") upon the unanimous recommendation of the special committee of the Board (the "**Special Committee**") after the Special Committee consulted with its legal and financial advisors, and based in part on the fairness opinion rendered by Canaccord Genuity Corp., as more particularly described in the Circular. The Board has unanimously determined that the Arrangement is in the best interests of Givex and is fair to Givex Shareholders. **Accordingly, the Board unanimously recommends that Givex Shareholders vote in favour of the Arrangement at the Meeting.**

Shareholder Assistance

Givex Shareholders who require assistance with the procedure for voting may contact Odyssey Trust Company toll free at 1-888-290-1175 (North America) or 1-587-885-0960 (outside North America), or by email at corp.actions@odysseytrust.com.

Advisors

Canaccord Genuity Corp. acted as exclusive financial advisor, and Wildeboer Dellelce LLP acted as legal counsel, to Givex. Torys LLP acted as legal counsel to the Special Committee.

Goldman Sachs & Co. LLC acted as exclusive financial advisor and Bennett Jones LLP acted as legal counsel to Shift4.

About Givex Corp.

Since 1999, Givex has provided technology solutions that unleash the full potential of engagement, creating and cultivating powerful connections that unite brands and customers. With a global footprint of 132,000+ active locations across more than 100 countries, Givex unleashes strategic insights, empowering brands through reliable technology and exceptional support. Givex's integrated end-to-end management solution provides Gift Cards, GivexPOS, Loyalty Programs and more, creating growth opportunities for businesses of all sizes and industries. Learn more about how to streamline workflows, tackle complex challenges and transform data into actionable insights at www.Givex.com.

Cautionary Note Regarding Forward Looking Statements

This press release contains forward-looking information within the meaning of applicable Canadian securities legislation, including relating to: the Arrangement (including the terms, timing, closing and conditions precedent thereto), the timing and receipt of the final order of the Court in respect of the Arrangement, the timing of receipt of the Meeting Materials, the timing of the Meeting, and the timing, receipt and nature of shareholder and Court approval for the Arrangement. Such forward-looking information necessarily involves known and unknown risks and uncertainties and assumptions. These risks, uncertainties and assumptions include, but are not limited to: the risk that the Arrangement will not be approved by Givex Shareholders; failure to, in a timely manner, or at all, obtain the necessary Court approval for the Arrangement and other customary risks associated with transactions of this nature (including with respect to the conditions precedent thereto). Therefore, forward-looking information should be considered carefully and undue reliance should not be placed on such information. Please note that forward-looking information in this news release reflects management's expectations as of the date hereof, and therefore is subject to change. Givex disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by law. Additional information on these and other factors that could affect Givex's operations and financial results are included in reports on file with Canadian securities regulatory authorities and may be accessed through the SEDAR+ website (www.sedarplus.ca) and at Givex's website (www.Givex.com).

For Additional Information:

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