

Creative Realities and Reflect Systems Provide Update on their Pending Merger and Adjourn Special Stockholder Meetings
January 28, 2022

LOS ANGELES, Jan. 28, 2022 (BusinessWire) – Creative Realities, Inc. (“Creative Realities,” or “CR”) (NASDAQ: CREX) and Reflect Systems, Inc. (“Reflect”) and together with CR, the “Companies”) leading providers of digital marketing solutions, provided an update on the status of the pending merger between the Companies and the special stockholder meetings of each Company held on January 28, 2022. CR has been working diligently with its current lender, Stageman Communications, LLC, and its financial advisor, A.G.P. Alliance Global Partners, to secure the capital necessary to consummate the pending merger of the Companies and have sufficient working capital for operation of the combined company after the merger through the consummation of one or more financings. Creative Realities stands in line with the Securities and Exchange Commission’s supplement to the joint proxy statement/prospectus filed on January 7, 2022 to, among other things, describe the terms of such financings in advance of the special stockholder meetings of the Companies. To provide the stockholders of Creative Realities and Reflect a reasonable time to review such supplement in advance of considering the approval of the Creative Realities Proposals and Reflect Proposals at the Creative Realities Meeting and Reflect Meeting, respectively, Creative Realities covered and immediately adjourned the Creative Realities Meeting without considering the Creative Realities Proposals on January 28, 2022, to be reconvened at 9 a.m. (Eastern Time) on February 15, 2022, and Reflect covered and immediately adjourned the Reflect Meeting without considering the Reflect Proposals on January 28, 2022, to be reconvened at 9 a.m. (Central Time) on February 15, 2022.



Reflect

About Creative Realities, Inc.

Creative Realities helps clients use the latest omnichannel technologies to inspire better customer experiences. CRH designs, develops and deploys consumer experiences for high-end enterprise level networks, and is actively providing recurring SaaS and support services across diverse vertical markets, including but not limited to Automotive, Advertising Networks, Apparel & Accessories, Convenience Stores, Food/Beverage/QSR, Gaming, Theater, and Stadium Venues. The Company has operations across North America with active installations in more than 10 countries.

About Reflect

Reflect provides powerful, cost-effective digital signage platforms and solutions, helping organizations to create compelling experiences that engage staff and keep customers coming back for more. Reflect supplies everything brands need, including strategy, creative services, robust content management and ad trafficking systems, and media sales, all backed by the market leading ReflectView and A&L ego software platforms.

Cautionary Note on Forward-Looking Statements

This communication contains “forward-looking statements” within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995. Forward-looking statements may relate to future results, strategy and plans of Creative Realities and Reflect (collectively, the “Companies”) including certain projections and business trends, and statements, which may be identified by the use of the words “plans,” “expects” or “does not expect,” “intends,” “is expected,” “will,” “may,” “believes,” “estimates,” “anticipates,” “looks forward to,” “believes,” or variations of such words and phrases or other similar actions, events or results. “May,” “could,” “should,” “might,” “possibly,” “will” or “will be based,” “could” or “the achievement.” Forward-looking statements are based on the approval and estimates of management of the Companies as of the date such statements are made, and they 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 statements. These risks and uncertainties include, but are not limited to, each Company’s respective financial and operating performance, general economic conditions, industry trends, legislative or regulatory requirements affecting the business in which it is engaged, management of growth, its business strategy and plans, the result of stock financing efforts, its dependence on key personnel, and the ability to raise any financing. Reflect has indicated not to issue annual reports until any forward-looking statements, which are required to appear in such forward-looking statements, are made only as of the date issued, and neither Company undertakes any obligation to update or revise the forward-looking statements, whether as a result of the information, future results or otherwise, except as required by law. Consummation of the proposed merger transaction between Creative Realities and Reflect (the “Proposed Transaction”) is subject to satisfaction of various closing conditions set forth in the Merger Agreement, including the accuracy of the parties’ representations and warranties, the performance of the parties’ covenants and obligations. Creative Realities and Reflect obtaining various approvals being sought from their respective stockholders. Creative Realities stands in line with the Securities and Exchange Commission’s supplement to the joint proxy statement/prospectus filed on January 7, 2022 to, among other things, describe the terms of such financings in advance of the special stockholder meetings of the Companies. To provide the stockholders of Creative Realities and Reflect a reasonable time to review such supplement in advance of considering the approval of the Creative Realities Proposals and Reflect Proposals at the Creative Realities Meeting and Reflect Meeting, respectively, Creative Realities covered and immediately adjourned the Creative Realities Meeting without considering the Creative Realities Proposals on January 28, 2022, to be reconvened at 9 a.m. (Eastern Time) on February 15, 2022, and Reflect covered and immediately adjourned the Reflect Meeting without considering the Reflect Proposals on January 28, 2022, to be reconvened at 9 a.m. (Central Time) on February 15, 2022.

Additional Information about the Merger and Where to Find It

In connection with the proposed registration of Reflect, Creative Realities has filed with the Securities and Exchange Commission a registration statement on Form S-4 that contains a combined joint proxy statement/prospectus.

WE URGE INVESTORS AND SECURITY HOLDERS TO READ THE REGISTRATION STATEMENT ON FORM S-4, THE JOINT PROXY STATEMENT/PROSPECTUS INCLUDED WITHIN THE REGISTRATION STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IN CONNECTION WITH THE PROPOSED TRANSACTION BECAUSE THESE DOCUMENTS DO AND WILL CONTAIN IMPORTANT INFORMATION ABOUT CREATIVE REALITIES, REFLECT, AND THE PROPOSED TRANSACTION.

Investors and security holders may obtain copies of these documents free of charge through the website maintained by the Securities and Exchange Commission at www.sec.gov or from Creative Realities at its website, <http://www.cri.com>. Documents filed with the Securities and Exchange Commission by Creative Realities will be available free of charge by directing a request by telephone or mail to Creative Realities, Inc., 12010 Magellan Drive, Suite 100, Louisville, KY 40223, phone: (502) 751-8800.

Participants in the Solicitation

Creative Realities, Reflect and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the shareholders of Creative Realities in connection with the Proposed Transaction. Certain information regarding the interests of these participants and a description of their direct and indirect interests, by security holdings or otherwise, is included in the joint proxy statement/prospectus relating to the Proposed Transaction. Creative Realities’ directors and executive officers beneficially own approximately 11.02% of Creative Realities’ common stock.

Disclaimers: Non-Solicitation

This communication shall not constitute an offer to purchase, nor a solicitation of an offer to sell, subscribe for or buy, any securities or the solicitation of any vote in any jurisdiction pursuant to the Merger or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in connection of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of the Securities Act of 1933, as amended.

SOURCE: Creative Realities, Inc.

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