

Strategic Acquisition of an NOC registered UAE entity and Placement

Highlights:

- **SRJ signs Share Purchase Agreement to acquire an NOC registered UAE entity for AED 1,055k (A\$~440k).**
- **The acquisition forms part of SRJ's targeted strategy to build direct contracting capability with major regional clients.**
- **A\$357k strategic placement completed to support completion of the acquisition and working capital**
- **SRJ is pursuing near-term joint venture opportunities to fast-track regional entry.**
- **Restructure initiatives underway, including workforce realignment and UAE relocation to improve cost base and client alignment.**

SRJ Technologies Group Plc (ASX: SRJ) ("SRJ" or "the Company") is pleased to announce the signing of a Share Purchase Agreement ("SPA") with Junhee Lee to acquire a UAE entity registered with a Middle Eastern National Oil Company ("NOC") ("Acquisition"), alongside the successful completion of a A\$357k strategic placement. These initiatives form a critical part of the Company's updated growth and restructure strategy targeting the high-opportunity Middle East region.

Strategic Execution Under New Leadership

Following the appointments of Kurt Reeves as CEO and George Gourlay as Chair, SRJ has adopted a clearly defined approach based on three concurrent strategic initiatives aimed at building a foundation for long-term success in the Middle East region and other high-growth markets:

- ***Initiative 1: Cost-Out & Restructure (in process)***
SRJ is implementing structural changes to streamline operations and support a shift in geographic focus. Cost savings of approximately £270K and £780K have been identified for FY25 and FY26 (respectively).
- ***Initiative 2: Strategic Acquisition (executed)***
Completion of the Acquisition will deliver the platform to contract directly with a regional NOC and major regional clients—significantly advancing SRJ's commercial capability in the region.
- ***Initiative 3: Joint Venture opportunities (in process)***
SRJ is progressing joint ventures (JVs) with regional NOC registered partners, targeting near-term contracts to establish a regional track record and drive early revenue.

The overarching goal is to establish SRJ as a trusted, embedded Asset Integrity Maintenance (AIM) partner across the UAE, Saudi Arabia, Qatar, and the UK, underpinned by recurring revenues and long-term customer relationships.

Acquisition Enabling Direct Contracting and

SRJ has entered into a binding SPA to acquire First Avenue General Contracting – Sole Proprietorship LLC (**Target**), a UAE entity registered with a regional NOC that holds pre-qualifications relevant to SRJ's business for AED 1,055,000 (A\$~440,000).

NOC registration is a necessary credential to contract directly with the NOC and its subsidiaries—key stakeholders in the region's energy infrastructure market. Regional NOC registration is granted after a rigorous assessment of technical, safety, financial, and operational standards. Management are of the opinion that acquiring a pre-registered entity represents the most expedient and effective route to market. Completion of this acquisition will secure:

- A pathway to direct access to NOC tenders and regional client engagement;
- A fast-tracked capability to deliver on strategic commercial opportunities in the Middle East.

In conjunction with the JV strategy, the Acquisition forms part of SRJ's targeted strategy to build direct contracting capability with major regional clients. Over time, SRJ aims to deliver its ACE and BoltEx® technologies, along with engineering and project management services, directly to end customers—improving project economics and margin capture by reducing reliance on intermediaries.

Kurt Reeves, CEO of SRJ, commented:

"This acquisition represents a pivotal step in the execution of SRJ's revised strategy. It provides the commercial and operational gateway required to deliver our solutions directly to high-value clients across the Middle East. Alongside our pursuit of joint venture opportunities, it positions SRJ to accelerate market penetration and build long-term shareholder value."

Completion of the Acquisition is subject to customary conditions precedent. Key terms of the SPA are detailed below.

No immediate revenue is expected from the Acquisition. The Target is currently not actively trading and is targeted to be fully operational for direct contracting by FY26.

Placement Funding to support acquisition completion

SRJ has completed a A\$356.6k placement to new and existing shareholders at A\$0.004 per share, utilising capacity under ASX Listing Rule 7.1. Proceeds from the placement will be directed towards to support completion of the acquisition and working capital.

SRJ will hold its Extraordinary General Meeting (EGM) on 25 July 2025 to seek shareholder approval for an increase in Authorised Share Capital in preparation for an entitlement offer to raise further funds to execute its new strategy. Further details of the Company's strategic review outcomes will be presented in the offering documents for the entitlement offer.

George Gourlay, Chair of SRJ, stated:

"The acquisition and capital raise are critical steps in reshaping SRJ's regional footprint. We are creating a leaner, more agile business with the capabilities and credentials needed to succeed in the Middle East. This is a decisive move to unlock long-term growth."

Restructure and Strategic Alignment

The Company has commenced execution of its revised operating model, including headcount reductions, relocation of its operational base and manufacturing to the UAE, and realignment of resources to support regional delivery. These changes are designed to reduce costs, support local content requirements, and improve execution efficiency with key customers.

SRJ continues to advance joint venture arrangements with regional NOC registered parties, targeting 2–5 year maintenance and service contracts as part of its broader commercial strategy.

Key Terms of SPA:

The SPA contains customary terms and conditions for a transaction of this nature, including:

- A set of conditions precedent to completion including:
 - the Seller having obtained all governmental, regulatory and corporate approvals and authorisations required for the transfer of the shares of the Target including renewal of any licences or registrations required to operate lawfully;
 - the NOC providing a no-objection certificate or written consent to the transfer of the Target to SRJ;
 - confirmation of the Target's dormant status and ability to reinstate to active status;
 - completion of confirmatory due diligence to SRJ's satisfaction;
 - no order, judgement or decision prohibiting or restricting the transaction being issued (and remaining in force); and
 - there being no material liabilities, debts, obligations or liabilities in the Target.
- Warranties from the Seller as to customary matters including ownership of the shares, absence of encumbrances, compliance with laws, no litigation or outstanding judgements and the status of the Company.
- Warranties from the Buyer regarding capacity, authority, and payment of the purchase price.
- Undertakings to cooperate in the registration and formalisation of the transfer with the UAE government.

Completion of the Acquisition will occur five business days following the satisfaction or waiver of the conditions precedent (by the agreed long-stop date). Completion is expected to occur in August 2025. If the conditions are not satisfied or waived by SRJ by the long stop date, either party may terminate the SPA without liability (other than for prior breaches). The transaction is governed by the laws of the United Arab Emirates as applied in the Emirate of Abu Dhabi, with exclusive jurisdiction of the UAE courts.

– Ends –

This announcement has been authorised for release by the Board.

FOR FURTHER INFORMATION PLEASE CONTACT

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ABOUT SRJ TECHNOLOGIES

SRJ delivers a range of asset integrity products, consulting services and solutions to the energy and maritime industries.

Remote inspection services are provided utilising advanced robotics and custom UAV technologies. SRJ's specialised consulting services and range of containment management solutions enable customers to assure the integrity of new and ageing assets subject to ever more demanding regulatory pressures.

By providing advanced robotic and UAV systems, ACE (an SRJ Group company) is revolutionising asset inspection in terms of minimising human risk and providing accurate and repeatable inspection data. ACE is able to inspect the previously un-inspectable, delivering asset integrity assurance and management to the Energy and Marine industries. ACE has achieved accreditation with all the major Marine Class Societies.

SRJ's consulting expertise covers all areas of the asset integrity management value chain. Understanding the integrity risks our customers face generates high margin revenues and provides visibility of future product/solution needs particularly as assets degrade with age but require safe and efficient life extension.

SRJ's range of asset integrity products and solutions have gained industry approval across the energy sector and are now in use across the world. SRJ's products are designed to maintain and assure the integrity of pressure containment systems and therefore play an important role in the overall integrity of operating facilities.

Using pre-qualified service providers and manufacturers local to customer, SRJ is geolocation flexible and able to deliver a range of high quality, agile and cost-conscious solutions globally.

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