

4 August 2025

## FULLY UNDERWRITTEN RIGHTS ISSUE TO RAISE UP TO \$2.5 MILLION

Activeport Group Ltd (“ATV” or “the Company”) is pleased to announce that it has lodged a prospectus with ASIC (“Prospectus”) in respect of a fully underwritten 1 for 2.75 non-renounceable rights issue (“Rights Issue”) at 1 cent per share to raise up to approximately \$2.5 million (before costs). For every 2 new shares subscribed, eligible shareholders will receive 1 free attaching new option with an exercise price of 2 cents, expiring on 30 November 2028.

### Highlights:

- 1 for 2.75 Renounceable Rights Issue to raise up to \$2.5 million
- Attractively priced at 1 cent per share and fully underwritten, a discount of 28.6% to the last traded price of 1.4 cents
- With every 2 New Shares, shareholders receive 1 free attaching new Option having an exercise price of 2 cents, term of approximately 3 years
- Funds to be used for working capital to accelerate growth.

This Rights Issue is fully underwritten by Alpine Capital Pty Ltd (“Alpine”) and GBA Capital Pty Ltd (“GBA”) who have also been appointed as joint lead managers to the Rights Issue.

### Rights Issue Details

The company is undertaking non-renounceable entitlement offer of 1 fully paid ordinary shares in the capital of the Company (“Share”) for every 2.75 Shares held at an issue price of \$0.01 per Share, together with 1 free-attaching option for every 2 Shares applied for and issued, exercisable at \$0.02 on or before 30 November 2028 (“New Options”).

Only shareholders registered in Australia, New Zealand, Hong Kong, Gibraltar or Singapore will be eligible to participate in the Rights Issue (“Eligible Shareholders”).

The Prospectus is expected to be dispatched to Eligible Shareholders on Monday, 11 August 2025 as set out in the timetable below and in Section 1 of the Prospectus. A copy of the Prospectus is available on the Company’s website and ASX platform.

The Rights Issue is fully underwritten by Alpine Capital Pty Ltd (ACN 155 409 653) (AFSL 422 477) and GBA Capital Pty Ltd (ACN 643 039 123) (authorised representative of GBA Capital Holdings (AFSL 544 680)) (together the “Joint Underwriters”), subject to certain terms and conditions pursuant to an underwriting agreement as summarised in Section 6.4 of the Prospectus.

The Company has agreed to pay Joint Underwriters for these services:

- a) a management fee of 2.5% (plus GST) of the total gross amount raised under the Rights Issue; and
- b) an underwriting fee of 4% (plus GST) of the total gross amount raised under the Rights Issue.

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In addition, the Company has agreed to issue the Joint Lead Managers (or their nominee(s)) 49,961,970 New Options, subject to the receipt of shareholder approval.

The Joint Underwriters have entered into a number of sub-underwriting agreements in relation to the Rights Issue with various non-related parties of the Company who have agreed to sub-underwrite the Rights Issue (“Sub-Underwriting Agreements”). This includes a Sub-Underwriting Agreement with substantial shareholder of the Company, MWP Partners Limited (“MWP”), for \$558,281.06, which is in addition to MWP’s Entitlement of 44,171,894 Shares (equivalent to \$441,718.94) for a total of \$1,000,000 which MWP have committed to the Rights Issue. On completion of the Rights Issue MWP may increase its voting power to 23.62%.

Any fractional entitlements arising from the Rights Issue will be rounded down. Shares issued will rank equally with existing Shares on issue on the record date. Share entitlements are non-renounceable and will not be tradeable on the ASX or otherwise transferable.

Shareholders who do not take up all or any part of their entitlement will not receive any payment or value in respect of the entitlement not taken up and their equity interest in the Company will be diluted.

Applications for Shares under the Rights Issue may only be made by completing the Application Form which accompanies the Prospectus. Shareholders eligible to participate in the Rights Issue should read the Prospectus carefully and consult professional advisers as necessary.

The Rights Issue also includes a shortfall facility under which Eligible Shareholders that have taken up their full entitlement under the Rights Issue can apply to take up additional Shares in excess of their pro rata entitlement (“Shortfall Offer”). The Shortfall Offer is a separate offer made pursuant to the Prospectus and will close on the same date as the Rights Issue. The Shares issued under the Shortfall Offer will have the same terms as those issued under the Rights Issue. The issue of Shares under the Shortfall Offer to any Eligible Shareholder is at the discretion of the directors in conjunction with the Joint Underwriters. No applicant under the Shortfall Offer has any assurance of being allocated all or any Shares applied for.

### Use of Funds

The funds raised from the Rights Issue are intended to be applied in accordance with the table set out below:

Allocation	AUD	%
Business Development	500,000	20%
Delivery & Support	400,000	16%
Product Development	510,000	21%
Corporate & Admin	203,098	8%
Loan Repayment	675,000	27%
Expenses of the Rights Issue	210,000	8%
<b>Total</b>	<b>\$2,498,098</b>	<b>100</b>

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On completion of the Rights Issue, the Board believes the Company will have sufficient working capital to achieve its stated objectives. In addition, it should be noted that the Company's budgets and forecasts will be subject to modification on an ongoing basis depending on the results achieved from its business activities and operations. The above expenditure of proceeds is indicative only and may change according to circumstances prevailing at the time.

Lodgement of Prospectus and Appendix 3B with ASX	Monday, 4 August 2025
Ex date	Wednesday, 6 August 2025
Record Date for determining Entitlements as at 5:00pm (WST)	Thursday, 7 August 2025
Rights Issue opening date, Prospectus sent out to Shareholders and Company announces this has been completed	Monday, 11 August 2025
Last day to extend the Closing Date	Tuesday, 19 August 2025
Closing Date of the Rights Issue and Shortfall Offer as at 3:00pm (WST)*	Friday, 22 August 2025
Securities quoted on a deferred settlement basis	Monday, 25 August 2025
ASX, Underwriters and Sub-Underwriter notified of under subscriptions	Monday, 25 August 2025
Underwriters/Sub-Underwriters subscribe under terms of Underwriting Agreement	Monday, 25 August 2025
Issue date and lodgement of Appendix 2A with ASX applying for quotation of the Securities	Friday, 29 August 2025
Quotation of Securities issued under the Rights Issue	Monday, 1 September 2025

Notes:

\* Subject to the ASX Listing Rules, the Corporations Act and other applicable laws, the Company's Board reserves the right to modify all dates, including the Closing Date. The Directors may extend the Closing Date by giving at least 3 Business Days' notice to ASX prior to the Closing Date. Accordingly, the date the Shares are expected to commence trading on ASX may vary.

Further details of the Rights Issue, including details on how to accept and the key risks of the Rights Issue together with a summary of the key terms of the underwriting agreement including the termination events, are set out in the Prospectus.

**About Activeport**

Activeport develops software for telecommunications providers and data centre operators. Activeport's orchestration software cloud-enables traditional network infrastructure to improve the customer experience using self-service portals to automate service provisioning, accelerate 'time to live' for new services and enable flexible pay-per-use consumption. Activeport offers comprehensive orchestration features covering last mile, core network, data centre infrastructure and GPU's for cloud gaming and AI.

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*This announcement has been authorised for release by the Board of Activeport Group Ltd.*

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