

2 September 2025

Entitlement Offer Despatch of Letter to Ineligible Shareholders

On 27 August 2025, **archTIS Limited (ASX:AR9, OTCQB:ARHLF)** (“archTIS” or the “**Company**”) announced a fully underwritten accelerated non-renounceable entitlement offer of one fully paid ordinary share in the capital of the Company (**Share**) for every three Shares held at an issue price of \$0.15 per Share to raise up to approximately A\$16,962,849 (**Entitlement Offer**).

Attached is a sample of the letter that will be sent to shareholders of the Company who are ineligible to participate in the retail component of the Entitlement Offer, being those retail shareholders whose registered address is outside Australia or New Zealand.

Shareholders can contact the share registry, Automic Group on 1300 288 664 or +61 2 9698 5414 (outside Australia) between 8:30am and 7:00pm (AEST) Monday to Friday or on their corporate action email address (corporate.action@automic.com.au) for more information.

-ENDS-

Authorised for issue by Daniel Lai, Managing Director.

For further information, please contact:

Company Enquiries

Daniel Lai
CEO and Managing Director, archTIS
E: investors@archtis.com

Irena Mroz
CMO, archTIS
E: irena.mroz@archtis.com

Media enquiries

Jane Morgan
Jane Morgan Management
Investor & Media Relations
E: jm@janemorganmanagement.com.au

archTIS Interactive Investor Hub

<https://investors.archtis.com/>

The archTIS Investor Hub is an online portal for investors to read and interact with our announcements and updates. You can ask questions and add comments, which our team can respond to where possible.

For personal use only

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About archTIS Limited

archTIS Limited (ASX:AR9, OTCQB:ARHLF) is a global provider of data-centric software solutions for the secure collaboration of sensitive information. The Company's award-winning information security solutions protect the world's most sensitive content in government, defence, supply chain, enterprises and regulated industries through attribute-based access and control (ABAC) policies. Products include archTIS Trusted Data Integration to simplify the complexity of structured data integration and security at scale; Kojensi, a multi-government certified platform for the secure access, sharing and collaboration of sensitive and classified information; and NC Protect for enhanced information protection for file access and sharing, messaging and emailing of sensitive and classified content across Microsoft 365 apps, SharePoint on-premises, NetApp ONTAP, Nutanix Files and Windows file shares.

For more information visit archtis.com or follow [@arch_tis](https://twitter.com/arch_tis) on X.

IMPORTANT NOTICES

This release is for information purposes only and is not a financial product or investment advice or a recommendation to acquire Shares (nor does it or will it form any part of any contract to acquire Shares) or accounting, legal or tax advice. The information in this release is in summary form and does not contain all the information necessary to fully evaluate the Entitlement Offer or any potential investment in the Company. It should be read in conjunction with the Company's other periodic and continuous disclosure announcements lodged with ASX. This release has been prepared without considering the objectives, financial or tax situation or needs of individuals. Before making an investment decision, prospective investors should consider the appropriateness of the information having regard to their own objectives and financial situation and needs, and seek legal, financial and taxation advice appropriate for their jurisdiction. The Company is not licensed to provide financial product advice in respect of an investment in securities.

NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES

This announcement has been prepared for publication in Australia and may not be released or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States or in any other jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. The Shares have not been, nor will be, registered under the U.S. Securities Act of 1933 (**U.S. Securities Act**) or the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, in the United States or to any person acting for the account or benefit of any person in the United States (to the extent such person is acting for the account or benefit a person in the United States), except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act and applicable securities laws in any state or other jurisdiction of the United States.

2 September 2025

Dear Shareholder

ARCHTIS LIMITED – ACCELERATED PRO-RATA NON-RENOUNCEABLE INSTITUTIONAL AND RETAIL ENTITLEMENT OFFER

As announced on 27 August 2025, archTIS Limited (ACN 123 098 671) (**Company**) is undertaking a fully underwritten accelerated non-renounceable entitlement offer of one fully paid ordinary share in the capital of the Company (**Share**) for every three Shares held at an issue price of \$0.15 per Share (**Offer Price**) to raise up to approximately A\$16,962,849 (**Entitlement Offer**).

Concurrently with the Entitlement Offer, the Company also announced a placement to institutional investors at the Offer Price to raise approximately \$3.5 million (**Placement**, together with the Entitlement Offer, the **Offer**).

The Entitlement Offer is being made by the Company in accordance with section 708AA of the Corporations Act 2001 (**Corporations Act**) as modified by the ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84, meaning that no prospectus or other disclosure document needs to be prepared.

The Entitlement Offer is fully underwritten by Canaccord Genuity (Australia) Limited (ACN 075 071 466) and Henslow Pty Ltd (ACN 605 393 137) (**Underwriters**).

The proceeds of the Offer will be used to fund the consideration payable in respect of the acquisition of the assets of Spirion LLC (**Spirion Acquisition**), employee incentive schemes, cross-sell opportunities & marketing, technology & project development, integration, working capital and costs of the Spirion Acquisition and the Offer. Further details are set out in the investor presentation and ASX announcement released to the ASX on 27 August 2025.

This letter has been sent to you to inform you about the Entitlement Offer and to explain why you are ineligible to subscribe for Shares under the Entitlement Offer. This letter is not an offer to issue Shares to you, nor an invitation for you to apply for Shares. **You are not required to do anything in response to this letter but there may be financial implications for you as a result of the Entitlement Offer that you should be aware of.**

Details of Entitlement Offer

The Entitlement Offer comprises an institutional component (**Institutional Entitlement Offer**) and an offer to Eligible Retail Shareholders (as defined below) to participate on the same terms (**Retail Entitlement Offer**).

The Institutional Entitlement Offer has already closed, and the results were announced to ASX on Thursday, 28 August 2025. The Retail Entitlement Offer opens on Tuesday, 2 September 2025 and is expected to close on Thursday, 11 September 2025.

The Retail Entitlement Offer provides Eligible Retail Shareholders (defined below) with the opportunity to subscribe for one Share for every three Shares held as at 5:00pm (AEST) on Friday, 29 August 2025 (**Record Date**) at the Offer Price of \$0.15 per Share.

A retail offer booklet in relation to the Retail Entitlement Offer was given to ASX today (**Offer Booklet**) and will be made available to Eligible Retail Shareholders (defined below).

The Entitlement under the Retail Entitlement Offer is non-renounceable and will not be tradeable on the ASX or otherwise transferrable. Eligible Retail Shareholders who do not take up their Entitlement in full will not receive any value in respect of the Entitlement they do not take part and if they do not take up any or part of their Entitlements pursuant to the Retail Entitlement Offer they will be diluted.

Eligibility to Participate in the Retail Entitlement Offer

The Company has determined, pursuant to ASX Listing Rule 7.7.1(a) and section 9A(3)(a) of the Corporations Act, that it would be unreasonable to make offers to shareholders in countries other than Australia or New Zealand in connection with the Retail Entitlement Offer, having regard to:

- (a) the relatively small number of shareholders in the other jurisdictions where the Retail Entitlement Offer would be made;
- (b) the number and value of Shares for which such shareholders would otherwise have been entitled; and
- (c) the costs of complying with the legal and regulatory requirements in each jurisdiction where the Retail Entitlement Offer would be made.

Eligible Retail Shareholders are those Shareholders who at 5:00pm (AEST) on the Record Date:

- (a) are registered as a holder of a Share as at 5:00 pm (AEST) on the Record Date;
- (b) have a registered address in Australia or New Zealand as recorded on the Company's share register at the Record Date;
- (c) are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent they are holding Shares for the account or benefit of such person in the United States);
- (d) were not invited to participate (other than a nominee, in respect of underlying holdings) under the Institutional Entitlement Offer and were not being treated as an ineligible institutional shareholder under the Institutional Entitlement Offer; and
- (e) are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

Unfortunately, according to our records, you did not satisfy the eligibility criteria for an Eligible Retail Shareholder stated above. Accordingly, in compliance with ASX Listing Rule 7.7.1(b) and section 9A(3) of the Corporations Act, the Company wishes to advise you that it will not be extending the Retail Entitlement Offer to you, and you will not be able to subscribe for Shares under the Retail Entitlement Offer. In addition, the documents relating to the Retail Entitlement Offer will not be made available to you.

As the Retail Entitlement Offer is non-renounceable, entitlements in respect of any Shares that would have been offered to you if you were an Eligible Retail Shareholder will lapse, and you will not receive any payment or value for those entitlements. Entitlements are not tradeable on ASX or otherwise transferable.

Further Information

If you require further assistance in relation to the details of the Entitlement Offer, please do not hesitate to contact the Company's share registry, Automic Group on 1300 288 664 (within Australia) or +61 2 9698 5414 (from outside Australia) at any time between 8:30am to 7:00pm (AEST), Monday to Friday, or by email at corporate.actions@automicgroup.com.au during the Offer Period. For other questions, you should consult your broker, solicitor, accountant, financial adviser, or other professional adviser.

Yours sincerely



Daniel Lai
Managing Director

Important Notices

This letter is not a prospectus or offering document under Australian law or under any other law. It is for information purposes only and does not constitute or form part of an offer, invitation, solicitation, advice or recommendation with respect to the issue, purchase or sale of any Shares. This letter does not constitute financial product advice and does not take into account the investment objectives, financial situation or needs of any particular investor. This letter does not and will not form part of any contract for the acquisition of Shares.

In particular, this letter does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States or any other jurisdiction in, or to any person to whom, which such an offer would be illegal. The Shares have not been, nor will be, registered under the U.S. Securities Act of 1933 (**Securities Act**), nor under the securities laws of any state or other jurisdiction of the United States. Accordingly, the Shares may not be offered or sold, directly or indirectly, to persons in the United States or to persons acting for the account or benefit of a person in the United States (to the extent such persons hold Shares and are acting for the account or benefit of a person in the United States), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any other applicable securities laws of any state or other jurisdiction of the United States.

IMPORTANT NOTICE TO NOMINEES: Because of legal restrictions, you must not send copies of this letter nor any material relating to the Entitlement Offer to any of your clients (or any other person) in the United States or any other person acting for the account or benefit of persons in the United States or to any person in any other jurisdiction outside of Australia and New Zealand. Failure to comply with these restrictions may result in violations of applicable securities laws. The provision of this document is not, and should not be considered as, financial product advice. The information in this document is general information only, and does not take into account your individual objectives, taxation position, financial situation or needs. If you are unsure of your position, please contact your accountant, tax adviser, stockbroker or other professional adviser.