

ASX Announcement | 16 September 2025 Assetora Limited

Binding Share Subscription Agreement for \$3.0 million Private Placement from CloudTech

- **\$3.0m private placement secured via binding Share Subscription Agreement.**
- **Two tranches:**
 - **\$500k on execution**
 - **\$2.5m on filing of satisfactory audited reports and ASX reinstatement subject to ASX approval.**
- **Strengthens Assetora's balance sheet to support growth initiatives**

Assetora Limited (ASX: AOH) ("Assetora" or the "Company") is pleased to announce that it has signed a binding Share Subscription Agreement with leading Australian digital asset ecosystem provider CloudTech Group Pty Ltd ("CloudTech") in respect of a \$3 million Share placement across two tranches ("Share Subscription").

The key terms of the Share Subscription are as follows:

- **Tranche 1 Share Subscription**

The Tranche 1 Share Subscription is an unconditional placement of approximately 3,571,429 Shares at an issue price of \$0.14 each (for a total subscription of \$500,000). Tranche 1 is scheduled to complete two business days following the date of the Share Subscription Agreement ("Tranche 1 Completion Date").
- **Tranche 2 Share Subscription**

The Tranche 2 Share Subscription is a conditional placement for an additional subscription by CloudTech of Shares to the value of A\$2,500,000. Tranche 2 is conditional upon the completion of Tranche 1, the Company filing satisfactory audited FY25 annual financial reports by no later than 30 September 2025, the Company filing FY25 audited financial reports and a compliance plan report for the DomaCom Fund by no later than 30 November 2025 and the Company's reinstatement to trading on the Australian Securities Exchange ("ASX") subject to ASX approval. The conditions precedent to the Tranche 2 Share Subscription must be satisfied or waived (by CloudTech in its sole discretion) by no later than 11 February 2026. The Tranche 2 Subscription Shares will be issued at the lower of \$0.14 per Share and the average 5 daily VWAPs of trading in the Company's Shares immediately prior to the Tranche 2 Completion Date (being 6 trading days following satisfaction or waiver of the conditions precedent).

The funds will be applied towards Assetora's current and planned growth initiatives, including the expansion of its investment platform and new fund launches.

The Share Subscription Agreement contains standard representations and warranties for an agreement of this nature and ordinary obligations and prohibitions in respect of the conduct of the Company up to the Tranche 2 Share Subscription completion date.

The total shares will be issued without prior shareholder approval pursuant to ASX listing rule 7.1 under the company's 15% placement capacity.

In addition, CloudTech holds the right of termination should the Company be subject to an insolvency event or any of the warranties not be correct in a material respect.

As part of the Share Subscription Agreement, the Company has also agreed on and from completion of Tranche 1, to grant CloudTech a participation right in respect of future debt and equity proposed to be raised by the Company (“Participation Right”).

The participation right in respect of debt provides CloudTech with the right (but not the obligation) to meaningfully participate in any future lending or debt obtained by the Company group on the same terms offered to or by third-party financiers.

The participation right in respect of equity provides, subject at all times to the ASX Listing Rules and any policy or guidance published or notified by ASX from time to time, that the Company will give CloudTech a reasonable opportunity to participate in future equity offers (subject to certain excluded issues of equity securities, such as the issue of equity securities under an employee incentive scheme) on equivalent terms to other subscribers.

The Participation Right will cease if the Subscriber does not hold at least the Tranche 1 Subscription Shares and will otherwise terminate on the date that is two years from the Tranche 1 Completion Date.

Assetora Chairman, Giuseppe Porcelli, commented:

“This strategic investment from CloudTech is a strong vote of confidence in Assetora’s vision and growth trajectory. It provides additional flexibility to accelerate the execution of our pipeline of opportunities while maintaining prudent capital management.”

CloudTech Founder, Kevin Chen, said:

“We see tremendous potential in Assetora’s platform and management team. This investment aligns with CloudTech’s strategy of supporting innovative, scalable businesses in the financial services sector. We look forward to working closely with Assetora as it delivers on its growth plans.”

Authorised for release by the Board of Assetora Limited

For further information, please contact:

Darren Younger
Chief Executive
dy@assetora.com