

14 October 2025

Dear Shareholder,

ANNUAL GENERAL MEETING – NOTICE AND PROXY FORM

Notice is hereby given that the Annual General Meeting ('Meeting') of Shareholders of archTIS Limited ('Company') will be held online by Virtual Meeting Facility, at 9:30am (AEDT) on Friday, 14 November 2025.

The Notice is available on the Company's ASX Announcement Platform at www2.asx.com.au (ASX:AR9). Hard copies of the Notice of Meeting are also available by request to the Company Secretary.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant, or other professional adviser.

Personalised proxy forms will be posted to all shareholders, unless you have elected to receive communications by email, in which case your personalised proxy form will be emailed to you.

All Shareholders are encouraged to participate in the Meeting by:

- (a) attending and voting at the Meeting via the Virtual Meeting Facility on Friday, 14 November 2025 at 9:30am (AEDT);
- (b) voting prior to the Meeting by lodging your proxy instructions by no later than 48 hours prior to the Meeting (by 9:30am (AEDT) on Wednesday, 12 November 2025) by lodging a proxy form either:
 - o online at: <https://investor.automic.com.au/#/loginsah>; or
 - o by post to: Automic, GPO Box 5193, Sydney, NSW, 2001; or
 - o in person to: Automic, Level 5, 126 Phillip Street, Sydney, NSW, 2000; or
 - o by email to: meetings@automicgroup.com.au; or
 - o by any other means permitted on the proxy form; and/or
- (c) lodging questions in advance of the Meeting by emailing the questions to Eryln Dawson, Company Secretary at eryln@azc.com.au, by no later than 12 November 2025.

If you are a shareholder, please follow the below step-by-step process to be able to access, vote and ask questions at the meeting:

1. Open your internet browser and go to investor.automic.com.au.
2. Login with your username and password or click "**register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting.**
3. After logging in, a banner will appear at the bottom of your screen when the Meeting is open for registration. Click "**Register**". Alternatively, select Meetings from the left-hand menu.
4. Click on "**Join Meeting**" and follow the prompts.

5. Once the Chair of the Meeting has declared the poll open for voting, select the “**Voting**” dropdown menu on the right-hand side of your screen.
6. Select either the ‘**Full**’ or ‘**Allocate**’ option to access your electronic voting card.
7. Follow the prompts to record your voting direction for each resolution and click “**Submit votes**”. For allocated votes, the number of votes submitted must not exceed your remaining available units. *Important: Votes cannot be amended once submitted.*

For further information on the live voting process please see the Registration and Voting Guide at <https://www.automicgroup.com.au/virtual-agms/>.

If you have any difficulties obtaining a copy of the Notice, or for any other relevant information please contact the Company Secretary on +61 8 9389 3125 or erlyn@azc.com.au.

Authorised for release by the Board of archTIS Limited.

Yours sincerely,



Erlyn Dawson
Joint Company Secretary
archTIS Limited

For personal use only

ARCHTIS LIMITED
ACN 123 098 671
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 9:30AM (AEDT)
DATE: 14 November 2025
PLACE: Virtual Meeting

The business of the Meeting affects your shareholding and your vote is important.

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00pm (AEDT) on 12 November 2025.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2025."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

3. RESOLUTION 2 – ELECTION OF A DIRECTOR - DR MARCUS THOMPSON

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 14.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Dr Marcus Thompson, a Director who was appointed casually on 11 December 2024, retires, and being eligible, is elected as a Director."

4. RESOLUTION 3 – RE-ELECTION OF A DIRECTOR - DR MILES JAKEMAN

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 14.2 of the Constitution and for all other purposes, Dr Miles Jakeman, a Director, retires by rotation, and being eligible, is re-elected as a Director."

5. RESOLUTION 4 – APPROVAL OF 7.1A MANDATE

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER THE JULY PLACEMENT

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 21,074,302 Shares to the July Placement Participants on the terms and conditions set out in the Explanatory Statement."

7. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER THE JULY PLACEMENT

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 28,925,698 Shares to the July Placement Participants on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER THE AUGUST PLACEMENT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 23,333,334 Shares to August Placement Participants on the terms and conditions set out in the Explanatory Statement."

9. RESOLUTION 8 – APPROVAL TO ISSUE RESTRICTED STOCK UNITS TO SPIRION EMPLOYEES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 5,755,842 Restricted Stock Units to the Spirion Employees (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

10. RESOLUTION 9 – APPROVAL TO ISSUE OPTIONS TO DR MARCUS THOMPSON

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 3,412,969 Options to Dr Marcus Thompson (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

11. RESOLUTION 10 – APPROVAL TO ISSUE OPTIONS TO MR DANIEL LAI

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 169,394 Options to Mr Daniel Lai (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

12. RESOLUTION 11 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO MR DANIEL LAI

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 846,966 Performance Rights to Mr Daniel Lai (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

13. RESOLUTION 12 – ADOPTION OF GLOBAL INCENTIVE PLAN

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to issue up to maximum of 47,567,469 Securities under the employee incentive scheme titled "Global Incentive Plan", on the terms and conditions set out in the Explanatory Statement."

Dated: 14 October 2025

Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons: (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member. However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either: (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Resolution 9 – Approval to issue Options to Dr Marcus Thompson	A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:
Resolution 10 – Approval to issue Options to Mr Daniel Lai	(a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and
Resolution 11 – Approval to issue Performance Rights to Mr Daniel Lai	(b) the appointment does not specify the way the proxy is to vote on this Resolution.
Resolution 12 – Adoption of Global Incentive Plan	However, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

Resolution 4 – Approval of 7.1A Mandate	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 5 – Ratification of prior issue of Shares under the July Placement	The July Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 6 – Ratification of prior issue of Shares under the July Placement	The July Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 7 – Ratification of prior issue of Shares under the August Placement	The August Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 8 – Approval to issue Restricted Stock Units to Spirion Employees	The Spirion Employees (or their nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 9 – Approval to issue Options to Dr Marcus Thompson	Dr Marcus Thompson (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 10 – Approval to issue Options to Mr Daniel Lai	Daniel Lai (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 11 – Approval to issue Performance Rights to Mr Daniel Lai	Daniel Lai (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 12 – Adoption of Global Incentive Plan	A person who is eligible to participate in the Plan or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- For personal use only
- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
 - (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
 - (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

In accordance with the Company's Constitution, the Directors have elected to hold the Meeting virtually and therefore Shareholder will not be able to physically attend the Meeting in person.

Accordingly, the Directors strongly encourage all Shareholders to either lodge a directed proxy form prior to the Meeting or attend and vote online at the Virtual Meeting.

Voting online via Virtual Meeting

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic where shareholders will be able to watch, listen, and vote online.

To access and vote at the virtual meeting:

- Open your internet browser and go to **investor.automic.com.au**
- Login with your username and password or click "**register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**
- After logging in, a banner will appear at the bottom of your screen when the Meeting is open for registration. Click on "**Register**". Alternatively, select Meetings from the left-hand menu.
- Click on "**Join Meeting**" and follow the prompts.
- When the Chair of the Meeting declares the poll open, select the "**Voting**" dropdown menu on the right-hand side of your screen.
- Select either the "**Full**" or "**Allocate**" option to access your electronic voting card.
- Follow the prompts to record your voting direction for each resolution and click "**Submit votes**". For allocated votes, the number of votes submitted must not exceed your remaining available units. **Important: Votes cannot be amended once submitted.**

For further information on the live voting process please see the Registration and Voting Guide at <https://www.automicgroup.com.au/virtual-agms/>.

You may still attend the Meeting and vote at the Virtual Meeting even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance at the Virtual Meeting will not revoke your proxy appointment unless you actually vote at the meeting for which the proxy is proposed to be used, in which case, the proxy's appointment will be deemed to be revoked with respect to voting on that resolution.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 9389 3125.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.archtis.com.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report to be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

3. RESOLUTION 2 – ELECTION OF A DIRECTOR - DR MARCUS THOMPSON

3.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Dr Marcus Thompson, having been appointed by other Directors on 11 December 2024 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

Further information in relation to Dr Thompson is set out below.

Qualifications, experience and other material directorships	<p>Dr Marcus Thompson is a retired Major General who served 34 years in the Australian Army. Graduating from the Royal Military College in 1988, Dr Thompson was allocated to the Royal Australian Corps of Signals. He served in a variety of command, regimental and Special Operations appointments including: Command of the 3rd Combat Signal Regiment; secondment to the Department of the Prime Minister and Cabinet as the Senior Advisor Defence Policy and Operations; Director General Special Operations Capability; Commander 6th Brigade; and deployments to East Timor, Iraq, and Afghanistan. His final appointment was as the inaugural Head of Information Warfare for the Australian Defence Force.</p> <p>Dr Thompson holds a Bachelor of Electrical Engineering with honours from the University of New South Wales, a Bachelor of Business from the Royal Melbourne Institute of Technology, a Master of Defence Studies from the University of Canberra, a Master of Strategic Studies from Deakin University, and a PhD in Cyber Security from the University of New South Wales. He was appointed a Member of the Order of Australia in the 2014 Queen's Birthday Honours List.</p> <p>Since leaving the Australian Army, Dr Thompson has founded Cyber Compass Pty Ltd, an independent advisory focused on improving cyber security and developing sovereign Australian capability. He has worked with and supported many Australian entities, including Macquarie Technology Group, ParaFlare, several major banks and financial institutions, and the Melbourne Business School.</p> <p>Dr Thompson is a Non-Executive Director of Penten, a Non-Executive Director of Bank Australia.</p>
Term of office	<p>Dr Thompson has served as a Director since his appointment on 11 December 2024.</p>
Independence	<p>If re-elected, the Board considers that Dr Thompson will be an independent Director.</p>
Other material information	<p>The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Dr Thompson.</p>
Board recommendation	<p>Having received an acknowledgement from Dr Thompson that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Dr Thompson since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Dr Thompson) recommend that Shareholders vote in favour of this Resolution.</p>

3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Dr Thompson will be elected to the Board as an independent non-executive Director.

If this Resolution is not passed, Dr Thompson will not continue in his role as an independent non-executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and the Company's ability to execute on its strategic vision.

4. RESOLUTION 3 – RE-ELECTION OF A DIRECTOR - DR MILES JAKEMAN

4.1 General

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Dr Miles Jakeman, who has held office without re-election since 22 November 2024 and being eligible retires by rotation and seeks re-election.

Further information in relation to Dr Jakeman is set out below.

Qualifications, experience and other material directorships	<p>Dr Jakeman is a specialist in business strategy, leadership, high performance team development, and risk management. As a company director, former CEO and technology business founder, he brings deep domain expertise in these areas and has successfully guided companies across global markets to deliver outstanding year-on-year results. After 30 years of industry experience, with the last 20 years as a director, he has also built an excellent network in the government, enterprise, and healthcare sectors.</p> <p>Dr Jakeman co-founded and was the managing director of Australian software and technology success story, The Citadel Group Limited ("Citadel"). During his time as managing director, he grew Citadel from a start-up to an ASX-listed company with over 300 staff and a market capitalisation of more than \$400 million. The company was subsequently sold to Pacific Equity Partners for \$503 million.</p> <p>Dr Jakeman has a Bachelor of Science (Hons), a Graduate Diploma in Asian Studies, a Doctorate of Philosophy (PhD) in Asian Studies and a second PhD in Business Leadership. Professionally, Dr Jakeman is a Fellow of the Australian Institute of Company Directors (AICD) and has successfully completed both the AICD Diploma of International Company Directors and the Mastering the Boardroom Advanced Diploma. Dr Jakeman was appointed as a Member of the Order of Australia (AM) for significant service to business, national security, and to the community.</p> <p>Dr Jakeman is currently a director of GetBusy plc (AIM:GetB).</p>
Term of office	<p>Dr Jakeman has served as a Director since 13 February 2020 and was last re-elected on 22 November 2024.</p>
Independence	<p>If re-elected, the Board considers that Dr Jakeman will be an independent Director.</p>
Board recommendation	<p>Having received an acknowledgement from Dr Jakeman that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Dr Jakeman since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Dr Jakeman) recommend that Shareholders vote in favour of this Resolution.</p>

4.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Dr Jakeman will be re-elected to the Board as an independent non-executive Director

If this Resolution is not passed, Dr Jakeman will not continue in his role as a independent non-executive Director. The Company may seek nominations or otherwise identify suitably

qualified candidates to join the Company. As an additional consequence, this may detract from the Board and the Company's ability to execute on its strategic vision.

5. RESOLUTION 4 – APPROVAL OF 7.1A MANDATE

5.1 General

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Under Listing Rule 7.1A, an Eligible Entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**). An Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. As of the date of this Notice, the Company's market capitalisation is \$68,972,829. The Company is therefore an Eligible Entity.

5.2 Technical information required by Listing Rule 14.1A

For this Resolution to be passed, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be cast in favour of the Resolution.

If this Resolution is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

5.3 Technical information required by Listing Rule 7.3A

REQUIRED INFORMATION	DETAILS
Period for which the 7.1A Mandate is valid	<p>The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:</p> <ul style="list-style-type: none"> (a) the date that is 12 months after the date of this Meeting; (b) the time and date of the Company's next annual general meeting; and (c) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).
Minimum price	<p>Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none"> (a) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or (b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.
Use of funds	<p>If required, the Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for:</p> <ul style="list-style-type: none"> (a) advancing the Group's existing operations;

REQUIRED INFORMATION	DETAILS																																							
	<p>(b) business development, promotion and marketing services;</p> <p>(c) the acquisition of new strategic assets and investments (including expenses associated with such an acquisition); and/or</p> <p>(d) general working capital.</p>																																							
Risk of economic and voting dilution	<p>Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.</p> <p>If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.</p> <p>The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 10 October 2025.</p> <p>The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th colspan="2"></th> <th colspan="4" style="background-color: #002060; color: white;">DILUTION</th> </tr> <tr> <th colspan="2" rowspan="2" style="background-color: #d9e1f2;">Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)</th> <th rowspan="2" style="background-color: #d9e1f2;">Shares issued – 10% voting dilution</th> <th colspan="3" style="background-color: #d9e1f2;">Issue Price</th> </tr> <tr> <th style="background-color: #d9e1f2;">\$0.073 50% decrease</th> <th style="background-color: #d9e1f2;">\$0.145 Issue Price</th> <th style="background-color: #d9e1f2;">\$0.218 50% increase</th> </tr> <tr> <th colspan="2"></th> <th colspan="4" style="background-color: #d9e1f2;">Funds Raised</th> </tr> </thead> <tbody> <tr> <td style="background-color: #d9e1f2;">Current</td> <td style="background-color: #d9e1f2;">475,674,685 Shares</td> <td style="background-color: #d9e1f2;">47,567,468 Shares</td> <td style="background-color: #d9e1f2;">\$3,472,425</td> <td style="background-color: #d9e1f2;">\$6,897,282</td> <td style="background-color: #d9e1f2;">\$10,369,708</td> </tr> <tr> <td style="background-color: #d9e1f2;">50% increase</td> <td style="background-color: #d9e1f2;">713,512,028 Shares</td> <td style="background-color: #d9e1f2;">71,351,202 Shares</td> <td style="background-color: #d9e1f2;">\$5,208,637</td> <td style="background-color: #d9e1f2;">\$10,345,924</td> <td style="background-color: #d9e1f2;">\$15,554,562</td> </tr> <tr> <td style="background-color: #d9e1f2;">100% increase</td> <td style="background-color: #d9e1f2;">951,349,370 Shares</td> <td style="background-color: #d9e1f2;">95,134,937 Shares</td> <td style="background-color: #d9e1f2;">\$6,944,850</td> <td style="background-color: #d9e1f2;">\$13,794,565</td> <td style="background-color: #d9e1f2;">\$20,739,416</td> </tr> </tbody> </table> <p>*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.</p> <p>The table above uses the following assumptions:</p> <ol style="list-style-type: none"> There are currently 475,674,685 Shares on issue as at the date of this Notice. The issue price set out above is the closing market price of the Shares on the ASX on 10 October 2025 (being \$0.145) (Issue Price). The Issue Price at a 50% increase and 50% decrease are each rounded to three decimal places prior to the calculation of the funds raised. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders. 			DILUTION				Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Issue Price			\$0.073 50% decrease	\$0.145 Issue Price	\$0.218 50% increase			Funds Raised				Current	475,674,685 Shares	47,567,468 Shares	\$3,472,425	\$6,897,282	\$10,369,708	50% increase	713,512,028 Shares	71,351,202 Shares	\$5,208,637	\$10,345,924	\$15,554,562	100% increase	951,349,370 Shares	95,134,937 Shares	\$6,944,850	\$13,794,565	\$20,739,416
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REQUIRED INFORMATION	DETAILS				
	<p>6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.</p> <p>7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.</p> <p>8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.</p> <p>9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.</p> <p>Shareholders should note that there is a risk that:</p> <p>(a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and</p> <p>(b) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.</p>				
Allocation policy under 7.1A Mandate	<p>The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.</p> <p>The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:</p> <p>(a) the purpose of the issue;</p> <p>(b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;</p> <p>(c) the effect of the issue of the Equity Securities on the control of the Company;</p> <p>(d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;</p> <p>(e) prevailing market conditions; and</p> <p>(f) advice from corporate, financial and broking advisers (if applicable).</p>				
Previous approval under Listing Rule 7.1A.2	<p>The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 22 November 2024 (Previous Approval).</p> <p>During the 12-month period preceding the date of the Meeting, being on and from 14 November 2024, the Company issued 28,925,698 Shares pursuant to the Previous Approval (Previous Issue), which represent approximately 9.30% of the total diluted number of Equity Securities on issue in the Company on 14 November 2024, which was 311,140,119.</p> <p>Further details of the issues of Equity Securities by the Company pursuant to Listing Rule 7.1A.2 during the 12 month period preceding the date of the Meeting are set out below.</p> <p>The following information is provided in accordance with Listing Rule 7.3A.6(b) in respect of the Previous Issue:</p> <table border="1" style="width: 100%; margin-top: 10px;"> <tr> <td style="background-color: #002060; color: white; width: 30%;">Date of Issue and Appendix 2A</td> <td>Date of Issue: 8 July 2025</td> </tr> <tr> <td></td> <td>Date of Appendix 2A: 8 July 2025</td> </tr> </table>	Date of Issue and Appendix 2A	Date of Issue: 8 July 2025		Date of Appendix 2A: 8 July 2025
Date of Issue and Appendix 2A	Date of Issue: 8 July 2025				
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REQUIRED INFORMATION	DETAILS	
	Number and Class of Equity Securities Issued¹	28,925,698 Shares that were issued.
	Issue Price and discount to Market Price¹	\$0.15 per Share (at a discount of 14.29% to Market Price).
	Recipients	<p>As set out in Section 6.5, the Shares were issued to new and existing institutional and sophisticated investors and key company executives who were identified by the Joint Lead Managers through a bookbuild process, which involved the Joint Lead Managers seeking expressions of interest to participate in the July Placement from non-related parties of the Company.</p> <p>Kurt Mueffelmann, Chief Operations Officer and substantial holder participated in the July Placement to the amount of \$25,000. The Company confirms that no other Material Persons were issued more than 1% of the issued capital of the Company no other material persons participated in the Placement.</p>
	Total Cash Consideration and Use of Funds	<p>Amount raised: \$4,338,854.70</p> <p>Amount spent: \$2,520,000</p> <p>Use of funds: Refer to Section 6.5.</p> <p>Amount remaining: \$1,818,801</p> <p>Proposed use of remaining funds:³ The remaining funds are intended to be applied towards product development including:</p> <ul style="list-style-type: none"> • Accelerating the execution of product roadmap milestones, with a focus on enterprise-specific capabilities and usability. • Advancing R&D in data analytics, AI-driven insights, and automation for the business. • Supporting critical regulatory certifications, audits, and security enhancements in order to meet compliance standards in heavily-regulated sectors like defence.
<p>Notes:</p> <ol style="list-style-type: none"> 1. Fully paid ordinary shares in the capital of the Company, ASX Code: AR9 (terms are set out in the Constitution). 2. Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities. 3. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis. 		
Voting exclusion statement	<p>As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.</p>	

6. RESOLUTIONS 5 AND 6 - RATIFICATION OF PRIOR ISSUE OF SHARES UNDER THE JULY PLACEMENT

6.1 Background to the July Placement

On 8 July 2025, the Company announced that it had completed a private placement to new and existing institutional and sophisticated investors and key company executives (**July Placement Participants**) to raise \$7.5 million (before costs) through the issue of 50,000,000 Shares at an issue price of \$0.15 per Share (**July Placement**).

21,074,302 Shares pursuant to the Company's placement capacity under Listing Rule 7.1 (being the subject of Resolution 5) and 28,925,698 Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1A (being the subject of Resolution 6).

The funds raised under the July Placement will be applied towards three key initiatives to expand sales and go-to-market distribution, ultimately seeking revenue growth, being US expansion and support, strategic partnerships and product development. Further information in relation to the Company's proposed use of funds raised under the July Placement is set out in the ASX announcement and investor presentation released on 1 July 2025.

The Company engaged Canaccord Genuity (Australia) Limited (ACN 075 071 466) and Henslow Pty Ltd (ACN 605 393 137) (together, the **Joint Lead Managers**) to act as joint brokers and bookrunners to the July Placement. In consideration for the provision of these services, the Company agreed to pay the Joint Lead Managers (or their nominee(s)) the following fees (to be split equally between the Joint Lead Managers):

- (a) an equity raising fee of 2.5% of the funds raised under the July Placement; and
- (b) a management fee of 2.5% of the funds raised under the July Placement.

The agreement between the Company and the Joint Lead Managers is otherwise on terms which are considered standard for an agreement of this type.

6.2 Listing Rules 7.1 and 7.1A

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

Under Listing Rule 7.1A however, an Eligible Entity can seek approval from its members, by way of a special Resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 22 November 2024. The Company's ability to utilise the additional 10% capacity is conditional on Resolution 4 being passed at this Meeting.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of the issue.

6.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

6.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the issue will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If these Resolutions are not passed, the issue will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

6.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/ selected	<p>The Shares were issued to the July Placement Participants who were identified by the Joint Lead Managers through a bookbuild process, which involved the Joint Lead Managers seeking expressions of interest to participate in the July Placement from non-related parties of the Company.</p> <p>Kurt Mueffelmann, Chief Operations Officer and substantial holder participated in the July Placement to the amount of \$25,000. The Company confirms that no other Material Persons were issued more than 1% of the issued capital of the Company no other material persons participated in the Placement.</p>
Number and class of Securities issued	<p>50,000,000 Shares were issued on the following basis:</p> <p>(a) 21,074,302 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 5); and</p> <p>(b) 28,925,698 Shares were issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 6).</p>
Terms of Securities	<p>The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.</p>
Date(s) on or by which the Securities were issued	<p>8 July 2025.</p>
Price or other consideration the Company received for the Securities	<p>\$0.15 per Share for Shares issued pursuant to Listing Rule 7.1 and Listing Rule 7.1A.</p>
Purpose of the issue, including the intended use of any funds raised by the issue	<p>Refer to Section 6.1 for details of the proposed use of funds.</p>
Summary of material terms of agreement to issue	<p>The Shares were issued under a standard letter agreement with each of the participants which confirms their subscription under the July Placement on the terms set out in Section 6.1.</p>
Voting Exclusion Statement	<p>A voting exclusion statement applies to this Resolution.</p>
Compliance	<p>The issue did not breach Listing Rules 7.1 and 7.1A.</p>

7. BACKGROUND TO RESOLUTIONS 7 AND 8

7.1 Spirion Acquisition

On 27 August 2025, announced that it had entered into an asset purchase agreement to acquire the business the business assets (including the existing customer base, technology and employees) of Spirion LLC (**Spirion**), a U.S. based Data Security Posture Management software provider (**Spirion Acquisition**).

The total acquisition price for Spirion is up to A\$15.7M¹, structured to align both immediate value and long-term performance. This comprises of an upfront cash consideration of A\$14M¹, with a further A\$1.7M¹ allocated towards an employee scheme to support retention of key staff and ensure continuity of expertise during integration.

In addition, the Company agreed, subject to obtaining Shareholder approval, to issue restricted stock units (**RSUs**) to certain key Spirion employees, to incentivise and align their interests with those of Shareholders. Each RSU shall automatically vest into one Share, subject to the holder remaining employed by the Company for a period of 30 months after closing of the Spirion Acquisition.

Further information in relation to the Spirion Acquisition is set out in the ASX announcement released on ASX Announcement and the Investor Presentation lodged with ASX on Wednesday, 27 August 2025 (**Spirion Announcements**).

7.2 Capital Raising

To fund the consideration payable in respect of the Spirion Acquisition, the Company announced a capital raising to raise approximately \$20.5 million by way of:

- (a) a placement of Shares to existing and new institutional investors in Australia and certain foreign jurisdictions at an issue price of \$0.15 per Share to raise approximately \$3.5 million (**August Placement**); and
- (b) a pro rata accelerated non-renounceable entitlement offer of one Share for every three Shares held at an issue price of \$0.15 per Share to raise approximately \$16,962,849 to institutional and sophisticated investors (**Institutional Entitlement Offer**) and to eligible retail Shareholders (**Retail Entitlement Offer**).

The proceeds of the August Placement, the Institutional Entitlement Offer and the Retail Entitlement Offer (together, the **Capital Raising**) will be used to fund the consideration payable in respect of the Spirion Acquisition, employee incentive schemes, cross-sell opportunities & marketing, technology & project development, integration, working capital and costs of the Spirion Acquisition and the Capital Raising.

The Joint Lead Managers were appointed as joint lead managers to the August Placement and joint lead managers and underwriters to the Institutional Entitlement Offer and the Retail Entitlement Offer.

Further information about the Capital Raising including the detailed use of funds raised under the Capital Raising and a summary of the agreements entered into with the Joint Lead Managers in respect of the Capital Raising (including fees payable to the Joint Lead Managers) are set out in the Spirion Announcements.

8. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER THE AUGUST PLACEMENT

8.1 General

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 23,333,334 Shares under the August Placement at an issue price of \$0.15 per Share to raise \$3.5 million (before costs).

8.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 6.2 above.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

8.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 6.3 above.

¹ Calculated based on an AUD?USD exchange rate of 1.55.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

8.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If this Resolution is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

8.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	The Shares were issued to existing and new institutional investors in Australia and certain foreign jurisdictions who were identified by the Joint Lead Managers through a bookbuild process, which involved the Joint Lead Managers seeking expressions of interest to participate in the August Placement from non-related parties of the Company (August Placement Participants). The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.
Number and class of Securities issued	23,333,334 Shares were issued.
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	3 September 2025.
Price or other consideration the Company received for the Securities	\$0.15 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 7.2 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Shares were issued under a standard letter agreement with each of the participants which confirms their subscription under the August Placement.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

9. RESOLUTION 8 – APPROVAL TO ISSUE RESTRICTED STOCK UNITS TO SPIRION EMPLOYEES

9.1 Background

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 5,755,842 RSUs to key employees of Spirion (**Spirion Employees**) (or their nominee(s)) to incentivise and align the interests of the Spirion Employees with those of the Company's Shareholders. Further information in relation to the Spirion Acquisition and the issue of RSUs is set out in Section 7.1 above.

Each RSU will vest upon the holder remaining employed by the Group for a period of 30 months after the the closing date of the Spirion Acquisition. The RSUs are otherwise issued on the terms and conditions set out in Schedule 1.

9.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 6.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

9.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue and will have to find alternative means of incentivising the Spirion Employees to continue their employment with the Company.

9.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The Spirion Employees (or their nominee(s)). The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	5,755,842 RSUs.
Terms of Securities	The RSUs will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the RSUs within 5 Business Days of the Meeting. In any event, the Company will not issue any RSUs later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The RSUs will be issued at a nil issue price as an incentive to the Spirion Employees. The number of RSUs to be issued has been calculated with reference to the 15-day VWAP leading up to the closing date of the Spirion Acquisition, being \$0.15.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to incentivise and align the interest of the Spirion Employees with the interest of Shareholders.
Summary of material terms of agreement to issue	The RSUs are not being issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

10. RESOLUTION 9 – APPROVAL TO ISSUE OPTIONS TO DR MARCUS THOMPSON

10.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 10.11 for the issue of 3,412,969 Options to Dr Marcus Thompson (or his nominee(s)) on the terms and conditions set out below.

The Options will have an exercise price of \$0.0972, an expiry date of 22 November 2027 and shall vest in three equal instalments as set out in Schedule 2, subject to Dr Marcus Thompson's continued appointment as a Director. The other material terms and conditions of the Options are set out in Schedule 2.

10.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue constitutes giving a financial benefit and Dr Thompson is a related party of the Company by virtue of being a Director.

The Directors (other than Dr Thompson who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the agreement to issue the Options, reached as part of the remuneration package for Dr Thompson, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

10.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

10.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If this Resolution is not passed, the Company will not be able to proceed with the issue. As a consequence, the Company will need to consider other methods to provide a performance-linked incentive competent to the remuneration package of Dr Thompson, which could include utilising the Company's cash reserves which would otherwise be available to be applied to advancing the Company's business.

10.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	The Options will be issued to Dr Marcus Thompson.

REQUIRED INFORMATION	DETAILS
Categorisation under Listing Rule 10.11	The recipient falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of the recipient who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	3,412,969 Options will be issued.
Terms of Securities	The Options will be issued on the terms and conditions set out in Schedule 2.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Options within 10 Business Days of the Meeting. In any event, the Company will not issue any Options later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Options will be issued at a nil issue price.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to provide a performance linked incentive component in the remuneration package for Dr Thompson to motivate and reward his performance as a Director and to provide cost effective remuneration to Dr Thompson, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Dr Thompson.
Remuneration package	The current total annual remuneration package for Dr Thompson is \$65,625, being directors' fees. If the Options are issued, the total remuneration package of Dr Thompson will increase annually by \$50,000 to \$115,625, being the value of the Options (based on an internal valuation using a binomial option pricing model).
Summary of material terms of agreement to issue	The Options are being issued under Dr Thompson's standard letter of appointment. The material terms of the Options are set out at Schedule 2.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.
Voting prohibition statement	A voting prohibition statement applies to this Resolution.

11. RESOLUTIONS 10 AND 11 – APPROVAL TO ISSUE INCENTIVE SECURITIES TO MR DANIEL LAI

11.1 General

Resolutions 10 and 11 seek Shareholder approval for the purposes of Listing Rule 10.11 for the issue of up to 169,394 Options and 846,966 Performance Rights to Mr Daniel Lai (or his nominee(s)) on the terms and conditions set out below.

Options

The Options will have an exercise price of \$0.20 (being the 5 day volume weighted average price of Shares up to and including 30 June 2025) and will expire four years from the date of issue.

One third of the Options will vest each financial year on 30 June over the next three years, subject to continued employment with the Company.

Performance Rights

The intention of the Performance Rights is to ensure that part of the remuneration received by Mr Daniel Lai is closely linked to the Company's performance and the returns generated for Shareholders.

The Performance Rights are designed to incentivise and reward Daniel Lai for meeting or exceeding Company-wide and individual objectives. These Performance Rights are

intended to align Mr Lai's long-term performance over the vesting period with the interests of Shareholders as well as acting as a retention incentive.

The Performance Rights are subject to the following performance conditions (**Performance Conditions**) to be tested against the Company's financial performance during the financial year ended 30 June 2026 (**Performance Period**):

- (a) **Tranche 1:** 30% of the total Performance Rights granted will be tested based on the Company's Annual Recurring Revenue for the Performance Period (**ARR Performance Condition**);
- (b) **Tranche 2:** 30% of the total Performance Rights granted will be tested based on the Company's Operating and Investing Cashflows for the Performance Period (**Cashflows Performance Condition**);
- (c) **Tranche 3:** 20% of the total Performance Rights granted will be tested based on the Company's revenue for the Performance Period (**Revenue Performance Condition**); and
- (d) **Tranche 4:** 20% of the total Performance Rights granted will be tested based on the Company's gross margin for the Performance Period (**GM Performance Condition**).

Each Performance Condition will be tested after the end of the Performance Period (likely to be at the Board meeting following the relevant annual results announcement, so that final audited numbers are available), and the test results will be communicated to Shareholders shortly thereafter.

The targets for the Performance Conditions are set by the Board (excluding Mr Daniel Lai from decision making) to ensure Mr Lai is motivated and all incentives are aligned with continued value creation for Shareholders.

The Performance Rights will vest on the following basis:

Performance Thresholds	Percentage of Each Tranche of Performance Rights that Vest	Percentage of Total Performance Rights that Vest			
		Tranche 1 ARR Performance Condition	Tranche 2 Cashflows Performance Condition	Tranche 3 Revenue Performance Condition	Tranche 4 GM Performance Condition
Less than 75% of FY26 Budget (Threshold)	0%	0%	0%	0%	0%
75% to 100% of FY26 Budget (Target)	50% - 90%*	15%-27%*	15%-27%*	10%-18%*	10%-18%*
100% to 110% of FY26 Budget (Stretch Target)	90% -100%*	27%-30%*	27%-30%*	18%-20%*	18%-20%*
Greater than 110% of FY26 Budget (Stretch Target)	100%*	30%*	30%*	20%*	20%*

*Calculated on a straight-line basis

11.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 10.2 above.

The issue constitutes giving a financial benefit and Daniel Lai is a related party of the Company by virtue of being a Director.

The Directors (other than Daniel Lai who has a material personal interest in the Resolutions) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the agreement to issue the Securities, reached as

part of the remuneration package for Daniel Lai, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

11.3 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 10.3 above.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

11.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issue. As a consequence, the Company will need to consider other methods to provide a performance-linked incentive component in Daniel Lai's remuneration package, which could include utilising the Company's cash reserves which would otherwise be available to be applied to advancing the Company's business.

11.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	Daniel Lai (or his nominee/s).
Categorisation under Listing Rule 10.11	Daniel Lai falls within the category set out in Listing Rule 10.11.1 as he is a related party of the Company by virtue of being a Director. Any nominee(s) of the recipient who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	Up to 169,394 Options and 846,966 Performance Rights will be issued.
Terms of Securities	The Performance Rights will be issued on the terms and conditions set out in Schedule 3. The Options will be issued on the terms and conditions set out in Schedule 4.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 10 Business Days of the Meeting. In any event, the Company will not issue any Securities later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Securities will be issued at a nil issue price.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to provide a performance linked incentive component in the remuneration package for Daniel Lai to motivate and reward his performance as a Director and to provide cost effective remuneration to Daniel Lai, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Daniel Lai.
Remuneration package	The current total remuneration package for Daniel Lai is \$673,694, comprising of base salary of \$338,786, a superannuation payment of \$30,000, short-term cash incentives of \$135,515 and share-based payments of \$169,393. If the Options are issued, the total remuneration package of Daniel Lai will increase by \$19,734 to \$693,428, being the value of the Options.

REQUIRED INFORMATION	DETAILS
	For the purposes of this value both the Options and incentive Rights were valued based on the Binomial option pricing methodology.
Summary of material terms of agreement to issue	The Securities are not being issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to each of these Resolutions.
Voting prohibition statement	A voting prohibition statement applies to each of these Resolutions.

12. RESOLUTION 12 – ADOPTION OF GLOBAL INCENTIVE PLAN

12.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.2 (Exception 13(b)) for the issue of a maximum of 47,567,469 Securities under the Global Incentive Plan" (**Plan**).

The objective of the Plan is to attract, motivate and retain key employees, contractors and other persons who provide services to the Company, and the Company considers that the adoption of the Plan and the future issue of Securities under the Plan will provide these parties with the opportunity to participate in the future growth of the Company.

12.2 Listing Rule 7.1 and Listing Rule 7.2 Exception 13(b)

A summary of Listing Rule 7.1 is set out in Section 6.2 above.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

12.3 Technical Information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to issue Securities under the Plan to eligible participants over a period of 3 years. The issue of any Securities to eligible participants under the Plan (up to the maximum number of Securities stated in Section 12.4 below) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If this Resolution is not passed, the Company will be able to proceed with the issue of Securities under the Plan to eligible participants, but any issues of Securities will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Securities.

12.4 Technical information required by Listing Rule 7.2 (Exception 13)

REQUIRED INFORMATION	DETAILS
Terms of the Plan	A summary of the material terms and conditions of the Plan is set out in Schedule 5.

REQUIRED INFORMATION	DETAILS
Number of Securities previously issued under the Plan	The Company has not issued any Securities under the Plan as this is the first time that Shareholder approval is being sought for the adoption of the Plan.
Maximum number of Securities proposed to be issued under the Plan	<p>The maximum number of Securities proposed to be issued under the Plan in reliance on to Listing Rule 7.2 (Exception 13), following Shareholder approval, is 47,567,469 Securities. It is not envisaged that the maximum number of Securities for which approval is sought will be issued immediately.</p> <p>The Company may also seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.</p>
Voting exclusion statement	A voting exclusion statement applies to this Resolution.
Voting prohibition statement	A voting prohibition statement applies to this Resolution.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 5.1.

AEDT means Australian Eastern Daylight Savings Time as observed in Barton, Australian Capital Territory.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

August Placement has the meaning given in Section 7.2.

August Placement Participants has the meaning given in Section 8.5.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means archTIS Limited (ACN 123 098 671).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Deemed Issue Price has the meaning given in Section 9.1.

Directors means the current directors of the Company.

Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Joint Lead Managers has the meaning given in Section 6.1.

July Placement has the meaning given in Section 6.1.

July Placement Participants has the meaning given in Section 6.1.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

Material Person means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

Meeting means the meeting convened by the Notice.

Notice means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Performance Right means a right to acquire a Share subject to satisfaction of performance milestones.

Plan has the meaning given in Section 12.1.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2025.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

RSUs has the meaning given in Section 7.1.

Section means a section of the Explanatory Statement.

Security means a Share, Option, Performance Right or Restricted Stock Unit (as applicable).

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

Spirion means Spirion LLC.

Spirion Acquisition has the meaning given in Section 7.1.

Spirion Employees has the meaning given in Section 9.1.

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

VWAP means the volume weighted average price of Shares.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – TERMS AND CONDITIONS OF RESTRICTED STOCK UNITS

1.	Entitlement	Each Restricted Stock Unit entitles the holder to subscribe for one Share upon conversion of the Restricted Stock Unit.
2.	Consideration	The Restricted Stock Units will be issued for nil consideration and no consideration will be payable upon the conversion of the Restricted Stock Units into Shares.
3.	Vesting Conditions	Each Restricted Stock Unit will vest upon the holder remaining employed by the Group on 31 March 2028 (Vesting Condition). If the holder ceases to be employment by the Group, unvested Restricted Stock Units will lapse immediately at the date of cessation of employment.
4.	Expiry Date	The Restricted Stock Units whether vested or unvested, will otherwise expire at 5:00pm (AEST) on 30 June 2028 (Expiry Date). If the Vesting Condition attached to the Restricted Stock Units has not been achieved by the Expiry Date, all of the Restricted Stock Units will automatically lapse at that time.
5.	Notice of vesting	The Company shall notify the holder in writing when the relevant Vesting Condition has been satisfied.
6.	Quotation of Restricted Stock Units	The Restricted Stock Units will not be quoted on ASX.
7.	Conversion	Upon vesting, each Restricted Stock Unit will, at the election of the holder, convert into one Share.
8.	Timing of issue of Shares on conversion	Within five Business Days of conversion of the Restricted Stock Units, the Company will: (a) issue the number of Shares required under these terms and conditions in respect of the number of Restricted Stock Units converted; (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Restricted Stock Units. If a notice delivered under 8(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
9.	Shares issued on exercise	Shares issued on exercise of the Restricted Stock Units rank equally with the then issued shares of the Company.
10.	Participation in new issues	There are no participation rights or entitlements inherent in the Restricted Stock Units and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Restricted Stock Units without converting the Restricted Stock Units.
11.	Adjustment for bonus issues of Shares	If the Company makes a bonus issue of Shares or other securities to the Company's existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment no changes will be made to the Restricted Stock Units.
12.	Reorganisation	If at any time the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules and the Corporations Act at the time of reorganisation.

13.	Dividend and voting rights	The Restricted Stock Units do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.
14.	Transferability	The Restricted Stock Units are not transferable.
15.	Deferral of conversion if resulting in a prohibited acquisition of Shares	<p>If the conversion of a Restricted Stock Unit under paragraph 7 would result in any person being in contravention of section 606(1) of the Corporations Act (General Prohibition) then the conversion of that Restricted Stock Unit shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Restricted Stock Unit would result in a contravention of the General Prohibition:</p> <p>(a) holders may give written notification to the Company if they consider that the conversion of a Restricted Stock Unit may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Restricted Stock Unit will not result in any person being in contravention of the General Prohibition; and</p> <p>(b) the Company may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph (a) within 7 days if the Company considers that the conversion of a Restricted Stock Unit may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Restricted Stock Unit will not result in any person being in contravention of the General Prohibition.</p>
16.	No rights to return of capital	A Restricted Stock Unit does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
17.	Rights on winding up	A Restricted Stock Unit does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.
18.	ASX Listing Rule compliance	The Board reserves the right to amend any term of the Restricted Stock Units ensure compliance with the ASX Listing Rules.
19.	No other rights	A Restricted Stock Unit gives the holder no rights other than those expressly provided by these terms and conditions and those provided at law where such rights at law cannot be excluded by these terms.

SCHEDULE 2 – TERMS AND CONDITIONS OF OPTIONS

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (n), the amount payable upon exercise of each Option will be \$0.0972 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 22 November 2027 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Vesting Conditions**

The Options shall vest over a period of three years, as follows:

- (i) one third of the Options granted to the holder shall vest and become exercisable on 22 November 2025, subject to Dr Marcus Thompson's continued appointment as a Director on the date of vesting; and
- (ii) the second third of the Options granted to the holder shall vest and become exercisable on 22 November 2026, subject to Dr Marcus Thompson's continued appointment as a Director on the date of vesting; and
- (iii) thereafter, the remaining options will vest and become exercisable on 12 November 2027, and subject to Dr Marcus Thompson's continued appointment as a Director on the date of vesting,

(each, a **Vesting Condition**).

If Dr Marcus Thompson ceases to be a Director, the treatment of the Options will be as follows:

- (i) vested Options must be exercised within 6 months from the date of cessation of appointment, or they will lapse; and
- (ii) unvested Options will lapse immediately at the date of cessation of appointment.

(e) **Exercise Period**

Each Option is exercisable at any time on and from the satisfaction of the relevant Vesting Condition set out in clause (d) above until the Expiry Date (**Exercise Period**).

(f) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(g) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(h) **Timing of issue of Shares on exercise**

Within five Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with

ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under paragraph (b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(i) **Waiver of Vesting Conditions on change of control**

Notwithstanding the relevant Vesting Condition has not been satisfied, upon the occurrence of either:

- (i) a takeover bid under Chapter 6 of the *Corporations Act 2001* (Cth) having been made in respect of the Company having received acceptances for more than 50% of the Company's Shares on issue and being declared unconditional by the bidder; or
- (ii) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme of arrangement for the reconstruction of the Company or its amalgamation with any other company or companies,

any unvested Options will automatically vest and the Options shall become capable of being exercised on their terms.

(j) **Quotation of Options**

No application for quotation of the Options will be made by the Company.

(k) **Cashless exercise**

On exercise of the Options, the Board may determine, in its sole discretion, to permit the holder to exercise the Options by way of Cashless Exercise.

If the Options are exercised by Cashless Exercise, on exercise of the Options:

- (i) the holder will not be required to pay the Exercise Price for the Options in cleared funds; and
- (ii) the Company will only issue or transfer that number of Shares to the holder that have a value equal to the then total market value of the Shares (based on the 5-day VWAP prior to the date of exercise) that would have been issued or transferred to the holder if the Options had been exercised other than by way of Cashless Exercise, less the total amount of the Exercise Price that would otherwise have been payable on exercise of the Options.

Cashless Exercise means the holder exercising Options without making any cash payment.

(l) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(m) **Quotation of Shares issued on exercise**

Application will be made by the Company to ASX for quotation of the Shares issued upon exercise of the Options.

(n) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(o) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

However, the Company will use reasonable endeavours to ensure that for the purposes of determining entitlements to any such issue, the record date will be at least ten business days after the issue is announced. This will give the holder the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

(p) **Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

- (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Holder would have received if the holder had exercised the Option before the record date for the bonus issue; and
- (ii) no change will be made to the Exercise Price.

(q) **Adjustment for rights issue**

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu of in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price of an Option will be reduced according to the following formula:

$$\text{New exercise price} = O - \frac{E[P-(S+D)]}{N+1}$$

O = the old Exercise Price of the Option.

E = the number of underlying Shares into which one Option is exercisable.

P = average market price per Share weighted by reference to volume of the underlying Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date.

S = the subscription price of a Share under the pro rata issue.

D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).

N = the number of Shares with rights or entitlements that must be held to receive a right to one new share.

(r) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(s) **Transferability**

Subject to compliance with the Corporations Act, the Options are only transferrable to a related party of the holder with the Company's written approval.

SCHEDULE 3 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

The following is a summary of the key terms and conditions of the Incentive Performance Rights:

(a) Vesting Conditions

The Incentive Performance Rights are subject to the following performance conditions (**Performance Conditions**) to be tested against the Company's financial performance during the financial year ended 30 June 2026 (**Performance Period**):

- (i) **Tranche 1:** 30% of the total Performance Rights granted will be tested based on the Company's Annual Recurring Revenue for the Performance Period (**ARR Performance Condition**);
- (ii) **Tranche 2:** 30% of the total Performance Rights granted will be tested based on the Company's Operating and Investing Cashflows for the Performance Period (**Cashflows Performance Condition**);
- (iii) **Tranche 3:** 20% of the total Performance Rights granted will be tested based on the Company's revenue for the Performance Period (**Revenue Performance Condition**); and
- (iv) **Tranche 4:** 20% of the total Performance Rights granted will be tested based on the Company's gross margin for the Performance Period (**GM Performance Condition**).

Each Performance Condition will be tested after the end of the Performance Period (likely to be at the Board meeting following the relevant annual results announcement, so that final audited numbers are available), and the test results will be communicated to Shareholders shortly thereafter.

The targets for the Performance Conditions are set by the Board (excluding Daniel Lai from decision making) to ensure Mr Lai is motivated and all incentives are aligned with continued value creation for Shareholders.

The Incentive Performance Rights will vest on the following basis:

Performance Thresholds	Percentage of Each Tranche of Performance Rights that Vest	Percentage of Total Performance Rights that Vest			
		Tranche 1 ARR Performance Condition	Tranche 2 Cashflows Performance Condition	Tranche 3 Revenue Performance Condition	Tranche 4 GM Performance Condition
Less than 75% of FY26 Budget (Threshold)	0%	0%	0%	0%	0%
75% to 100% of FY26 Budget (Target)	50% - 90%*	15%-27%*	15%-27%*	10%-18%*	10%-18%*
100% to 110% of FY26 Budget (Stretch Target)	90% -100%*	27%-30%*	27%-30%*	18%-20%*	18%-20%*
Greater than 110% of FY26 Budget (Stretch Target)	100%*	30%*	30%*	20%*	20%*

*Calculated on a straight-line basis

(b) Notification to holder

The Company shall notify the holder in writing when the relevant Vesting Condition has been satisfied.

(c) **Conversion**

Subject to paragraph (r), upon satisfaction of the applicable Performance Condition, and if Mr Lai remains engaged by the Company, each Performance Right will, at the election of the holder (by notice to the Company in writing), convert into one Share.

(d) **Expiry Date**

Each Performance Right shall otherwise expire on or before the date that is two years from the date of issue (**Expiry Date**). If the relevant Performance Condition attached to the Performance Right has been achieved by the Expiry Date, all unconverted Performance Rights of the relevant tranche will automatically lapse at that time.

(e) **Consideration**

The Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Performance Rights into Shares.

(f) **Share ranking**

All Shares issued upon the vesting of Performance Rights will upon issue rank pari passu in all respects with other existing Shares.

(g) **Application to ASX**

The Performance Rights will not be quoted on ASX. The Company must apply for the official quotation of a Share issued on conversion of a Performance Right on ASX within the time period required by the ASX Listing Rules.

(h) **Fraudulent or dishonest action**

If Mr Lai ceases to be an employee or Director of the Company in circumstances where the cessation or termination is specifically referenced to him having been found to have acted fraudulently or dishonestly in the performance of his or her duties, then:

- (i) the Board must deem any Performance Right of the holder to have immediately lapsed and be forfeited; and
- (ii) any Performance Right that has vested will continue in existence in accordance with their terms of issue only if the relevant Performance Condition has previously been met, and any Shares issued on satisfaction of the applicable Performance Condition will remain the property of Mr Lai.

(i) **Ceasing to be an employee or Director**

If Mr Lai ceases to be an employee or Director of the Company in circumstances where the cessation or termination arises because he:

- (i) voluntarily resigns his position (other than to take up employment with a subsidiary of the Company);
- (ii) wilfully breaches the terms of his engagement with the Company or any policy of the Company's published policies regulating his behaviour;
- (iii) is convicted of a criminal offence which, in the reasonable opinion of the Company, might tend to injure the reputation or the business of the Company; or
- (iv) is found guilty of a breach of the Corporations Act and the Board considers that it brings Mr Lai or the Company into disrepute,

then:

- (v) unless the Board decides otherwise in its absolute discretion, will deem any Performance Rights of the holder to have immediately lapsed and be forfeited; and
- (vi) any Performance Rights that have vested will continue in existence in accordance with their terms of issue only if the relevant Performance Condition

has previously been met and any Shares issued on satisfaction of the applicable Performance Condition will remain the property of Mr Lai.

(j) **Other circumstances**

The Performance Rights will not lapse and be forfeited where Mr Lai ceases to be an employee or Director of the Company for one of the following reasons:

- (i) death or total permanent disability (in respect of total permanent disability being that because of a sickness or injury, Mr Lai is unable to work in his own or any occupation for which they are suited by training, education, or experience for a period beyond one year);
- (ii) redundancy (being where Mr Lai ceases to be an employee or Director due to the Company no longer requiring his position to be performed by any person); or
- (iii) any other reason, other than a reason listed in paragraph (m) and (n) (not including (m)(i) in which case the Board may exercise its absolute discretion to allow Mr Lai to retain their Performance Rights), that the Board determines is reasonable to permit Mr Lai to retain his Performance Rights,

and in those circumstances the Performance Rights will continue to be subject to the applicable Performance Condition.

(k) **Timing of issue of Shares on conversion**

Within 5 business days after the date that the Performance Rights are converted, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights converted;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the Official List of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the conversion of the Performance Rights.

If a notice delivered under paragraph (k)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(l) **Transfer of Performance Rights**

The Performance Rights are not transferable.

(m) **Participation in new issues**

A Performance Right does not entitle a holder (in their capacity as a holder of a Performance Right) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues without exercising the Performance Right.

(n) **Reorganisation of capital**

If at any time the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules and the Corporations Act at the time of reorganisation.

(o) **Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to the Company's existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the number of Shares or other securities which must be issued on the

conversion of a Performance Right will be increased by the number of Shares or other securities which the holder would have received if the holder had converted the Performance Right before the record date for the bonus issue.

(p) **Dividend and voting rights**

The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.

(q) **Change in control**

Subject to paragraph (r), and notwithstanding that a Vesting Condition has not been satisfied, upon:

- (i) a bona fide takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:
 - (A) having received acceptances for not less than 50.1% of the Company's Shares on issue; and
 - (B) having been declared unconditional by the bidder; or
- (ii) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or

then, to the extent Performance Rights have not converted into Shares due to satisfaction of the relevant Vesting Conditions, Performance Rights will accelerate vesting conditions and will automatically convert into Shares on a one-for-one basis provided that if the number of Shares that would be issued upon such conversion is greater than 10% of the Company's Shares on issue as at the date of conversion, then that number of Performance Rights that is equal to 10% of the Company's Shares on issue as at the date of conversion under this paragraph will automatically convert into an equivalent number of Shares. The conversion will be completed on a pro rata basis across each class of Performance Rights then on issue. Performance Rights that are not converted into Shares under this paragraph will continue to be held on the same terms and conditions.

(r) **Deferral of conversion if resulting in a prohibited acquisition of Shares**

If the conversion of a Performance Right under paragraphs (c) or (q) would result in any person being in contravention of section 606(1) of the *Corporations Act 2001 (Cth)* (**General Prohibition**) then the conversion of that Performance Right shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Right would result in a contravention of the General Prohibition:

- (i) holders may give written notification to the Company if they consider that the conversion of a Performance Right may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition; and
- (ii) the Company may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph (r)(i) within 7 days if the Company considers that the conversion of a Performance Right may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition.

(s) **No rights to return of capital**

A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

(t) **Rights on winding up**

A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.

(u) **ASX Listing Rule compliance**

The Board reserves the right to amend any term of the Performance Rights to ensure compliance with the ASX Listing Rules.

(v) **No other rights**

A Performance Right gives the holder no rights other than those expressly provided by these terms and conditions and those provided at law where such rights at law cannot be excluded by these terms.

(w) **Tax Deferral**

For the avoidance of doubt, Subdivision 83A-C of the Income Tax Assessment Act 1997, which enables tax deferral on performance rights, applies (subject to the conditions in that Act) to the Performance Rights.

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SCHEDULE 3 – TERMS AND CONDITIONS OF OPTIONS

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (n), the amount payable upon exercise of each Option will be \$0.20 (being the 5 day volume weighted average price of Shares up to and including 30 June 2025) (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on or before the date that is four years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Vesting Conditions**

The Options shall vest over a period of three years, as follows:

- (i) one third of the Options granted to Mr Lai shall vest and become exercisable on 30 June 2026, subject to Mr Lai remaining engaged by the Company on the date of vesting; and
- (ii) the second third of the Options granted to Mr Lai shall vest and become exercisable on 30 June 2027, subject to Mr Lai remaining engaged by the Company on the date of vesting; and
- (iii) thereafter, the remaining Options will vest and become exercisable on 30 June 2028, subject to Mr Lai remaining engaged by the Company on the date of vesting,

(each, a **Vesting Condition**).

If Mr Lai ceases to be an employee of the Company, any unvested Options will lapse immediately at the date of cessation of employment.

(e) **Exercise Period**

The Options are exercisable on and from the satisfaction of the Vesting Conditions set out in subsection (d) until the Expiry Date (**Exercise Period**).

(f) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(g) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(h) **Timing of issue of Shares on exercise**

Within five Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to

ensure that an offer for sale of the Shares does not require disclosure to investors; and

- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (h)(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(i) **Waiver of vesting conditions on change of control**

Notwithstanding the relevant Vesting Condition has not been satisfied, upon the occurrence of either:

- (i) a takeover bid under Chapter 6 of the Corporations Act 2001 (Cth) having been made in respect of the Company having received acceptances for more than 50% of the Company's Shares on issue and being declared unconditional by the bidder; or
- (ii) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme of arrangement for the reconstruction of the Company or its amalgamation with any other company or companies,

any unvested Options will automatically vest and the Options shall become capable of being exercised on their terms.

(j) **Quotation of Options**

No application for quotation of the Options will be made by the Company.

(k) **Cashless exercise**

On exercise of the Options, the Board may determine, in its sole discretion, to permit the holder to exercise the Options by way of Cashless Exercise. If the Options are exercised by Cashless Exercise, on exercise of the Options:

- (i) the holder will not be required to pay the Exercise Price for the Options in cleared funds; and
- (ii) the Company will only issue or transfer that number of Shares to the holder that have a value equal to the then total market value of the Shares that would have been issued or transferred to the holder if the Options had been exercised other than by way of Cashless Exercise, less the total amount of the Exercise Price that would otherwise have been payable on exercise of the Options (with the number of Shares rounded down).

Cashless Exercise means the Holder exercising Options without making any cash payment.

(l) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(m) **Quotation of Shares issued on exercise**

Application will be made by the Company to ASX for quotation of the Shares issued upon exercise of the Options.

(n) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(o) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(p) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(q) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 5 – MATERIAL TERMS AND CONDITIONS OF THE GLOBAL INCENTIVE PLAN

A summary of the material terms of the employee incentive scheme titled “Global Incentive Plan” (**Plan**) is set out below.

Eligible Participant	Eligible Participant means a person that is a ‘primary participant’ (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time.
Purpose	The purpose of the Plan is to: <ul style="list-style-type: none"> (a) assist in the reward, retention and motivation of Eligible Participants; (b) link the reward of Eligible Participants to Shareholder value creation; and (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Options, Performance Rights, restricted stock units, or such other securities convertible into the capital of the Company and of a similar substance to an Option, Performance Right or restricted stock unit, which the Board approves for issue under the Plan (Securities).
Maximum number of Convertible Securities	The Company will not make an invitation under the Plan which involves monetary consideration if the number of Shares that may be issued, or acquired upon exercise of Convertible Securities offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Plan during the 3 year period ending on the day of the invitation, will exceed 5% of the total number of issued Shares at the date of the invitation (unless the Constitution specifies a different percentage and subject to any limits approved by Shareholders under Listing Rule 7.2 Exception 13(b) – refer to Resolution 12). The Constitution specifies a threshold of 10% of the issue cap. The maximum number of equity securities proposed to be issued under the Plan in reliance on Listing Rule 7.2 (Exemption 13(a)), following Shareholder approval, is 47,567,469 Securities. It is not envisaged that the maximum number of Securities will be issued immediately.
Plan administration	The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents the Participant relying on the deferred tax concessions under Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth)). The Board may delegate its powers and discretion.
Eligibility, invitation and application	The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for any (or any combination of) the Securities provided under the Plan on such terms and conditions as the Board decides. On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

Grant of Securities	The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number and type of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
Rights attaching to Convertible Securities	<p>A Convertible Security represents a right to acquire one or more Plan Shares in accordance with the Plan (for example, an Option or a Performance Right).</p> <p>Prior to a Convertible Security being exercised, the holder:</p> <ul style="list-style-type: none"> (a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security other than as expressly set out in the Plan; (b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company; (c) is not entitled to receive any dividends declared by the Company; and (d) is not entitled to participate in any new issue of Shares (see Adjustment of Convertible Securities section below).
Restrictions on dealing with Convertible Securities	<p>Convertible Securities issued under the Plan cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances as defined under the Plan (including in the case of death or total or permanent disability of the holder) with the consent of the Board in which case the Convertible Securities may be exercisable on terms determined by the Board.</p> <p>A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.</p>
Vesting of Convertible Securities	Any vesting conditions applicable to the Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.
Forfeiture of Convertible Securities	<p>Convertible Securities will be forfeited in the following circumstances:</p> <ul style="list-style-type: none"> (a) in the case of unvested Convertible Securities only, where the holder ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Group); (b) in the case of unvested Convertible Securities only, where a Participant acts fraudulently, dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group; (c) where there is a failure to satisfy the vesting conditions in accordance with the Plan; (d) on the date the Participant becomes insolvent; or (e) on the Expiry Date, <p>subject to the discretion of the Board.</p>
Listing of Convertible Securities	Convertible Securities granted under the Plan will not be quoted on the ASX or any other recognised exchange. The Board reserves the right in its absolute discretion to apply for quotation of Convertible Securities granted under the Plan on the ASX or any other recognised exchange.

<p>Exercise of Convertible Securities and cashless exercise</p>	<p>To exercise a security, the Participant must deliver a signed notice of exercise (Exercise Notice) and, subject to a cashless exercise (see next paragraph below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Securities (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice.</p> <p>At the time of exercise of the Convertible Securities, subject to Board approval at that time, the Participant may elect not to be required to provide payment of the Exercise Price for the number of Convertible Securities specified in a Notice of Exercise but that on exercise of those Convertible Securities the Company will transfer or allot to the Participant that number of Shares equal in value to the positive difference between the then market value of the Shares at the time of exercise (being the volume weighted average price per Share calculated over the 5 trading days immediately preceding that date) and the Exercise Price that would otherwise be payable to exercise those Convertible Securities (with the number of Shares rounded down to the nearest whole Share).</p> <p>Convertible Securities may not be exercised unless and until that security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.</p>
<p>Timing of issue of Shares and quotation of Shares on exercise</p>	<p>Within five business days after the issue of a valid notice of exercise by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.</p>
<p>Restriction periods and restrictions on transfer of Shares on exercise</p>	<p>If the invitation provides that any Shares issued upon the valid exercise of a Convertible Security are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.</p> <p>Additionally, Shares issued on exercise of the Convertible Securities are subject to the following restrictions:</p> <ul style="list-style-type: none"> (a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Convertible Securities may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act; (b) all Shares issued on exercise of the Convertible Securities are subject to restrictions imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and (c) all Shares issued on exercise of the Convertible Securities are subject to the terms of the Company's Securities Trading Policy.
<p>Rights attaching to Shares on exercise</p>	<p>All Shares issued upon exercise of Convertible Securities will rank equally in all respects with the then Shares of the Company.</p>

<p>Change of control</p>	<p>If a change of control event occurs (being an event which results in any person (either alone or together with associates) owning more than 50% of the Company's issued capital), or the Board determines that such an event is likely to occur, any vested but unexercised or any unvested Convertible Securities must be exercised within 30 days of the change of control event. Any Convertible Securities which are not exercised during this time period will lapse. The Board may exercise its discretion to vest any unvested Convertible Securities within 14 days of the change of control event or may specify in an Invitation how any unvested Convertible Securities will be treated on a change of control event occurring, or the Board determining that such event is likely to occur, which may vary depending upon circumstances in which the Participant becomes a leaver and preserve some or all of the Board's discretion.</p>
<p>Participation in entitlements and bonus issues</p>	<p>Subject always to the rights under the following two paragraphs, Participants will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.</p>
<p>Adjustment for bonus issue</p>	<p>If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the Participant is entitled, upon exercise of the Convertible Securities, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.</p>
<p>Reorganisation</p>	<p>If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.</p>
<p>Employee Share Trust</p>	<p>The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding Convertible Securities for holders under the Plan and delivering Shares on behalf of holders upon exercise of Convertible Securities.</p>
<p>Amendment of Plan</p>	<p>Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.</p> <p>No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.</p>
<p>Plan duration</p>	<p>The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.</p> <p>If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.</p>
<p>Income Tax Assessment Act</p>	<p>The Plan is a plan to which Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.</p>

Withholding

Notwithstanding any other provision of the Plan, and without limiting the amounts which may be deducted or withheld under applicable laws, if a member of the Group, a trustee or the Plan administrator is obliged, or reasonably believes that it may have an obligation to account for any tax, or any superannuation amounts (or equivalent social security contributions, if applicable) in respect of a Participant (**Withholding Amount**), then that Group company, trustee or Plan administrator (as applicable) is entitled to withhold or be reimbursed by the Participant for the Withholding Amount payable or paid.

Your proxy voting instruction must be received by **9:30am (AEDT) on Wednesday, 12 November 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



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