
FortifAI completes acquisition of Nol8

Highlights

- **Completion of acquisition of Nol8**

FortifAI Limited (ASX: FTI) ("**FTI**" or the "**Company**") is pleased to advise it has completed the acquisition of 100% of the issued capital of FastAI Pty Ltd ("**FastAI**") ("**Acquisition**") announced on 15 December 2025 and approved at the shareholders' meeting held on 21 January 2026 in consideration for the issue of 155,000,000 fully paid ordinary shares and 150,000,000 Performance Rights which will be finalised today.

FastAI is the sole shareholder of Celerriem Ltd (**Celerriem**) a company incorporated in Israel, which holds a licence to use the technology known as "Nol8 – Next Generation Binary Search Technology" and its associated intellectual property granted by the Technion Research and Development Foundation (**TRDF**).

Further details of the Nol8 technology and the licence are set out in the announcement released on 15 December 2025.

Appointment of Mr Yosef Keret as Director

Mr Yosef Keret has been appointed as a director of the Company and continues in his role as CEO of Celerriem. Mr Keret is a seasoned business executive and CPA with 25+ years experience across semiconductors, biotech, and technology. He was the founding CEO of major technology company, Weebit Nano (ASX: WBT), successfully leading to that company's ASX IPO. He was previously CFO at major companies including Daimler Financial Services, Pluristem (NASDAQ) and held CEO positions at Nanorobotics, developing programmable nanorobots.

A summary of the terms of Mr Keret's appointment is set out in Schedule 1.

All activities in Israel will be conducted via Celerriem which will be managed by Yosef Keret (CEO) and Alon Rashelbach (inventor and CTO).

– ENDS –

Authorised for release by the Board of Directors of FortifAI Limited.

For further information, please contact

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Schedule 1 – Material terms of Mr Yosef Keret's appointment as CEO of Celerriem

Term	Not fixed
Notice period	120 days
Remuneration	<p>Salary as Celerriem CEO: NIS55,000 per month (gross).</p> <p>Pension Plan contribution of between 14.83% and 15.833% of monthly salary</p> <p>Director's Fees as FTI director: AUD30,000 per annum</p>
Performance Based Bonuses and increases of Salary	<p>Upon Celerriem reaching the following annual net revenue (ANR) targets, the CEO is entitled to the following bonuses and salary increases</p> <ul style="list-style-type: none"> • ANR USD1,000,000: bonus of USD35,000 • ANR of USD10,000,000 bonus of USD70,000, and increase of salary to NIS70,000 per month • USD120,000 upon Celerriem reaching annual net revenues of USD20,000,000, and increase of salary to NIS80,000 per month • USD200,000 upon Celerriem reaching annual net revenues of USD40,000,000, and increase of salary to NIS100,000 per month
Equity Incentives <i>(to be granted subject to obtaining FTI shareholder approval)</i>	<p>6,000,000 Performance Rights (each convertible into one Share), to be issued pursuant to the Company's equity incentive plan.</p> <p>Vesting milestones: (and subject to continuous employment with Celerriem):</p> <ul style="list-style-type: none"> • 33% vesting upon the lapse of 12 months after completion of the Acquisition; and • 67% vesting in equal quarterly instalments over the following 24 months