ASX:3DA
ASX Announcement
August 7, 2026

Chief Executive Officer & Chair of the Board – New Employment Contract

Amaero Inc. (**ASX:3DA**) ("**Amaero**" or the "**Company**") is pleased to announce that it has entered into a new executive employment agreement with Mr. Hank Holland to continue in his role as Chief Executive Officer of the Company and Chair of the Company's Board of Directors over a four-year term through to June 30, 2030.

The Board recently retained Korn Ferry as an independent consultant to complete a compensation survey of peer companies in the United States. After diligent consideration of Korn Ferry's compensation survey, the Board, acting on the recommendations of its Remuneration and Nomination Committee, has agreed to the terms of a new executive employment agreement with Mr. Holland that it believes is incremental and reflective of Mr. Holland's multiple achievements for the Company over the last four years. The new agreement is intended to reflect competitive market terms and to recognize that Mr. Holland to date has not received any equity grants or performance awards in his capacity as CEO.

A summary of the material terms of Mr. Holland's employment agreement is set out in Annexure A to this announcement.

Authorised for release by the Board of Directors of Amaero Inc.

Annexure A: Summary of material terms of Mr. Hank Holland's new employment agreement as the Company's CEO and Chair

Key Terms	Details
Position	Chief Executive Officer and Chair of the Board of Directors
Commencement date	July 1, 2026
Term	4 years, ending June 30, 2030
Fixed remuneration	US$750,000 per annum, effective July 1, 2026
Short term incentives	Annual cash bonus targeted at 100% of fixed remuneration with maximum payout capped at 200%. The Board will establish annual performance criteria that include financial operating metrics and individual performance metrics. Each performance criterion is assessed independently and weighted and is subject to a minimum threshold performance goal that must be achieved before any bonus attributable to that criterion is earned.
Long-term incentives	One-time grant of 30,000,000 restricted stock units to acquire CHESS Depositary Interests in the Company ("**CDIs**") ("**CDI RSUs**"). There will not be any additional CDI RSU grants during the term of the employment agreement. The CDI RSUs will vest in equal installments of 25% on the 1st, 2nd, 3rd and 4th anniversaries of the grant date, subject to Mr. Holland's continued service. One-time grant of 30,000,000 performance stock units ("**CDI PSUs**"). There will not be any additional CDI PSU grants during the term of the employment agreement. The CDI PSUs are earned based on the achievement of share price hurdles during the term of the employment agreement, measured as the 20-day volume-weighted average price ("**VWAP**") of the Company's CDIs in three equal tranches: 10,000,000 CDI PSUs are earned on the date that the VWAP equals or exceeds A$0.50; a further 10,000,000 CDI PSUs are earned on the date that the VWAP equals or exceeds A$0.75; and a further 10,000,000 CDI PSUs are earned on the date that the VWAP equals or exceeds A$1.00. Each tranche of CDI PSUs that is earned is subject to vesting, with 50% vesting upon the achievement of the applicable share-price hurdle and the remaining 50% vesting on the later of (i) the second anniversary of the date the grant was made and (ii) achievement of the applicable share price hurdle, in each case contingent on Mr. Holland's continued service through to the applicable vesting date. The grant of CDI RSUs and CDI PSUs is subject to approval from the Company's shareholders.
IPO award	Contingent upon completing an initial public offering of the Company's common stock in the United States ("**IPO**"), 200% of fixed remuneration, paid 50% in cash and 50% in restricted stock units to acquire shares of common stock in the Company ("**RSUs**"), with 50% of RSUs vesting on the 1st anniversary of the IPO and 50% vesting on the 2nd anniversary of the IPO. The grant of RSUs is subject to approval from the Company's shareholders.
Change of control	Upon a change of control of the Company, all then-unvested time-based equity awards vest in full on a single-trigger basis, consistent with the ASX Listing Rules.

	Upon a change of control of the Company, the vesting of the CDI PSUs will be determined according to performance as of the date of such change of control, prorated for partial achievement of a share price goal. All vesting is subject to Mr. Holland's continued service through the date of the change of control of the Company.
Termination and notice period	Either party may terminate at any time without a minimum notice period. If the Company terminates without cause, Mr. Holland is entitled to accrued entitlements, full accelerated vesting of all then-outstanding and unvested time-based equity awards, subject to execution of a release.
Other material terms	The agreement is otherwise on standard terms and conditions for a contract of this nature, including with respect to confidentiality, non-compete and restraint, compliance with the Company's policies, and reimbursement of expenses. Employee benefits include standard employee benefits as well as life insurance and housing allowance benefits.

For further information, please contact:

Amaero Inc.

Hank J. Holland
Chairman and CEO

hank.holland@amaeroinc.com

Media & Investor Enquiries in Australia

Jane Morgan
Director

jm@janemorganmanagement.com.au

Media & Investor Enquiries in United States

Shannon Devine
MZ Group

amaero@mzgroup.us

About Amaero

Amaero Inc. (ASX:3DA) is an ASX-listed company with manufacturing and corporate headquarters located in Tennessee, U.S. Amaero is a leading U.S. domestic producer of high-value refractory and titanium alloy powders for additive and advanced manufacturing of components utilised by the defense, space, aviation, and medical industries. The technical and manufacturing team brings decades of experience and know-how with pioneering work in gas atomization of refractory and titanium alloys. The Company has commissioned advanced gas atomization technology with an industry leading yield of AM powder. The Company is also a leader in PM-HIP (Powder Metallurgy Hot Isostatic Pressing) manufacturing of near-net-shape powder parts with forged-equivalent material properties and microstructure for a variety of alloys. PM-HIP manufacturing is helping alleviate the strained domestic supply chain for large scale castings and forgings.

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