Stakk Completes US$63M ParaScript Acquisition, More Than Tripling Its Revenue Base, and Creating a Global AI Fraud Platform

- **US$63.0 million (A$88.7m) cash and scrip acquisition of ParaScript completed**, creating a scaled and profitable global AI-native Digital Trust group.
- Stakk is now positioned to deliver **A$55.2 million revenue and A$18.5 million EBITDA in FY2027**, representing a **34% EBITDA margin**.
- Substantial majority of **FY2027 revenue is already supported by contracted customer commitments**, providing strong forward revenue visibility.
- **More than 300 enterprise customers and 110 billion digital interactions annually** across the United States, Europe, the Middle East and Australia.
- **30+ years of proprietary document intelligence** combined with Stakk's pre-execution fraud prevention, creates a world class, differentiated global platform against AI-driven fraud.
- **ParaScript CEO, Emiliano Giacchetti, has been appointed CEO of Stakk IQ**, with his proposed **Group CEO** appointment to be considered at the AGM.
- **Emiliano Giacchetti has become a Top 20 Shareholder in Stakk**, and Non-Executive Director, Arthur Lo, lead the director and management participation in the successful A$27.0 million Institutional Placement.
- Significant and growing pipeline of new client opportunities, **with several new contract wins and extensions expected in the coming weeks**

Sydney, Thursday, 17 September 2026: Following its 1,098% revenue growth in FY2026, Stakk Limited (ASX: SKK) ("Stakk" or the "Company") has successfully completed the complimentary US$63.0 million cash and scrip acquisition of ParaScript, LLC and ParaScript Management, Inc. (together, "ParaScript"), transforming Stakk into a scaled, profitable and globally relevant AI-native Digital Trust infrastructure group focused on combating fraud.

The transaction moves Stakk materially closer to the centre of the global response to AI-driven fraud. As synthetic identities, manipulated documents, deepfakes and automated behavioural attacks increase in scale and sophistication, regulated organisations require infrastructure capable of establishing trust across the complete interaction – not another isolated identity, document or fraud-detection tool.

In the current financial year, the combined group is positioned to deliver approximately A$55.2 million in revenue and A$18.5 million in EBITDA, representing an EBITDA margin of approximately 34%. These objectives are supported by the substantial majority of forecast revenue already being secured under contracted customer commitments. Combined FY2026 pro forma revenue of approximately A$45.24 million exceeded the A$41.3 million initially presented by approximately 9.5%, while Stakk's standalone revenue increased from A$1.24 million to A$14.89 million. This demonstrated trajectory, stronger starting position, and contracted revenue visibility make delivery of the FY2027 objectives highly likely.

ParaScript brings to Stakk more than 30 years of proprietary AI-powered document intelligence, deployed globally across international banks, law-enforcement and government agencies, healthcare organisations, and leading enterprise technology platforms. Combined with Stakk's existing contextual decisioning and pre-execution fraud-prevention infrastructure, these capabilities create an integrated platform spanning identity verification, document authentication, fraud prevention, transaction authorization, and real-time decisioning.

The combined platform now serves more than 300 enterprise customers across the United States, Europe, the Middle East and Australia and processes more than 110 billion interactions annually. This scale creates a substantial and continuously expanding intelligence asset: each interaction strengthens the platform's ability to identify emerging fraud signals, understand context and determine – before execution – whether a person, document and intended action should be trusted.

The commercial outcome is significant. Stakk can now deploy a broader set of capabilities across an established global customer base, address more workflows within each customer, and expand into additional regulated industries and jurisdictions. This creates a substantially larger pathway to revenue growth and operating leverage, while delivering greater value to current and future customers, and establishing a stronger foundation for long-term shareholder value.

Additionally, the acquisition materially strengthens the fundamentals on which institutional investors value technology companies: revenue scale and growth, EBITDA, margin, contracted revenue visibility, customer diversification and operating leverage. By more than tripling Stakk's FY2026 pro forma revenue base and establishing a pathway to A$18.5 million of FY2027 EBITDA, the transaction is financially accretive and represents another disciplined creation of shareholder value by the Board.

At completion, Stakk delivered the fixed US$63.0 million (A$88.7m) acquisition consideration as follows:

- US$25.0 million in cash (A$35.2m);
- US$18.0 million in fully paid ordinary Stakk shares (A$25.3m); and
- US$20.0 million in the form of a secured, interest-bearing Seller Note (A$28.2m).

The transaction is not subject to an earn-out. Comprehensive details of the acquisition terms, including the guarantees and security supporting the Seller's Note, are set out in the Appendix to this announcement.

Executing the Combined Growth Strategy

The immediate priority is disciplined execution against the financial and commercial objectives established for FY2027. This includes integrating the complementary capabilities of Stakk and ParaScript, expanding the deployment of the combined platform across existing customers, and converting the group's contracted programs and established pipeline into recognised revenue and earnings.

The combination creates multiple paths to growth. Stakk can introduce its contextual Digital Trust and decisioning capabilities to ParaScript's enterprise customer base, while ParaScript's document intelligence and authentication technology can be deployed across Stakk's existing regulated-industry customers. The group can also address a broader range of workflows within each customer without relying on the acquisition of additional technology or entry into unrelated markets.

These opportunities are incremental to the substantial majority of FY2027 forecast revenue already supported by contracted customer commitments. The Company therefore enters the integration period with an established financial base, clear operating priorities, and meaningful additional upside from cross-selling, product integration, increased customer utilization, and international expansion.

Leadership Focused on Delivery

On completion, Emiliano Giacchetti was appointed Chief Executive Officer of Stakk IQ and ParaScript, and has joined the boards of both operating subsidiaries.

Subject to shareholder approval at the Company's AGM, Mr Giacchetti's role will evolve to Group Chief Executive Officer, giving him responsibility for the strategy, operations, and financial performance of Stakk Limited and its subsidiaries. Details of his proposed appointment and remuneration arrangements will be included in the Notice of Annual General Meeting.

Mr Giacchetti combines the disciplined strategic and analytical foundation developed at McKinsey, with a demonstrated ability to commercialise advanced technology, expand enterprise customer relationships, and deliver sustained profitable growth. Under his leadership, ParaScript developed into a globally recognised artificial intelligence and document-intelligence business with established enterprise customers ,and a profitable operating model.

His immediate priorities will include:

- delivering the combined group's FY2027 revenue and EBITDA objectives;
- integrating Stakk's and ParaScript's technology and commercial capabilities;
- expanding the number of products and workflows deployed across the combined customer base;
- maintaining disciplined cost, margin, and cash-flow management; and
- scaling the group's presence across the United States and international markets.

Transaction Funding

The acquisition was funded through a balanced combination of existing cash, new equity capital, consideration shares, and deferred vendor funding (in the form of a Seller Note).

The US$25.0 million (A$35.2m) cash consideration was funded from the Company's existing cash resources and the proceeds of its A$27.0 million institutional placement. The placement was completed at A$0.022 per share and included one unlisted option for every four placement shares, exercisable at A$0.035 for two years.

The placement was Lead Managed by Canaccord Genuity (Australia) Pty Ltd, and strongly supported by institutional and sophisticated investors. Canaccord Genuity's sustained commitment to Stakk, its strategy, and its shareholders was instrumental in delivering the equity capital required to complete the acquisition. And this represents another significant outcome delivered by Canaccord Genuity in support of the Company's commitment to disciplined growth and shareholder value creation.

The remaining purchase consideration was delivered through US$18.0 million ($A25.3m) in Stakk shares and the US$20.0 million (A$28.2m) Seller's Note.

Stakk also secured a A$5.0 million short-term working-capital facility from several investors, supplementing the Company's available cash and providing additional liquidity to support post-completion working capital, integration and continued delivery of contracted customer programs.

Comprehensive details of the placement, consideration shares, Seller's Note and working-capital facility are set out in the Appendix.

Shareholder and Institutional Support

The acquisition received overwhelming support from Stakk shareholders at the General Meeting held on 17 August 2026.

Shareholders approved the issue of the consideration shares with 98.4% of votes cast in favour, while the resolution approving the placement securities received 99.2% support.

The Board considers this level of support a strong endorsement of the transaction, the strategic direction of the Company and the opportunity presented by the combined group.

The participation of institutional investors in the A$27.0 million placement further demonstrates support for Stakk's strategy and its transition into a larger, profitable and internationally focused technology group.

Completion Process

The Company sought to complete the transaction at the earliest opportunity and worked collaboratively with all key stakeholders, including ASX and the sellers, to satisfy the conditions required for completion.

While completion took longer than initially anticipated, this reflected the complexity of a transaction involving an ASX-listed acquirer, U.S. operating businesses, cross-border financing and securities consideration, and legal and regulatory requirements across multiple jurisdictions.

Completion followed the satisfaction in full of all conditions by the respective parties, with no condition waived.

The Board acknowledges the sustained efforts of the sellers, management teams, financiers, and advisers on both sides.

In particular, the Board recognises New York based JEGI LEONIS (www.JL-co.com), which acted as Stakk's buy-side transaction banker throughout the process. JEGI LEONIS played a central role in coordinating the transaction on the Company's behalf and supporting Stakk through the commercial, financial and execution requirements necessary to achieve completion.

The Board also acknowledges Canaccord Genuity in the United States ("Canaccord USA"), which acted as transaction banker to the sellers. The constructive and sustained efforts of JEGI LEONIS and Canaccord USA were important to maintaining alignment between the parties, resolving the transaction's cross-border requirements, and ultimately bringing the acquisition to completion.

Management Commentary

Stakk Director Arthur Lo said:

"The completion of the ParaScript acquisition establishes Stakk as a scaled, profitable and internationally relevant AI technology group at a time when the need for effective Digital Trust infrastructure has never been greater.

"This transaction materially strengthens the fundamentals by which institutional investors assess technology companies. It increases revenue scale, earnings, margins, contracted revenue visibility, customer diversification and operating leverage, while creating additional growth opportunities that are not required to support our existing FY2027 objectives.

"The Board has remained focused on disciplined and accretive value creation. We have acquired an established and profitable business with more than 30 years of proprietary technology, global enterprise distribution and a demonstrated ability to deliver. Our priority now is to convert that stronger platform into sustainable growth, profitability and long-term value for Stakk shareholders."

Emiliano Giacchetti said:

"Stakk and ParaScript have come together around a clear and urgent global requirement: helping organisations determine whether a digital interaction, identity or document can be trusted before it is allowed to proceed.

"The combined group has the technology, intelligence, enterprise relationships and international reach required to address that challenge at scale. It also has a substantial contracted revenue base and a clear pathway to deliver the financial commitments made to shareholders.

"Our focus will be on execution – integrating the platforms, expanding the capabilities deployed across our customers and maintaining the operational discipline required to deliver profitable international growth."

Financial Reporting and Next Steps

ParaScript's financial position and operating results will be consolidated into the Stakk group from the completion date. The FY2026 combined financial information referred to in this announcement is presented on a pro forma basis as though the businesses had operated as a single economic entity throughout the year and does not represent Stakk's statutory consolidated results.

The Company's FY2026 Annual Report will include customary disclosure of the acquisition as a material post-balance-date event. The Company's Notice of Annual General Meeting will provide further information concerning the proposed Group CEO appointment and remuneration arrangements, the working-capital facility and the other matters to be considered by shareholders.

The Company expects to reassess its FY2027 objectives towards the end of the second quarter, once it has the benefit of additional trading and integration information from the combined group.

Detailed transaction terms, financial-information qualifications and other important disclosures are set out in the Appendix to this announcement.

This announcement has been authorised for release by the Board of Stakk Limited.

--End--

About Stakk

Stakk Limited (ASX: SKK) is a scaled, profitable and globally relevant AI-native Digital Trust infrastructure group focused on combating fraud. Its integrated platform enables financial institutions, governments, law-enforcement agencies, healthcare providers, insurers, telecommunications companies, and other regulated enterprises to establish trust across the complete interaction – from identity verification and document authentication through to fraud prevention, transaction authorisation, and real-time contextual decisioning.

Stakk combines more than 30 years of proprietary AI-powered document intelligence with contextual Digital Personas, federated signal intelligence and pre-execution decisioning. The group serves more than 300 enterprise customers across the United States, Europe, the Middle East and Australia and processes more than 110 billion interactions annually, creating a continuously expanding intelligence asset that strengthens its ability to identify and respond to evolving AI-driven fraud threats.

For more information visit www.stakk.tech

Forward-looking statements

This announcement contains forward-looking statements, including in relation to the Proposed Transaction, the Placement, pro-forma financial information, expected synergies and the Company's strategy. Forward-looking statements are subject to known and unknown risks, uncertainties and assumptions, many of which are outside the Company's control, and actual results may differ materially. The pro-forma financial information is unaudited, is based on contracted revenue and management assumptions, and is subject to completion adjustments and external review. Except as required by law or the ASX Listing Rules, the Company undertakes no obligation to update any forward-looking statement. This announcement is for information purposes only and does not constitute an offer to sell, or a solicitation of an offer to buy, securities in any jurisdiction, including the United States.

APPENDIX TO THE ANNOUNCEMENT

"Transaction Details and Important Disclosures"

1. Acquisition Structure and Consideration

Stakk Limited acquired 100% of ParaScript, LLC and ParaScript Management, Inc. through its wholly owned U.S. subsidiary, Stakk IQ, Inc.

The acquisition was completed under the Equity Purchase Agreement and associated transaction documents for fixed consideration of US$63.0 million, comprising:

- US$25.0 million in cash paid at completion;
- US$18.0 million satisfied through the issue of fully paid ordinary Stakk shares; and
- US$20.0 million of deferred consideration documented under an interest-bearing Seller's Note (further described below).

The consideration is fixed and is not subject to an earn-out or management rollover. The transaction includes customary and limited working-capital adjustment arrangements.

The acquisition documents are governed by Delaware (USA) law and contain customary representations, warranties, covenants and indemnities. The transaction is also supported by representations and warranties insurance.

2. Clarification of Previous Disclosure

The Company's Notice of Meeting dated 16 July 2026 described the acquisition consideration as US$25.0 million in cash payable at completion, US$18.0 million in Stakk shares and US$20.0 million of deferred cash consideration repayable over four years.

Although the Company's announcement dated 6 July 2026 and its Notice of Meeting each described the US$20.0 million deferred component of the consideration as deferred cash consideration payable over four years, that component was at all times agreed in writing, under the transaction documents, as a secured, interest-bearing Seller's Note guaranteed by Stakk.

Under the transaction documentation negotiated in connection with the consideration structure:

- the noteholder is Para-R, LLC, or its nominee, being the seller under the Equity Purchase Agreement;
- Stakk IQ was required to issue the Seller's Note as part of the acquisition consideration;
- interest accrues on the outstanding principal at 10.8% per annum;

- interest is payable quarterly in arrears, and principal amortises in 16 quarterly instalments repaying US$5.0 million of principal in each of the four years following completion;
- Stakk Limited and ParaScript, LLC guarantee the obligations under the Seller's Note;
- Stakk IQ and ParaScript, LLC have granted security over substantially all their assets, including Stakk IQ's ownership interest in ParaScript, LLC;
- for so long as the Seller's Note remains outstanding, the Noteholder's nominee is entitled to be appointed to the Board or, if that right is not exercised, to appoint a non-voting Board observer with a right to receive Board information, and neither Stakk Limited nor Stakk IQ may terminate or materially reduce the role of its Chief Executive Officer or Chief Operating Officer without the Noteholder's consent;
- the Seller's Note contains financial, operational and governance covenants; and
- a continuing event of default may result in acceleration of the Seller's Note and enforcement against the secured assets and guarantors; and
- the events of default under the Seller's Note include, in addition to non-payment, Stakk Limited ceasing to be listed on ASX or another recognised securities exchange, and the occurrence of a change of control of Stakk Limited or Stakk IQ.

The Company acknowledges that neither the announcement dated 6 July 2026 nor the Notice of Meeting described the interest, guarantee and security arrangements applying to the deferred consideration, and that the market should have the complete terms of those arrangements. This announcement provides that information.
.

This announcement corrects and supplements the earlier disclosure by setting out the material terms of the Seller's Note and associated guarantee and security arrangements.

The acquisition has completed on the basis that the US$20.0 million deferred consideration is governed by the Seller's Note and associated guarantees and security agreements described in this Appendix.

3. Resolution 4

The Company confirms that:

- Resolution 4 was validly proposed and validly passed, and was valid and effective for all purposes under the Corporations Act 2001 (Cth) at the time it was passed;
- the Notice of Meeting dated 16 July 2026 contained the material information required under the Corporations Act to fully and fairly inform shareholders of the matters to be considered at the General Meeting and enable them to make a properly informed judgement on those matters;
- the Notice of Meeting contained the information required by ASX Listing Rule 7.3.7 in relation to Resolution 4;
- Resolution 4 remains valid for all purposes under the Corporations Act following the release of this announcement clarifying the existence and terms of the Seller's Note; and

- the 1,171,676,669 consideration shares were issued on 27 August 2026, within the three month period permitted by ASX Listing Rule 7.3.4, and have been quoted on ASX, in each case in reliance on shareholder approval given under Resolution 4 which was, and remains, valid and effective for all purposes.

Resolution 4 received 98.4% support from votes cast at the General Meeting.

The Company confirms that the shareholder approval given under Resolution 4 was, and remains, valid and effective for all purposes.

The Company has obtained legal advice from its Australian legal advisers in relation to each of the matters set out above. That advice is confidential and is subject to legal professional privilege. It was prepared for the Company alone, is subject to the assumptions and qualifications set out in it, and is not investment advice. Nothing in this announcement discloses the content of the advice, and the Company does not waive, and does not intend to waive, legal professional privilege in the advice or in any related communication.

4. Funding of the Acquisition

The acquisition was funded through a combination of Stakk's existing cash resources, the proceeds of the A$27.0 million institutional placement, the issue of consideration shares and the US$20.0 million Seller's Note.

Stakk also obtained a separate A$5.0 million short-term working-capital facility to supplement its available liquidity following completion.

At 30 June 2026, Stakk reported cash and cash equivalents of A$17.57 million. This balance was reported before receipt of the institutional placement proceeds and before payment of the acquisition consideration, transaction costs and associated funding obligations.

The funding structure comprised:

- existing Stakk cash resources;
- A$27.0 million raised under the institutional placement;
- US$18.0 million of consideration shares;
- the US$20.0 million Seller's Note; and
- the A$5.0 million short-term working-capital facility.

5. Institutional Placement

Stakk raised A$27.0 million before costs through an institutional placement to institutional and sophisticated investors.

The placement comprised 1,227,272,728 new Stakk shares issued at A$0.022 per share and 306,818,182 unlisted options issued on the basis of one option for every four placement shares. Each placement option is exercisable at A$0.035 and expires two years after its date of issue.

The placement price of A$0.022 per share also formed the attributed issue price used to determine the number of consideration shares issued to the ParaScript sellers.

Canaccord Genuity (Australia) Pty Ltd acted as lead manager to the placement, which included participation by directors and management.

The placement securities issued to unrelated participants were approved by shareholders under ASX Listing Rule 7.1 at the General Meeting held on 17 August 2026, with 99.2% of votes cast in favour. The placement securities issued to Mr Arthur Lo, a Director of the Company, were the subject of a separate resolution approved under ASX Listing Rule 10.11 at the same meeting, with 94% of votes cast in favour.

Under its mandate, the lead manager is entitled to a cash fee of 6% of the gross proceeds of the placement and to 54,000,000 options exercisable at A$0.033 each and expiring three years after the date of issue. The issue of those options was approved by shareholders at the General Meeting held on 17 August 2026.

6. Consideration Shares

The US$18.0 million equity component of the acquisition consideration was satisfied through the issue of 1,180,637,544 fully paid ordinary Stakk shares to the ParaScript sellers. Shareholder approval was obtained for the issue of 1,171,676,669 fully paid ordinary Stakk shares pursuant to Resolution 4 at the General Meeting. The balance of 8,960,875 Shares resulting from changes in the foreign exchange rates were issued under the Company's Listing Rule 7.1 capacity.

The consideration shares were issued at an attributed price of A$0.022 per share, consistent with the issue price under the institutional placement. They are freely tradeable fully paid ordinary shares in Stakk, subject to applicable securities laws, and the filing by Stakk of a Cleansing Prospectus with ASIC on or around the date of this announcement.

No earn-out or additional equity consideration is payable to the sellers. The consideration shares provide the sellers with a material continuing interest in Stakk and align them with the future performance of the group.

7. Seller's Note

The US$20.0 million deferred component of the acquisition consideration is documented through a Seller's Note issued by Stakk IQ.

The Seller's Note has an original principal amount of US$20.0 million, is repayable over four years and bears interest on the outstanding principal at 10.8% per annum.

The obligations under the Seller's Note are guaranteed by Stakk Limited and ParaScript, LLC. They are also supported by security granted by Stakk IQ and ParaScript, LLC over substantially all their assets, including Stakk IQ's ownership interest in ParaScript, LLC.

The Seller's Note contains financial, operational and governance covenants, together with customary repayment, default and enforcement provisions. A continuing event of default may result in acceleration of the outstanding principal, accrued interest and other amounts owing, and enforcement against the secured assets and guarantors.

The Seller's Note also includes the following governance-related terms: For so long as the Seller's Note remains outstanding, the Noteholder's nominee, Mr Martin Katz, is entitled to serve as a director of Stakk Limited or, if that right is not exercised, to appoint a non-voting Board observer with a right to receive Board information. Neither Stakk Limited nor Stakk IQ may terminate, or materially reduce the role of, its Chief Executive Officer or Chief Operating Officer without the Noteholder's consent. The events of default under the Seller's Note also include Stakk Limited ceasing to be listed on ASX or another recognised securities exchange, and the occurrence of a change of control of Stakk Limited or Stakk IQ, in addition to customary payment, cross-default and insolvency events of default. If an event of default occurs and is continuing, the noteholder may declare all outstanding principal, accrued interest and other amounts immediately due and payable and may enforce the security and the guarantees.

The Seller's Note also requires Stakk IQ to commence, within seven days of completion, a bona fide process to refinance the Seller's Note, and to pursue that process on a commercially reasonable basis until the Seller's Note is repaid in full or refinancing is not available on commercially acceptable terms an inability to refinance is not itself an event of default. The Seller's Note also restricts Stakk IQ from disposing of the acquired ParaScript assets, other than in the ordinary course of business or below a US$1,000,000 annual threshold, without the Noteholder's consent, and restricts the borrower parties from incurring additional debt (other than under the Seller's Note) exceeding two times trailing twelve-month EBITDA, without the Noteholder's consent.

If an event of default occurs and is continuing, the noteholder may declare all outstanding principal, accrued interest and other amounts immediately due and payable and may enforce the security and the guarantees. Enforcement of the security would extend to Stakk IQ's ownership interest in ParaScript and to substantially all of the assets of ParaScript. Shareholders should note that, in those circumstances, Stakk could lose ownership and control of the ParaScript business acquired under the transaction, and Stakk Limited would remain liable under its guarantee for any shortfall.

The interest, guarantees, security and covenant arrangements formed part of the transaction documentation on which the acquisition completed.

8. Short-Term Working-Capital Facility

In connection with completion, Stakk entered into a A$5.0 million short-term working-capital facility.

The facility supplements the Company's available cash and provides additional liquidity to support post-completion integration and continued delivery of contracted customer programs and execution of the group's FY2027 growth strategy.

The facility has a term of approximately 120 days and matures on 5 January 2027. The consideration payable in connection with the facility comprises:

- A$500,000 of fixed cash interest, payable at maturity; and
- A$500,000 of equity consideration, represented by 25,000,000 Stakk shares at an issue price of A$0.02 per share.

The issue of the facility consideration shares is subject to the shareholder approvals under ASX Listing Rule 7.1.

The facility is supported by:

- security granted by Stakk Limited over its present and after-acquired property, including its ownership interest in Stakk IQ;
- a guarantee and security granted by Stakk IQ over its present and after-acquired assets, expressly excluding its shares in ParaScript and the assets and collateral supporting the Seller's Note;

The facility contains customary representations, covenants, undertakings and events of default. Further information concerning the facility and the related shareholder approvals will be included in the Company's Notice of Annual General Meeting.

9. Completion Conditions

Completion followed the satisfaction in full of all conditions applicable to the respective parties. No party waived any condition to completion.

The conditions and other material completion requirements included shareholder approval of the transaction-related securities, completion of the A$27.0 million institutional placement, confirmation of Stakk's ability to deliver the cash and equity consideration, and satisfaction of the parties' respective corporate and financing requirements.

The parties were also required to finalise and execute the Seller's Note and associated transaction documents, deliver the applicable legal and corporate closing materials in Australia and the United States, and complete the Company's engagement with ASX concerning the application of the ASX Listing Rules to the final transaction structure.

The Company worked collaboratively with ASX, the sellers and the parties' respective advisers to satisfy these requirements and complete the acquisition in accordance with applicable legal and regulatory requirements.

10. Management and Governance

On completion, Emiliano Giacchetti was appointed Chief Executive Officer of Stakk IQ and ParaScript and became a director of the relevant Stakk operating subsidiaries.

Mr Giacchetti was not appointed to the board of Stakk Limited at completion.

For so long as the Seller's Note remains outstanding, the noteholder's nominee is entitled to nominate one director of Stakk Limited or, if that right is not exercised, to appoint a non-voting board observer and to receive board information.

The Company intends to seek shareholder approval at its AGM for Mr Giacchetti's proposed appointment and remuneration as Group Chief Executive Officer. Subject to that approval, he will assume responsibility for the strategy, operations and financial performance of Stakk Limited and its subsidiaries.

Further information concerning the proposed appointment and remuneration arrangements will be included in the Notice of Annual General Meeting.

11. FY2026 Pro Forma Financial Information

The FY2026 combined financial information included in this announcement is presented on a pro forma basis as though Stakk and ParaScript had operated as a single economic entity throughout the financial year ended 30 June 2026.

The pro forma revenue information has been prepared using Stakk's FY2026 revenue of A$14.89 million, as reported in its Appendix 4E Preliminary Final Report, and ParaScript's FY2026 revenue of A$30.35 million, derived from its management accounts.

On that basis, the businesses generated combined FY2026 pro forma revenue of approximately A$45.24 million.

The pro forma information is unaudited and has been prepared for illustrative purposes. It does not represent Stakk's statutory consolidated results and does not include purchase-price accounting, fair-value adjustments, the full effect of transaction and acquisition-financing costs, integration costs or transaction synergies.

The pro forma information remains subject to completion adjustments and external review and may not be indicative of the results that would have been achieved had the businesses operated as a combined group throughout FY2026.

ParaScript's financial information was prepared under its existing accounting policies and may be subject to adjustment when aligned with Stakk's accounting policies and Australian Accounting Standards.

12. Statutory Accounting Treatment

The acquisition completed after 30 June 2026 and therefore did not contribute to Stakk's statutory financial results for FY2026.

For statutory reporting purposes, ParaScript's financial position and operating results will be consolidated into the Stakk group from the completion date.

The Company's FY2026 Annual Report will disclose the acquisition as a material post-balance-date event and will include the customary information available when the Annual Report is finalised.

The acquisition will be accounted for as a business combination in accordance with applicable Australian Accounting Standards. Following completion, the Company will allocate the acquisition consideration to the identifiable assets acquired and liabilities assumed. That process may result in the recognition of identifiable intangible assets, deferred tax balances and goodwill.

The final purchase-price allocation may differ materially from any preliminary assessment.

13. FY2027 Objectives

The FY2027 revenue objective of approximately A$55.2 million and the FY2027 EBITDA objective of approximately A$18.5 million referred to in this announcement are objectives only. They are not forecasts, guidance or a representation that those results will be achieved.

The objectives are based on the combination of Stakk's and ParaScript's contracted and expected revenue for the year ending 30 June 2027, an assumed AUD:USD exchange rate of USD$0.71, the achievement of expected integration and cost outcomes, and no material change in customer contracts, operating costs, exchange rates or market conditions.

The statement that a substantial majority of FY2027 revenue is supported by contracted customer commitments is based on customer contracts in place at the date of this announcement and assumes those contracts are performed in accordance with their terms and that recurring contracts renew at historical rates.

The objectives and the underlying information have not been audited or reviewed. Actual results may differ materially from the objectives, and shareholders should not place undue reliance on them.