ASX Announcement

27 August 2025

archTIS Accelerates U.S. Expansion with Acquisition of Technology, Customers and Employees of Spirion LLC

HIGHLIGHTS:

- **Purchase Price:** Consideration of A$15.7M* equating to 0.9x FY25 annual recurring revenue (**ARR)**.
- **Materially Increased Scale**: Combined pro-forma FY25 ARR of A$21.8M[1].
- **Strategic U.S. Expansion:** Broadens U.S. market reach with Spirion's established customer base, technology, and operations, building on archTIS' recent U.S. Department of Defense (**DoD**) contract win and NC Protect's global defence validation.
- **Blue-Chip Customer Base with Strong Cross-Sell Opportunity:** Spirion's enterprise, education and government clients will diversify revenue and create new U.S. growth channels across 150+ customers, creating immediate cross-sell opportunities for archTIS' and Spirion's technology offerings.
- **Addition of Key Talent:** Brings in 38 Spirion employees, including proven senior executives and skilled technical teams, to accelerate U.S. market penetration and global product innovation.
- **Product Synergies:** Integrates Spirion's advanced data discovery and classification with archTIS' award-winning attribute-based access control (**ABAC**) products for enhanced enforcement and compliance.
- **Funded for Growth:** Placement of approximately A$3.5M and underwritten 1-for-3 accelerated Entitlement Offer to fund the Acquisition, staff retention programs, and growth initiatives, with closure prior to 30 September 2025.

archTIS Limited (ASX:AR9, OTCQB:ARHLF) (**"archTIS"** or the **"Company"**), a global provider of data-centric software solutions for the secure collaboration of sensitive information, is pleased to announce that it has signed an Asset Purchase Agreement to acquire the business assets, including the existing customer base, technology and employees of Spirion LLC (**Spirion**), a U.S.-based Data Security Posture Management (**DSPM**) software provider (the **Acquisition**).

archTIS will purchase select Spirion assets for A$15.7M*; equating to a multiple of 0.9x Spirion's FY25 ARR. The purchase price is to be funded from funds raised under a placement of approximately $3.5M together with a fully underwritten 1-for-3 accelerated non-renounceable entitlement offer to raise approximately $17M, resulting in a total raise of approximately $20.5M.

* Calculated based on an AUD/USD exchange rate of 1.55.
[1] ARR is calculated by 12x the current monthly recurring revenue

For personal use only

The funds raised will also be applied to executive and staff retention programs and growth capital.

The Acquisition will expand archTIS' U.S. footprint and enhance its software portfolio with new DSPM offerings that are complementary to archTIS' products, enriching its foundational access control and data protection capabilities with Spirion's advanced data discovery and classification capabilities. The combined strengths of both product portfolios will lead to an enhanced suite of solutions for managing data security governance within Microsoft 365 and SharePoint on-premises environments, as well as other file sharing and collaboration tools.

Commenting on the Acquisition, CEO and Managing Director of archTIS, Mr Daniel Lai, stated: *"As we have previously communicated to the market, we have been undertaking a strategic initiative to identify and close a transformational acquisition in the U.S. that brings us scale and expanded market opportunity. By combining archTIS' award-winning products with Spirion's industry-leading data discovery and classification capabilities, we are creating a comprehensive, Zero Trust data-centric security platform to protect our clients. We welcome Spirion's talented team, whose expertise will accelerate our expansion and execution in the U.S. market."*

"*The Acquisition of Spirion is a highly revenue-accretive transaction that immediately adds A$17M* in scalable ARR. Building on archTIS' recent U.S. Department of Defense contract win, this combination gives the Company the proven technology, talent, and customer base to expand and scale our U.S. operations rapidly. With enhanced ARR, differentiated product synergies and an expanded blue-chip client portfolio, we are well-positioned to accelerate growth and deliver long-term shareholder value. We now have solutions that can protect sensitive information from the boardroom to the battlefield".*

Spirion Overview

Spirion is a global leader in sensitive data discovery, classification, and remediation, with a core focus on privacy and compliance. Headquartered in the United States, Spirion has built a blue-chip enterprise customer base across a broad range of industries, demonstrating the breadth and scalability of its solutions. Its customers include some of the world's most recognised brands and institutions across financial services, healthcare and educational institutions.

Spirion generated FY25 revenue of A$17M* and ARR of A$17M*, supported by over ~A$45M* of investment into its technology stack. Backed by a strong senior management team with deep expertise in cybersecurity, data privacy, and electronic commerce, Spirion brings not only advanced technology but also proven operational excellence to the archTIS portfolio.

archTIS is strengthening its global leadership in data-centric security products with the Spirion Sensitive Data Platform. This powerful combination expands the Company's global presence and delivers differentiated capabilities to meet the evolving data protection and compliance needs of enterprise and government customers worldwide.

---

* Calculated based on an AUD/USD exchange rate of 1.55.

For personal use only

For personal use only

ASX Announcement

27 August 2025

Spirion's CEO, Mr Kevin Coppins, will join the archTIS executive team as Executive Vice President of the newly created archTIS Commercial Enterprise Solutions line of business, focused on selling the Company's suite of solutions to enterprise, education and local government accounts. Additionally, no changes will be made to archTIS' management or the Board of Directors.

Spirion CEO, Mr Kevin Coppins, stated: *"Joining archTIS is a strategic next step for Spirion's employees and our customers. The combination creates a scaled, global leader in data-centric security with the proven technology, recurring revenue base, and talent required to accelerate growth. Together, we will broaden market reach, enhance cross-sell opportunities, and create significant long-term value for our combined customer base and archTIS' shareholders."*

Acquisition Overview

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

This Acquisition reflects an implied purchase price multiple of 0.9x FY25 ARR.

Further terms of the Acquisition are set out at **Schedule 1.**

In addition, the Company has agreed, subject to shareholder approval, to issue restricted stock units (**RSUs**) to certain key Spirion employees, up to a deemed value of A$511,500* to incentivise and align their interests with those of archTIS shareholders. If approved by shareholders, the number of RSUs to be issued shall be calculated with reference to the 15-day VWAP leading up to the closing date of the Acquisition. Each RSU shall automatically vest into one fully paid ordinary share, subject to the holder remaining employed by the Company for a period of 30 months after closing of the Acquisition.

Funding Overview

To fund the Acquisition and associated growth initiatives, archTIS will undertake an equity capital raising of approximately A$20.5M, comprising:

(a) a placement of approximately 23,333,334 Shares to existing and new institutional investors in Australia and certain foreign jurisdictions to raise approximately $3.5 million (**Placement**); and

(b) a fully underwritten, pro rata accelerated non-renounceable entitlement offer of one Share for every three Shares held to raise approximately $16,962,849 to institutional and sophisticated investors (**Institutional Entitlement Offer**) and to eligible retail shareholders (**Retail Entitlement Offer**).

---

* Calculated based on an AUD/USD exchange rate of 1.55.

For personal use only

Shares issued under the Placement, Institutional Entitlement Offer and Retail Entitlement Offer (together, the **Offer**) will be issued at a fixed price of A$0.15 per Share (**Offer Price**). The proceeds of the Offer will be allocated towards the Acquisition consideration, employee retention and incentive schemes, cross-sell opportunities and marketing, technology and product development, integration costs, working capital requirements, and costs of the Acquisition and Offer.

The Offer Price represents:

(a) a 18.9% discount to the Company's closing price of A$0.185 per Share on the ASX as at 25 August 2025; and
(b) 25.2% discount to the 7-Day VWAP of A$0.201 per Share as at 25 August 2025.

Henslow Pty Ltd (ACN 605 393 137) (**Henslow**) and Canaccord Genuity (Australia) Limited (ACN 075 071 466) (**Canaccord**) are acting as joint lead managers and underwriters to the Placement and Entitlement Offer (**Underwriters or Joint Lead Managers**). The terms of the Underwriting Agreement (including the fees payable to the Underwriters, conditions precedent and termination events) are summarised in the Investor Presentation released on 27 August 2025.

Placement Overview

The Company has received firm commitments from sophisticated and professional investors for the entirety of the Placement.

The Shares to be issued under the Placement will be issued out of the Company's existing placement capacity under Listing Rule 7.1, which has been upsized by a 'supersize' placement waiver granted by ASX. The waiver will enable the Company to calculate the number of Shares which it may issue without Shareholder approval under the Placement by reference to the number of Shares on issue immediately after settlement of both the Institutional Entitlement Offer and Retail Entitlement Offer (together, the **Entitlement Offer**) (but excluding, for the avoidance of doubt, any Shares to be issued under the Placement). The Company sought this waiver to enable the Company to draw on the future placement capacity under Listing Rule 7.1 that will be created by the Entitlement Offer, to complete the Placement.

Entitlement Offer Overview

Under the Entitlement Offer, eligible shareholders will be able to subscribe for one Share for every three existing Shares held as at 5:00pm (AEST) on Thursday, 28 August 2025 (**Record Date**). Approximately 113 million New Shares will be issued under the Entitlement Offer.

The Entitlement Offer comprises the following components:

- **Institutional Entitlement Offer** – Eligible institutional shareholders with a registered address in Australia, New Zealand, Singapore, Hong Kong, and the United Kingdom at the Record Date are invited to take up all or part of their entitlement under the institutional component of the Entitlement Offer. The Institutional Offer will open today at

For personal use only

10:00am (AEST). Institutional entitlements not taken up, along with entitlements of ineligible institutional shareholders, will be sold under an institutional shortfall bookbuild. Institutional shareholders may bid into the bookbuild for Shares in excess of their entitlement.

- **Retail Entitlement Offer** – Eligible retail shareholders with a registered address in Australia or New Zealand at the Record Date can take up their entitlements in whole or in part, or in whole with the ability to subscribe for such number of additional Shares that equals up to 100% of their entitlement, to be allocated in a retail shortfall facility (and adjusted to the extent oversubscribed).

The Retail Entitlement Offer will open at 9:00am (AEST) on Tuesday, 2 September 2025. The Retail Entitlement Offer will be conducted at the same offer price and ratio as the Institutional Entitlement Offer.

Eligible Shareholders in the Retail Entitlement Offer will be sent a retail offer booklet containing information in respect of the Retail Entitlement Offer, together with a personalised entitlement and acceptance form, on Tuesday, 2 September 2025.

An indicative timetable for the Offer is as follows:

EVENT	DATE*
Announcement of the Offer Release of Entitlement Offer Cleansing Notice and Appendix 3B	Wednesday, 27 August 2025
Institutional Entitlement Offer and Placement open	Wednesday, 27 August 2025
Institutional Entitlement Offer and Placement close (3:00pm AEST)	Wednesday, 27 August 2025
Announcement of results of Institutional Entitlement Offer and Placement	Thursday, 28 August 2025
Trading resumes on an ex-entitlement basis	Thursday, 28 August 2025
Record Date for Retail Entitlement Offer (5:00pm AEST)	Thursday, 28 August 2025
Settlement of Institutional Offer and Placement	Tuesday, 2 September 2025
Offer Document dispatched to Eligible Retail Shareholders Opening Date of Retail Entitlement Offer	Tuesday, 2 September 2025
Issue of Shares under Institutional Entitlement Offer and Placement and lodgement of Appendix 2A (before 12:00pm Sydney time)	Tuesday, 2 September 2025
Quotation of Shares issued under Institutional Entitlement Offer and Placement	Wednesday, 3 September 2025
Last day to extend the Retail Entitlement Offer Closing Date	Monday, 8 September 2025
Closing Date of Retail Entitlement Offer (final date for applications and payment to be received for the Retail Entitlement Offer)	Thursday, 11 September 2025

For personal use only

ASX Announcement

27 August 2025

EVENT	DATE*
Announcement of results of Retail Entitlement Offer	Wednesday, 17 September 2025
Issue of Shares under Retail Entitlement Offer and lodgement of Appendix 2A (before 12:00pm Sydney time)	Thursday, 18 September 2025

-ENDS-

Authorised for issue by Daniel Lai, Managing Director.

For further information, please contact:

Company Enquiries
Daniel Lai
CEO and Managing Director, archTIS
E: investors@archtis.com

Irena Mroz
CMO, archTIS
E: irena.mroz@archtis.com

Media enquiries
Jane Morgan
Jane Morgan Management
Investor & Media Relations
E: jm@janemorganmanagement.com.au

archTIS Interactive Investor Hub
https://investors.archtis.com/
The archTIS Investor Hub is an online portal for investors to read and interact with our announcements and updates. You can ask questions and add comments, which our team can respond to where possible.

About archTIS Limited
archTIS Limited (ASX:AR9, OTCQB:ARHLF) is a global provider of data-centric software solutions for the secure collaboration of sensitive information. The Company's award-winning information security solutions protect the world's most sensitive content in government, defence, supply chain, enterprises and regulated industries through attribute-based access and control (ABAC) policies. Products include archTIS Trusted Data Integration to simplify the complexity of structured data integration and security at scale; Kojensi, a multi-government certified platform for the secure access, sharing and collaboration of sensitive and classified information; and NC Protect for enhanced information protection for file access and sharing, messaging and emailing of sensitive and classified content across Microsoft 365 apps, SharePoint on-premises, NetApp ONTAP, Nutanix Files and Windows file shares.

ASX Announcement

27 August 2025

For more information visit archtis.com or follow @arch_tis on X.

Future Performance and Forward-Looking Statements

This announcement contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties. These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this announcement, are expected to take place. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, its Directors and its management. Forward-looking statements in this announcement include, without limitation, statements regarding plans, strategies and objectives of management, the timetable and outcome of the Placement and the Entitlement Offer and the use of the proceeds thereof, the timetable and outcome of the acquisition of assets of Spirion LLC. Indications of, and guidance on, future earnings, revenue and financial position and performance are also forward-looking statements. Such forward looking statements involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company and which may cause actual results, performance or achievements to differ materially from those expressed or implied by such statements. These include, but are not limited to, risks or uncertainties associated with the acquisition and divestment of businesses and assets (including risks associated with the Acquisition including completion, integration and due diligence risks), technology and competition risks, customer concentration and revenue risks, cyber and security risks, regulatory risks, uncertainty of future profitability, geopolitical and international operating risks, contractual risks and availability and terms of capital and general economic and business conditions. Some other key risk factors are summarised in the Investor Presentation released on 27 August 2025. Forward looking statements are provided as a general guide only, and should not be relied on as an indication or guarantee of future performance. No representation, warranty or assurance (express or implied) is given or made in relation to any forward-looking statement by any person (including the Company). In particular, no representation, warranty or assurance (express or implied) is given that the occurrence of the events expressed or implied in any forward-looking statements in this announcement will actually occur. Actual results, performance or achievement may vary materially from any projections and forward-looking statements and the assumptions on which those statements are based.
Given these uncertainties, no one should place undue reliance on any forward-looking statements attributable to the Company, or any of its affiliates or persons acting on its behalf. Subject to any continuing obligations under applicable law, the Company disclaims any obligation or undertaking to disseminate any updates or revisions to any forward looking statements in this document to reflect any change in expectations in relation to any forward looking statements or any change in events, conditions or circumstances on which any such statement is based.

For personal use only

For personal use only

ASX Announcement

27 August 2025

SCHEDULE 1: Key Terms of the Acquisition

Summary of the Asset Purchase Agreement

The key terms of the Asset Purchase Agreement are summarised below:

Key Term	Summary
Overview	archTIS US, Inc. (a Delaware corporation and wholly-owned subsidiary of archTIS Limited, ASX:AR9) will acquire substantially all the business assets of Spirion, LLC (a Delaware limited liability company). Completion under the Asset Purchase Agreement is expected to be on 30th September 2025, following settlement of the Entitlement Offer and satisfaction of other pre-conditions to completion.
Purchase Price	The total purchase price is USD$9,000,000, comprised of: • USD$500,000 deposit (paid on signing of the Asset Purchase Agreement); and • USD$8,500,000 cash payment at completion.
Termination Rights	The Asset Purchase Agreement may be terminated: • by mutual written consent of both parties; • by either party if completion does not occur by 30 September 2025 – subject to any ASX regulatory exceptions; • for breaches of representations, warranties, or covenants by the other party; or • if any law or government order makes consummation of the transactions contemplated by the Asset Purchase Agreement illegal or otherwise prohibited. The deposit paid on signing is either credited or forfeited/returned depending on the circumstances of termination.
Other Conditions	Closing is subject to: • the buyer receiving all specified third party contract consents and regulatory approvals; • release of all encumbrances on the purchased assets; • no material adverse effect on the business occurring prior to closing; • the seller delivering specified closing deliverables (including executed transfer documents, tax clearance certificates, and evidence of lien releases);

Key Term	Summary
	• the buyer securing financing in relation to the transaction to its satisfaction; and • other standard conditions relating to accuracy of warranties, absence of injunctions, and compliance with obligations.
Other Key Terms	• Customary mutual indemnities for breaches (capped at purchase price, except in cases of fraud). • Specific performance and injunctive relief available. • Delaware law and jurisdiction. • Both parties bear their own costs unless otherwise specified. • Standard provisions on assignment, amendments, successors, and third-party rights.

For personal use only