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ASX Announcement

2 September 2025

Entitlement Offer Opens and Despatch of Retail Offer Documents to Eligible Shareholders

archTIS Limited (ASX:AR9, OTCQB:ARHLF) (**"archTIS"** or the **"Company"**), advises that the retail component of the accelerated non-renounceable pro-rata 1 for 3 entitlement offer announced on 27 August 2025 ("**Entitlement Offer**") opens today.

A copy of the Retail Offer Booklet is attached.

The Retail Offer Booklet and a personalised Entitlement and Acceptance Form will be made available to eligible retail shareholders today by email if they have elected to receive electronic communications. Eligible retail shareholders who have elected to receive communications by post will receive a letter (a sample of which is attached) containing instructions on how to access the Retail Offer Booklet and a personalised Entitlement and Acceptance Form online via the Automic Investor Portal available at https://portal.automic.com.au/investor/home.

The retail component of the Entitlement Offer is expected to close on Thursday, 11 September 2025.

A letter to ineligible retail shareholders notifying them of the retail component of the Entitlement Offer and their ineligibility to participate will also be despatched today.

Further information

If you have any questions in relation to the Entitlement Offer, please do not hesitate to contact the Company's share registry, Automic Group on 1300 288 664 (within Australia) or +61 2 9698 5414 (from outside Australia) at any time between 8:30am to 7:00pm (AEST), Monday to Friday, or by email at corporate.actions@automicgroup.com.au during the Offer Period.

-ENDS-

Authorised for issue by Daniel Lai, Managing Director.

For further information, please contact:

Company Enquiries
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ASX Announcement

2 September 2025

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.

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

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ARCHTIS LIMITED
ACN 123 098 671
(Company)

RETAIL ENTITLEMENT OFFER DOCUMENT

For a fully underwritten pro-rata accelerated non-renounceable entitlement issue of one Share for every three Shares held by existing Shareholders of the Company at an issue price of $0.15 per Share to raise up to approximately $16,962,849 (**Entitlement Offer**).

The Retail Entitlement Offer opens on 2 September 2025 and closes at 5.00pm (AEST) on 11 September 2025. Valid acceptances must be received before that time.

Applications for Shares by Eligible Retail Shareholders can only be made by using or following the instructions on an original Entitlement and Acceptance Form, as sent with this Offer Document. The Entitlement and Acceptance Form sets out the Eligible Retail Shareholders' Entitlement to participate in the Retail Entitlement Offer.

The Entitlement Offer is fully underwritten by Canaccord Genuity (Australia) Limited (ACN 075 071 466) and Henslow Pty Ltd (ACN 605 393 137) who are also acting as the bookrunners and joint lead managers to the Entitlement Offer.

If you are an Eligible Retail Shareholder, this is an important document that requires your immediate attention. This Offer Document and the accompanying personalised Entitlement and Acceptance Form should be read in their entirety.

This Offer Document is not a prospectus under the Corporations Act and has not been lodged with the ASIC. This Offer Document does not purport to contain all the information that a prospective investor may require in connection with any potential investment in the Company. Each recipient must make its own independent assessment of the Company before acquiring any Shares in the Company.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO US PERSONS

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IMPORTANT NOTICE

This Offer Document is dated 2 September 2025 and is issued by ArchTIS Limited (ACN 123 098 671) (**Company**).

The Retail Entitlement Offer is made in accordance with section 708AA of the Corporations Act (as notionally modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84*). This Offer Document does not contain all of the information which an investor may require to make an informed investment decision, nor does it contain all the information which would be required to be disclosed in a prospectus. The information in this Offer Document does not constitute financial product advice and does not take into account your investment objectives, financial situation or particular needs. This Offer Document is not a prospectus or other disclosure document under the Corporations Act and has not been lodged with ASIC.

This Offer Document is important and requires your immediate attention. It should be read in its entirety and in connection with the Investor Presentation contained in Annexure B and the Company's other periodic and continuous disclosure announcements to the ASX, available at www.asx.com.au. If you do not understand its content or are in doubt as to the course you should follow, you should consult your stockbroker, accountant or professional adviser without delay.

To the maximum extent permitted by law or regulation, and only to that extent, statements made in this Offer Document are made only as at the date of this Offer Document. The information in this Offer Document remains subject to change without notice.

Not investment or financial product advice

You should read this Offer Document in its entirety and refer to the releases made by the Company to ASX before deciding whether to apply for Shares. In particular, you should consider the risk factors outlined in slides 33 to 38 of the Investor Presentation and consider these factors in light of your personal circumstances, including financial and taxation issues. The information provided in this Offer Document is not financial product advice and has been prepared without taking into account your investment objectives, financial circumstances or particular needs. The Company is not licensed to provide financial product advice in respect of the Shares. You should conduct your own independent review, investigation and analysis of the Shares which are the subject of the Entitlement Offer. If you are in any doubt as to how to deal with this Entitlement Offer or have any questions, you should contact your professional adviser without delay. You should obtain any professional advice you require to evaluate the merits and risks of an investment in the Company before deciding whether or not to participate in the Entitlement Offer.

No Representations

No person is authorised to give any information or to make any representation in connection with the Retail Entitlement Offer which is not contained in this Offer Document. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the Retail Entitlement Offer.

Effect of rounding

A number of figures, amounts, percentages, estimates, calculations of value and fractions in this Offer Document are subject to the effect of rounding. Accordingly, the actual calculation of these figures may differ from the figures set out in this Offer Document.

International offering restrictions

This Offer Document, including the ASX Offer Announcements reproduced in it and the Entitlement and Acceptance Form, do not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register or qualify the Retail Entitlement Offer, the Shares or otherwise permit a public offering of the Shares, in any jurisdiction outside of Australia and New Zealand unless otherwise specified. The distribution of this Offer Document (including an electronic copy) outside Australia is restricted by law. In particular, this Offer Document, any ASX Offer Announcements reproduced in it and the Entitlement and Acceptance Form may not be distributed in the United States or elsewhere outside Australia and New Zealand. If you come into possession of the information in this Offer Document, you should observe such restrictions. Any non-compliance with these restrictions may contravene applicable securities laws.

<u>New Zealand</u>

The Shares are not being offered to the public within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021. This Offer Document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This Offer Document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

<u>Not for distribution or release in the United States</u>

None of the information in this Offer Document or the accompanying Entitlement and Acceptance Form constitutes an offer to sell, or the solicitation of an offer to buy, any securities in the United States. In particular, the Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the **US Securities Act**), and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act.

Each applicant under the Retail Entitlement Offer will be taken to have represented, warranted and agreed as follows:

(a) it understands that the Securities have not been, and will not be, registered under the US Securities Act and may not be offered, sold or resold in the US, except in a transaction exempt from, or not subject to, registration under the US Securities Act and any other applicable securities laws;

(b) it is not in the United States; and

(c) it has not and will not send this Offer Document or any other material relating to the Entitlement Offer to any person in the United States or elsewhere outside Australia.

Definitions, currency and time

Defined terms used in this Offer Document are contained in Section 5. All references to time are to the Australian Eastern Standard Time (**AEST**), unless otherwise indicated.

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Foreign exchange

All references to 'A$' or '$' are to Australian dollars, unless otherwise noted.

Taxation

The taxation consequences of any investment in Shares will depend upon your particular circumstances. Potential investors must make their own enquiries concerning the taxation consequences of an investment in the Company.

Applicants should consult their tax adviser for advice applicable to their individual needs and circumstances. The Company considers that it is not appropriate to give advice regarding the tax consequences of the Entitlement Offer for each individual Shareholder and recommends that you consult your professional tax adviser.

The Company, to the maximum extent permitted by law, disclaims all liability with regard to taxation advice.

No representations

No person is authorised to give any information or make any representation in connection with the Entitlement Offer other than as contained in this Offer Document. Any information or representation in connection with the Entitlement Offer not contained in this Offer Document is not, and may not be relied upon as having been authorised by the Company or any of its officers. Except as required by law, and only to the extent so required, none of the Company, its related bodies corporate or any of its respective directors, officers, employees, agents, advisers or representatives, or any other person, warrants or guarantees the future performance of the Company or any return on any investment made pursuant to this Offer Document.

Past performance

Investors should note that the Company's past performance, including past share price performance, cannot be relied upon as an indicator of (and provides no guidance as to) the Company's future performance including the Company's future financial position or share price performance.

Future performance and forward looking statements

This Offer Document 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 Offer Document, 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 our Company, the Directors and our management.

Forward-looking statements in this Offer Document 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 slides 33 to 38 of the Investor Presentation.

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.

The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Offer Document will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

The Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Offer Document, except where required by law.

Risks

An investment in Shares is subject to investment and other known and unknown risks, some of which are beyond the control of the Company. The Company does not guarantee any particular rate of return or the performance of the Company, nor does it guarantee or make any statement on any particular tax treatment.

Shareholders should refer to slides 33 to 38 of the Investor Presentation for a summary of key risk factors that may affect the Company and an investment in Shares.

Responsibility for Offer Document

This Offer Document (including the Investor Presentation in Annexure B) and the enclosed personalised Entitlement and Acceptance Form have been prepared by the Company.

The Underwriters are acting as the joint lead managers to the Offer (including the Retail Entitlement Offer) and the joint underwriters to the Entitlement Offer. Neither the Underwriters, nor any of their affiliates or related bodies corporate (as that term is defined in the Corporations Act), nor any of their respective directors, employees, officers, representatives, agents, partners, consultants, advisers or intermediaries (together the **Underwriter Parties**), nor the advisers to the Company or any other person, have authorised, permitted or caused the issue or lodgement, submission, dispatch or provision of this Offer Document (or any other materials released by the

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Company), nor do they make any recommendation as to whether any potential investor should participate in the Offer (including the Retail Entitlement Offer), and none of them makes or purports to make any statement in this Offer Document and there is no statement in this Offer Document which is based on any statement by any of them. The Underwriter Parties take no responsibility for any part of this Offer Document or any action taken by you on the basis of that information. To the maximum extent permitted by law or regulation, and only to that extent, the Underwriters exclude and disclaim all liability (including, without limitation, any liability arising from fault or negligence on the part of any person) for any direct, indirect, consequential or contingent loss or damage whatsoever arising from the use of any part of this Offer Document or reliance on anything contained in or omitted from it or otherwise arising in connection with this Offer Document or otherwise arising in connection with it.

Continuous disclosure obligations

The Company is a "disclosing entity" (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Shares.

All announcements made by the Company are available from its website (www.archtis.com) or the ASX (www.asx.com.au).

Privacy Statement

If you complete an Entitlement and Acceptance Form, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder and to facilitate distribution payments and corporate communications to you as a Shareholder.

The information may also be used from time to time and disclosed to persons inspecting the register, including bidders for your securities in the context of takeovers, regulatory bodies including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the share registry.

You can access, correct and update the personal information that we hold about you. If you wish to do so, please contact the share registry at the relevant contact number set out in this Offer Document.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act 1988 (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the application for Shares, the Company may not be able to accept or process your application.

Clearing House Electronic Sub-Register System (CHESS) AND Issuer Sponsorship

The Company will apply to participate in CHESS, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHESS will be issuer sponsored by the Company.

Electronic sub-registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with statements (similar to a bank account statement) that set out the number of Shares issued to them under the Entitlement Offer. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

Electronic sub-registers also mean ownership of securities can be transferred without having to rely upon paper documentation. Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

Governing Law

This Offer Document, the Retail Entitlement Offer and the contracts formed on acceptance of the Entitlement and Acceptance Forms are governed by the laws applicable in Western Australia. Each applicant for Shares submits to the non-exclusive jurisdiction of the courts of Western Australia.

Enquiries

If you have questions on how to complete the Entitlement and Acceptance Form or how to take up your Entitlement, please contact the share registry, Automic Group on 1300 288 664 or +61 2 9698 5414 (outside Australia) between 8.30am and 7:00pm (AEST) Monday to Friday or on their corporate action email address (corporate.action@automic.com.au) during the Retail Entitlement Offer Period.

If you are in any doubt as to how to deal with any of the matters raised in this Offer Document, you should consult with your broker or legal, financial or other professional adviser without delay.

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CORPORATE DIRECTORY

Directors

Dr Miles Jakeman
(*Non-Executive Chair*)

Daniel Lai
(*CEO and Managing Director*)

Dr Marcus Thompson
(*Non-Executive Director*)

Company Secretaries

Erlyn Dawson

Winton Willesee

Andrew Burns

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Telephone: + 61 2 6162 2792

Email: info@archtis.com

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ASX Code

AR9

Auditor

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Telephone: 1300 288 664

Email: hello@automic.com.au

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PERTH WA 6000

Underwriters and Joint Lead Managers

Canaccord Genuity (Australia) Limited
Exchange Tower
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PERTH WA 6000

Henslow Pty Ltd
Level 7, 333 Collins Street
MELBOURNE VIC 3000

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CHAIRMAN'S LETTER

2 September 2025

Dear Shareholder

On behalf of the directors of archTIS Limited (the **Company**), I am pleased to invite you to participate in the fully underwritten retail component of a one for three pro rata accelerated non-renounceable entitlement offer of Shares at an issue price of $0.15 per Share (**Offer Price**).

On 27 August 2025, 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 the Offer Price to raise approximately $3.5 million (**Placement**); and

(b) a pro rata accelerated non-renounceable entitlement offer of one Share for every three Shares held at the Offer Price 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 Placement, the Institutional Entitlement Offer and the Retail Entitlement Offer (together, the **Offer**) will be used to fund the consideration payable in respect of the acquisition of the assets of Spirion LLC (**Spirion Acquisition**), employee incentive schemes, cross-sell opportunities & marketing, technology & project development, integration, working capital and costs of the Spirion Acquisition and the Offer.

Further information about the proposed use of the proceeds of the Offer is set out in the ASX Announcement and the Investor Presentation lodged with ASX on Wednesday, 27 August 2025. The ASX Announcement and the Investor Presentation are included in this Offer Document as Annexure A and Annexure B.

The Placement and Institutional Entitlement Offer were supported by new and existing institutional and sophisticated investors from Australia and overseas. In particular, the Institutional Entitlement Offer was supported by existing Institutional Shareholders, with take up by Eligible Institutional Shareholders of approximately $5.2 million.

This offer document relates to the Retail Entitlement Offer (**Offer Document**). Under the Retail Entitlement Offer, Eligible Retail Shareholders are entitled to subscribe for one Share for every three Shares held at 5:00 pm (AEST) on Friday 29 August 2025 (**Record Date**), at the Offer Price of $0.15 per Share. This is the same price that was offered to institutional investors who participated in the Placement and the Institutional Entitlement Offer.

The Offer Price represents:

(a) a 18.9% discount to the Company's closing price of $0.185 per Share on the ASX as at 25 August 2025; and

(b) 25.2% discount to the Company's 7-day volume weighted average Share price of $0.201 per Share as at 25 August 2025.

The Shares issued under the Entitlement Offer will be issued on a fully paid basis and will, from their date of issue, rank equally with existing Shares on issue.

Canaccord Genuity (Australia) Limited (ACN 075 071 466) (**Canaccord**) and Henslow Pty Ltd (ACN 605 393 137) (**Henslow**) are acting as joint lead managers to the Placement and joint lead managers and underwriters to the Entitlement Offer (**Underwriters**).

If you take up your full Entitlement, you may also apply for additional Shares in excess of your Entitlement at the Offer Price under the Retail Shortfall Facility up to a maximum of additional Shares representing another 100% of your Entitlement. The additional Shares to be issued under the Retail Shortfall Facility will only be available where there is a shortfall between applications received from Eligible Retail Shareholders and the number of Shares proposed to be issued under the Retail Entitlement Offer. The allocation of additional Shares under the Retail Shortfall Facility will occur in accordance with the allocation policy outlined in Section 2.5. The Company, in consultation with the Underwriters, reserves the right to scale back applications for Shares under the Retail Shortfall Facility at its absolute discretion.

Your Entitlements cannot be traded on ASX or any other exchange or privately transferred. If you do not take up some or all of your Entitlement, your rights will lapse, you will not receive any payment or value for those Entitlements and your percentage holding in the Company will be reduced.

Offer Document

This Offer Document is important and requires your immediate attention. It is accompanied by your personalised Entitlement and Acceptance Form available online https://portal.automic.com.au/investor/home from the Opening Date which contains details of your Entitlement as well as important information, including:

(a) key dates for the Entitlement Offer;

(b) instructions on how to apply, setting out how to accept all or part of your Entitlement in the Retail Entitlement Offer and how to apply for Shares under the Retail Shortfall Facility if you choose to do so; and

(c) the ASX Offer Announcements and Investor Presentation.

The Retail Entitlement Offer closes at 5:00pm (AEST) on Thursday, 11 September 2025.

To participate, you need to ensure that you have completed your application by paying Application Monies in accordance with the instructions on the Entitlement and Acceptance Form, so that your payment is received by the Company by no later than 5:00 pm (AEST) on Thursday, 11 September 2025. If you wish to receive a paper copy of this Offer Document and your personalised Entitlement and Acceptance Form, please call the share registry, Automic Group on 1300 288 664 or +61 2 9698 5414 (outside Australia) between 8.30am and 7:00pm (AEST) Monday to Friday or on their corporate action email address (corporate.action@automic.com.au) during the Retail Entitlement Offer Period. Please refer to the instructions in Section 3 of this Offer Document for further information.

United States

Shareholders in the United States are not eligible to participate in the Retail Entitlement Offer. Similarly, Shareholders (including custodians and nominees) who hold Shares on behalf of persons in the United States, or are acting for the account or benefit of persons in the United States, are not eligible to participate in the Retail Entitlement Offer on behalf of those persons.

Additional information

Further information on the Entitlement Offer is detailed in this Offer Document. You should read the entirety of this Offer Document carefully (including the risks outlined on slides 33 to 38 of the Investor Presentation) before deciding whether to participate in the Entitlement Offer.

If you have any further questions, you should consult with your broker or legal, financial or other professional adviser without delay.

On behalf of the board of directors of the Company, I thank you for your ongoing support.

Yours sincerely,

Dr Miles Jakeman
Chairman
ArchTIS Limited

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1. KEY DETAILS OF THE ENTITLEMENT OFFER

1.1 Key Statistics of the Entitlement Offer

Ratio	1 Share for every 3 Shares held
Offer Price	$0.15 per Share
Size	Approximately 78.2 million Shares under the Retail Entitlement Offer and approximately 34.9 million Shares under the Institutional Entitlement Offer
Gross proceeds	Approximately $11.73 million under the Retail Entitlement Offer and approximately $5.23 million under the Institutional Entitlement Offer

1.2 Indicative Timetable for the Entitlement Offer*

EVENT	DATE*
Trading Halt and Announcement of Entitlement Offer Lodgement of Appendix 3B with ASX Lodgement of Cleansing Notice with ASX	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)	Friday, 29 August 2025
Offer Document despatched to Eligible Retail Shareholders Opening Date of Retail Entitlement Offer	Tuesday, 2 September 2025
Settlement of Institutional Offer and Placement	Tuesday, 2 September 2025
Allotment of Shares under Institutional Entitlement Offer and Placement and lodgement of Appendix 2A (before 12:00pm AEST)	Tuesday, 2 September 2025
Issue and quotation of Shares issued under Institutional Entitlement Offer and Placement	Wednesday, 3 September 2025
Last day to extend 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
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 AEST)	Thursday, 18 September 2025
Quotation of Shares issued under Retail Entitlement Offer	Friday, 19 September 2025

* The timetable is subject to change. Subject to the Listing Rules, the Directors reserve the right to withdraw or vary the timetable for the Entitlement Offer without notice. In particular, the Directors reserve the right to extend the Closing Date for the Retail Entitlement Offer to accept late applications either generally or in particular cases or to withdraw the Retail Entitlement Offer without prior notice. The Company will apply for quotation of Shares following allotment and commencement of quotation of Shares is subject to confirmation from the ASX.

1.3 Queries

This Offer Document and the accompanying Entitlement and Acceptance Form are important and require your immediate attention. If you do not understand its content or are in doubt as to the course you should follow, you should consult your stockbroker, accountant or professional adviser without delay.

If you have questions on how to complete the Entitlement and Acceptance Form or how to take up your Entitlement, please contact the share registry, Automic Group on 1300 288 664 or +61 2 9698 5414 (outside Australia) between 8.30am and 7:00pm (AEST) Monday to Friday or on their corporate action email address (corporate.action@automic.com.au) during the Retail Entitlement Offer Period.

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2. OVERVIEW OF THE ENTITLEMENT OFFER

2.1 Entitlement Offer

The Entitlement Offer is a fully underwritten offer of approximately 113,085,662 Shares at the Offer Price of $0.15 per Share. Under the Entitlement Offer, all Eligible Institutional Shareholders and all Eligible Retail Shareholders are entitled to subscribe for one Share for every three Shares held on the Record Date. Fractional entitlements will be rounded down to the nearest whole number.

The Entitlement Offer is comprised of two parts, as follows:

(a) the **Institutional Entitlement Offer**, pursuant to which Eligible Institutional Shareholders were invited to take up all or part of their Entitlements. The Institutional Entitlement Offer closed at 3:00pm (AEST) on Wednesday 27 August 2025 and the Shares under the Institutional Entitlement Offer are expected to be issued on Wednesday, 3 September 2025; and

(b) the **Retail Entitlement Offer**, pursuant to which Eligible Retail Shareholders are now being invited to take up all or part of their Entitlements. In addition, Eligible Retail Shareholders who take up their full Entitlement may also participate in the Retail Shortfall Facility by applying for additional Shares in excess of their Entitlement at the Offer Price. The Retail Entitlement Offer closes at 5:00 pm (AEST) on Thursday, 11 September 2025.

The Entitlement Offer is non-renounceable, which means that Entitlements are personal to you and non-transferable and cannot be sold or traded on ASX or any other securities exchange, or assigned or otherwise dealt with.

Shares issued under the Entitlement Offer will, from their date of issue, rank equally with existing Shares then on issue. The rights and liabilities attaching to the Shares are set out in the Company's constitution, available at www.asx.com.au or upon request by emailing the Company at info@archtis.com.

2.2 Underwriting

The Company and the Underwriters have entered into an Underwriting Agreement pursuant to which the Underwriters have agreed to lead manage and to fully underwrite the Entitlement Offer.

A summary of the key terms of the Underwriting Agreement is provided on slides 29 - 31 of the Investor Presentation.

The Underwriting Agreement contains certain customary:

(a) conditions precedent that must be satisfied or waived before the Underwriters are obliged under the Underwriting Agreement to, among other things, underwrite the Entitlement Offer;

(b) representations and warranties relating to the Entitlement Offer and the Company's operations, in favour of the Underwriters; and

(c) undertakings in favour of the Underwriters including in relation to the conduct of the Entitlement Offer and the business of the Company.

The Underwriting Agreement is subject to generally customary termination events, with the key termination events summarised on slides 30 - 31 of the Investor Presentation.

The Underwriters will receive a fee of 5% (plus GST) of the gross proceeds of the Entitlement Offer.

The Underwriters will also be reimbursed by the Company for certain expenses incurred in relation to the Entitlement Offer. The Company has also agreed to indemnify the Underwriters and certain affiliated parties from any losses suffered by those parties in connection with the Entitlement Offer.

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2.3 Who is eligible to participate in the Retail Entitlement Offer?

Under the Retail Entitlement Offer, Eligible Retail Shareholders are being offered the opportunity to subscribe for one Share for every three Shares held at the Record Date, at the Offer Price of $0.15 per Share.

Eligible Retail Shareholders are those Shareholders who:

(a) are registered as a holder of a Share as at 5:00 pm (AEST) on the Record Date;

(b) have a registered address in Australia or New Zealand as recorded on the Company's share register at the Record Date;

(c) are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent they are holding Shares for the account or benefit of such person in the United States);

(d) were not invited to participate in the Institutional Entitlement Offer (other than as a nominee or custodian, in each case in respect of other underlying holders) and were not treated as Excluded Institutional Shareholders under the Institutional Entitlement Offer; and

(e) are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

Determination of eligibility of investors for the purposes of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of the Company and the Underwriters. To the maximum extent permitted by law or regulation, and only to that extent, each of the Company and the Underwriters disclaim any duty or liability (including for fault or negligence) in respect of that determination and the exercise or otherwise of that discretion.

2.4 What is your Entitlement?

If you are an Eligible Retail Shareholder, your Entitlement is set out in your personalised Entitlement and Acceptance Form and has been calculated as one Share for every three Shares held by you on the Record Date. If the result is not a whole number your Entitlement will be rounded down to the nearest whole number. If you have more than one registered holding of Shares, you will receive more than one personalised payment reference number and you will have separate Entitlements for each separate holding.

Any Shares not taken up by the Closing Date of the Retail Entitlement Offer may be acquired by those Eligible Retail Shareholders who took up their full Entitlement and applied for additional Shares under the Retail Shortfall Facility, or in turn the Underwriters and/or investors procured by the Underwriters.

2.5 Retail Shortfall Facility

Eligible Retail Shareholders (other than Directors and related parties of the Company) who take up all of their Entitlement may apply for additional Shares under the Retail Shortfall Facility. Additional Shares will only be allocated to Eligible Retail Shareholders under the Retail Shortfall Facility if available and then only if and to the extent that the Company (in conjunction with the Underwriters) determines based on the allocation policy outlined below.

The number of additional Shares under the Retail Shortfall Facility will be capped at an additional 100% of an Eligible Shareholder's Entitlement. Accordingly, the maximum number of Shares that may be issued to an Eligible Shareholder under the Entitlement Offer and the Retail Shortfall Facility will be a total of 200% of their Entitlement.

The allocation policy is that each Eligible Shareholder that:

(a) takes up their Entitlement in full; and

(b) subscribes for additional Shares under the Retail Shortfall Facility,

will be allocated a number of additional Shares that is the number of additional Shares subscribed for by that Eligible Shareholder. There will be a cap of 100% of an Eligible

Shareholder's Entitlement applied to applications under the Retail Shortfall Facility and allocations may be scaled-back pro rata if the Retail Shortfall Facility is oversubscribed.

If, following the allocation of additional Shares under the Retail Shortfall Facility there remains shortfall Shares which have not been allocated, the shortfall Shares will be issued to the Underwriters, or to investors procured by the Underwriters, in accordance with the terms of the Underwriting Agreement. Refer to Section 2.2 and slides 29 to 31 of the Investor Presentation for a summary of the material terms of the Underwriting Agreement.

Notwithstanding any of the above:

(a) there is no guarantee that any application in the Retail Shortfall Facility will be successful and the Company, in consultation with the Underwriters, reserves the right to issue any shortfall by way of the Retail Shortfall Facility or by other means and reserves the right to satisfy applications in the Retail Shortfall Facility at its sole and absolute discretion, including by applying the pro rata scale back mechanism in Section 2.6;

(b) the Retail Shortfall Facility has the same closing date as the Retail Entitlement Offer (being, Thursday, 11 September 2025);

(c) the issue price of additional Shares under the Retail Shortfall Facility is the same as the Offer Price, being $0.15 per Share; and

(d) the Company will not issue Shares under the Retail Shortfall Facility where to do so would result in a breach of its Constitution, the Corporations Act or the ASX Listing Rules.

2.6 Scale-back

If there are oversubscription applications under the Retail Shortfall Facility, the Company (in conjunction with the Underwriters) reserves the right to scale back applications for additional Shares on a pro rata basis.

In the event of a scale-back, the difference between the Application Monies received, and the number of additional Shares allocated to you multiplied by the Offer Price will be refunded following allotment. No interest will be paid on any Application Monies received and returned.

2.7 Ineligible Shareholders

This Offer Document does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Offer Document.

All Shareholders who do not satisfy the criteria to be Eligible Retail Shareholders or Eligible Institutional Shareholders, are Ineligible Shareholders. Ineligible Shareholders are not entitled to participate in the Entitlement Offer, unless the Company otherwise determines.

The restrictions upon eligibility to participate in the Entitlement Offer arise because the Company has determined, pursuant to ASX Listing Rule 7.7.1(a) and section 9A(3)(a) of the Corporations Act, that it would be unreasonable to extend the Entitlement Offer to Ineligible Shareholders having regard to the number of overseas Shareholders, the number and value of Shares these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction.

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3. ACTION REQUIRED BY ELIGIBLE RETAIL SHAREHOLDERS

3.1 What options do Eligible Retail Shareholders have?

The number of Shares to which Eligible Retail Shareholders are entitled is shown on the personalised Entitlement and Acceptance Form which accompanies this Offer Document. Eligible Shareholders may choose any of the options set out in the table below.

OPTION	KEY CONSIDERATIONS	FOR MORE INFORMATION
Take up all of your Entitlement and apply for additional Shares under the Retail Shortfall Facility	Should you wish to accept all of your Entitlement and apply for additional Shares under the Retail Shortfall Facility, then your application for your Entitlement and additional Shares must be made by following the instructions on your personalised Entitlement and Acceptance Form. Please read the instructions carefully. Payment can be made by the methods set out in Section 3.2. Payment should be made for your Entitlement and the amount of the additional Shares for which you are applying. As set out in Section 3.2, if you pay by BPAY® or EFT you do not need to return the Entitlement and Acceptance Form If you apply for additional Shares beyond your Entitlement you are deemed to have accepted your Entitlement in full. You should note that the allocation of additional Shares is at the discretion of the Company in conjunction with the Underwriters in accordance with the allocation policy outlined in Section 2.5. Accordingly, your application for additional Shares may be scaled-back. There is no guarantee that Eligible Shareholders will receive additional Shares applied for under the Retail Shortfall Facility. The Company's decision on the number of additional Shares to be allocated to you will be final.	Sections 2.4, 2.5, 2.6, 3.2 and 3.3
Take up all of your Entitlement	Should you wish to accept all of your Entitlement, then your application for Shares must be made by following the instructions on the personalised Entitlement and Acceptance Form. Please read the instructions carefully. Payment can be made by the methods set out in Section 3.2. As set out in Section 3.2, if you pay by BPAY® or EFT you do not need to return the Entitlement and Acceptance Form.	Sections 2.4, 3.2 and 3.3
Take up a proportion of your Entitlement and allow the balance to lapse	Should you wish to take up only part of your Entitlement and allow the balance to lapse, your application must be made by completing the personalised Entitlement and Acceptance Form for the number of Shares you wish to take up. Please read the instructions carefully. Payment should be made for your Entitlement for which you are applying. Payment can be made by the methods set out in Section 3.2. As set out in Section 3.2, if you pay by BPAY® or EFT you do not need to return the Entitlement and Acceptance Form. If you do not take up your Entitlement in full, the balance not taken up will lapse and you will not receive any payment or value for that part of your Entitlement not taken up. You will have your percentage holding in the Company reduced as a result of dilution by the Shares issued under the Entitlement Offer.	Sections 2.4, 3.2 and 3.3
Allow all or part of your Entitlement to lapse	If you do not wish to accept any part of your Entitlement, you are not obliged to do anything. If you do not take up your Entitlement by the Closing Date, the offer to you will lapse. If you do not take up your Entitlement, you will not receive any payment or value for your Entitlement not taken up. You will have your percentage holding in the Company reduced as a result of dilution by the Shares issued under the Entitlement Offer.	N/A

The Entitlement Offer is non-renounceable. Accordingly, a Shareholder may not sell or transfer all or part of their Entitlement.

3.2 Payment options

3.2.1 By BPAY®

For payment by BPAY®, please follow the instructions on the Entitlement and Acceptance Form. You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. Please note that should you choose to pay by BPAY®:

(a) you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form and the statements set out in Section 3.3;

(b) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of Shares which is covered in full by your Application Monies; and

(c) if you pay more than is required to subscribe for your Entitlement, you will be taken to have applied for additional Shares (if any) under the Retail Shortfall Facility, to the extent of the excess.

You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. **It is your responsibility to ensure that funds submitted through BPAY® are received by 5:00pm (AEST) on the Closing Date. The Company shall not be responsible for any delay in the receipt of the BPAY® payment.**

If you have more than one shareholding of Shares and consequently receive more than one Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those Shareholdings only use the CRN specific to that Shareholding as set out in the applicable Entitlement and Acceptance Form. **Do not use the same CRN for more than one of your Shareholdings**. This can result in your Application Monies being applied to your Entitlement in respect of only one of your Shareholdings (with the result that any Application in respect of your remaining Shareholdings will not be valid).

3.2.2 By Electronic Funds Transfer (overseas applicants)

For payment by Electronic Funds Transfer (**EFT**) for overseas Eligible Shareholders, please follow the instructions on the Entitlement and Acceptance Form. You can only make a payment via EFT if you are the holder of an account that supports EFT transactions to an Australian bank account. Please note that should you choose to pay by EFT:

(a) you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form and the statements set out in Section 3.3;

(b) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of Shares which is covered in full by your Application Monies; and

(c) if you pay more than is required to subscribe for your Entitlement, you will be taken to have applied for additional Shares (if any) under the Retail Shortfall Facility, to the extent of the excess.

3.3 Payment and application is binding

Making payment through BPAY® or EFT constitutes a binding offer to acquire Shares under the Entitlement Offer and additional Shares under the Retail Shortfall Facility (if applied for) on the terms and subject to the conditions set out in this Offer Document and, once lodged, cannot be withdrawn. The Entitlement and Acceptance Form does not need to be signed to be binding.

The Company's decision whether to treat an application as valid and how to construe, amend, complete or submit the application is final.

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By making a payment through BPAY® or EFT you, on your behalf and on behalf of and in relation to any person on whose account or for whose benefit you are acting:

(a) have received a copy of this Offer Document and the accompanying Entitlement and Acceptance Form, and read them both in their entirety;

(b) acknowledge that once a BPAY® or EFT payment instruction is given in relation to any Application Monies, the application may not be varied or withdrawn except as required by law;

(c) agree to apply for, and be issued with up to, the number of Shares for which you have submitted payment through BPAY® or EFT at the Offer Price and you authorise the Company to register you as the holder(s) of Shares allotted to you;

(d) agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Retail Entitlement Offer and/or of your holding of Shares on the Record Date;

(e) agree to be bound by the terms of the Retail Entitlement Offer, this Offer Document and the constitution of the Company;

(f) declare that all details and statements in the Entitlement and Acceptance Form are complete and accurate;

(g) declare you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Entitlement and Acceptance Form;

(h) authorise the Company, the Underwriters, the Company's share registry and their respective officers or agents, to do anything on your behalf necessary for the Shares to be issued to you;

(i) declare that you were the registered holder(s) at the Record Date of the Shares indicated on the personalised Entitlement and Acceptance Form as being held by you on the Record Date and that you are an Eligible Retail Shareholder and agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Retail Entitlement Offer and of your holding of Shares on the Record Date;

(j) acknowledge that the information contained in this Offer Document and the Entitlement and Acceptance Form is not investment advice nor a recommendation that Shares are suitable for you given your investment objectives, financial situation or particular needs, and is not a prospectus or product disclosure statement, does not contain all of the information that you may require in order to assess an investment in the Company and is given in the context of the Company's past and ongoing continuous disclosure announcements to ASX;

(k) acknowledge that investments in the Company are subject to risk (including the key risks identified in slides 33 to 38 of the Investor Presentation);

(l) acknowledge that none of the Company or the Underwriters or any of their respective directors, officers, employees, agents, consultants, their advisers, guarantees the performance of the Company, the performance of the Shares offered under the Entitlement Offer or the repayment of capital;

(m) authorise the Company to correct any errors in your personalised Entitlement and Acceptance Form or other form provided by you;

(n) represent and warrant (for the benefit of the Company, the Underwriters and their respective affiliates) that you did not receive an invitation to participate in the Institutional Entitlement Offer either directly or through a nominee, and are otherwise eligible to participate in the Retail Entitlement Offer;

(o) acknowledge and agree that determination of eligibility of investors for the purposes of the Entitlement Offer was determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of the Company and/or the Underwriters, and

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each of the Company and the Underwriters and their respective related bodies corporate and affiliates disclaim any duty or liability (including for negligence) in respect of that determination and the exercise of that discretion to the maximum extent permitted by law;

(p) represent and warrant that the law of any other place does not prohibit you from being given this Offer Document and the Entitlement and Acceptance Form, nor does it prohibit you from making an application for Shares; and

(q) will also be deemed to have acknowledged, represented and warranted on your behalf and on behalf of and in relation each person on whose account or for whose benefit you are acting that:

(i) you are an Eligible Retail Shareholder and are not in the United States and are not a person (including nominees or custodians) acting for the account or benefit of a person in the United States (or, in the event that you are acting for the account or benefit of a person in the United States, you are not participating in the Retail Entitlement Offer in respect of that person) and are not otherwise a person to whom it would be illegal to make an offer or issue Shares under the Retail Entitlement Offer;

(ii) you understand and acknowledge that the Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction in the United States. Accordingly, you understand that the Shares may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws;

(iii) you are subscribing for or purchasing the Shares outside the United States in an "offshore transaction" (as defined in Rule 902(h) under the US Securities Act) in reliance on Regulation S under the US Securities Act;

(iv) you have not and will not send any materials relating to the Retail Entitlement Offer to any person in the United States or any other country outside Australia and New Zealand or to any person (including nominees or custodians) acting for the account or benefit of a person in the United States;

(v) you agree that if in the future you decide to sell or otherwise transfer the Shares, you will only do so in transactions on ASX where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States; and

(vi) are eligible under applicable securities laws to exercise Entitlements and acquire Shares under the Retail Entitlement Offer.

3.4 Notice to nominees and custodians

The Retail Entitlement Offer is being made to all Eligible Retail Shareholders. Nominees with registered addresses in Australia or New Zealand, irrespective of whether they participate under the Institutional Entitlement Offer, may also be able to participate in the Retail Entitlement Offer in respect of some or all of the beneficiaries on whose behalf they hold Existing Shares, provided that the applicable beneficiary would satisfy the criteria for an Eligible Retail Shareholder.

Nominees and custodians should note in particular that the Retail Entitlement Offer is not available to:

(a) beneficiaries on whose behalf they hold Shares who would not satisfy the criteria for an Eligible Retail Shareholder;

(b) Eligible Institutional Shareholders who were invited to participate in the Institutional Entitlement Offer (whether they accepted their Entitlement or not);

(c) Excluded Institutional Shareholders who were ineligible to participate in the Institutional Entitlement Offer; or

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(d) Shareholders who were not eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

In particular, persons acting as nominees or custodians for other persons may not take up Entitlements on behalf of, or send any documents relating to the Retail Entitlement Offer to, any person in the United States, or any person acting for the account or benefit of any person in the United States or any other jurisdiction outside Australia or New Zealand.

The Company is not required to determine whether or not any registered holder is acting as a nominee or custodian or the identity or residence of any beneficial owners of Shares. Where any holder is acting as a nominee or custodian for a foreign person, that holder, in dealing with its beneficiary, will need to assess, taking into account guidance deemed provided in this Offer Document, whether indirect participation by the beneficiary in the Retail Entitlement Offer is compatible with the terms of the Retail Entitlement Offer and all applicable foreign laws.

The Company and the Underwriters may in their absolute discretion refuse to accept an application to subscribe for Shares under the Retail Entitlement Offer if they believe that the nominee's underlying beneficial holders are not Eligible Retail Shareholders or have not complied with the terms and conditions set out in this Offer Booklet.

3.5 Withdrawal of the Entitlement Offer

The Company reserves the right to withdraw all or part of the Entitlement Offer and this Offer Document at any time, subject to applicable laws, in which case the Company will refund Application Monies in relation to Shares not already issued in accordance with the Corporations Act and without payment of interest. In circumstances where allotment under the Institutional Entitlement Offer has occurred, the Company may only be able to withdraw the Entitlement Offer with respect to Shares to be issued under the Retail Entitlement Offer.

To the fullest extent permitted by law, you agree that any Application Monies paid by you to the Company will not entitle you to receive any interest and that any interest earned in respect of Application Monies will belong to the Company.

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4. EFFECT OF THE ENTITLEMENT OFFER

4.1 Capital Structure

The proposed capital structure of the Company following the issue of the Shares in connection with the Placement and Entitlement Offer will be as follows:

	SHARES	OPTIONS	PERFORMANCE RIGHTS	RESTRICTED STOCK UNITS
Securities currently on issue	339,256,987	22,898,316[2,3]	23,613,671	4,031,778
Securities to be issued under the Placement	23,333,334	-	-	-
Securities to be issued under the Institutional Entitlement Offer	34,892,281	-	-	-
Securities to be issued under the Retail Entitlement Offer[1]	78,193,381	-	-	-
Total Securities on issue after completion of the Entitlement Offer and the Placement[1]	**475,675,983[1]**	**22,898,316[2,3]**	**23,613,671**	**4,031,778**

Notes:

1. The final number of Shares to be issued under the Retail Entitlement Offer will be subject to Shareholder reconciliation and rounding of fractional entitlements. This table assumes that no Shares are issued including on exercise or conversion of other securities on issue prior to the Record Date.
2. Comprising
   a. 3,337,102 unquoted Options (ASX: AR9AT) exercisable at $0.20 on or before 23 December 2025;
   b. 3,337,102 unquoted Options (ASX: AR9AT) exercisable at $0.20 on or before 23 December 2025;
   c. 8,642,851 unquoted Options (ASX:AR9AS) exercisable at $0.20 on or before 23 December 2025;
   d. 1,228,355 unquoted Options (ASX:AR9AU) exercisable at $0.1428 on or before 6 March 2026;
   e. 2,284,121 unquoted Options (ASX:AR9AW) exercisable at $0.0792 on or before 21 December 2026;
   f. 3,412,969 unquoted Options (ASX:AR9AX) exercisable at $0.0972 on or before 22 November 2027; and
   g. 2,992,918 unquoted Options (ASX:AR9AY) exercisable at $0.0771 on or before 20 December 2028.
3. The exercise prices of the AR9AO and AR9AX Option classes will be readjusted as a result of the Entitlement Offer. Refer to the notices of meeting released on ASX on 25 October 2021 and 22 October 2024 for further information.

4.2 Effect on control of the Company

The potential effect that the Entitlement Offer will have on the control of the Company will depend on the take up of Entitlements by Eligible Shareholders.

If all Eligible Shareholders each subscribe for their full Entitlement, then each Eligible Shareholder's percentage ownership interest (and voting power) in the Company will remain the same, subject only to changes resulting from Ineligible Shareholders being unable to participate in the Entitlement Offer and any dilution as a result of the Placement, and there will be no significant effect on control of the Company. Eligible Shareholders who take up their Entitlement in full may apply for additional Shares under the Retail Shortfall Facility.

To the extent that an Eligible Shareholder does not take up its Entitlement, the proportionate shareholding interest of that Eligible Shareholder in the Company will be diluted. The proportionate Shareholding interest of the Ineligible Shareholders will be diluted as those Ineligible Shareholders are not entitled to participate in the Entitlement Offer.

You should note that if you do not participate in the Entitlement Offer, your holdings may be diluted by approximately 28.68% following the Entitlement Offer and the Placement. The following are examples of how any dilution may impact you if you do not participate in the Entitlement Offer, assuming the maximum number of Shares are issued under the Entitlement Offer and the Placement.

SHAREHOLDER	HOLDINGS AS AT RECORD DATE		ENTITLEMENT	HOLDINGS FOLLOWING COMPLETION OF THE OFFER IF ENTITLEMENT IS NOT TAKEN UP	
	SHARES	%		SHARES	%
Shareholder 1	33,925,699	10.00%	11,308,566	33,925,699	7.13%
Shareholder 2	1,166,667	5.00%	388,889	1,166,667	0.25%
Shareholder 3	872,307	2.50%	290,769	872,307	0.18%
Shareholder 4	781,934	1.00%	260,644	781,934	0.16%

4.3 Impact of Underwriting

The Underwriters are presently not Shareholders and are not related parties of the Company for the purposes of the Corporations Act. The present relevant interest of the Underwriters and changes under several scenarios are set out in the table below and are based on the assumption that the full number of Shares are issued under the Placement, that the Underwriter takes up its full entitlement of Shares under each scenario and that no Shares are placed under the Retail Shortfall Facility.

A summary of the potential changes to the voting power of each of the Underwriters following completion of the Offers are set out below:

	TOTAL SHARES ON ISSUE	CANACCORD		HENSLOW	
		SHARES	VOTING POWER	SHARES	VOTING POWER
Shortfall of 0%	475,675,983	0	0%	0	0%
Shortfall of 25%	475,675,983	9,774,173.00	2.05%	9,774,172.00	2.05%
Shortfall of 50%	475,675,983	19,548,346.00	4.11%	19,548,345.00	4.11%
Shortfall of 75%	475,675,983	29,322,518.00	6.16%	29,322,518.00	6.16%
Shortfall of 100%	475,675,983	39,096,691.00	8.22%	39,096,690.00	8.22%

The Company, in consultation with the Underwriters, will ensure that the Entitlement Offer (including the equitable dispersion of any additional Shares under the Retail Shortfall Facility) complies with the provisions of Chapter 6 of the *Corporations Act 2001* (Cth) and is otherwise consistent with the policy guidelines contained in ASIC Regulatory Guide 6 and Takeovers Panel Guidance Note 17.

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5. GLOSSARY

AEST means Australian Eastern Standard Time.

Application Monies means monies received from applicants in respect of their applications.

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

Canaccord means Canaccord Genuity (Australia) Limited (ACN 075 071 466).

Closing Date means the closing date of Retail Entitlement Offer set out in the Timetable at Section 1.2, being the final date for applications and payment to be received for the Retail Entitlement Offer.

Company means ArchTIS Limited (ACN 123 098 671).

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

Directors means the directors of the Company as at the date of this Offer Document.

Eligible Institutional Shareholder means Shareholders who satisfy the requirements of the definition of 'Institutional Investors', as at the Record Date, who the Underwriters and the Company determine have successfully received an offer under the Institutional Entitlement Offer and who are not Excluded Institutional Shareholders.

Eligible Retail Shareholder has the meaning given in Section 2.3.

Eligible Shareholder means a person who is an Eligible Institutional Shareholder or an Eligible Retail Shareholder.

Entitlement means the entitlement to subscribe for one Share for every three Shares held by an Eligible Shareholder on the Record Date and **Entitlements** has a corresponding meaning.

Entitlement and Acceptance Form means the Entitlement and Acceptance Form accompanying this Offer Document upon which an Application can be made.

Entitlement Offer means the fully underwritten non-renounceable pro-rata offer of Shares at the Offer Price of $0.15 per Share on the basis of one Share for every three Shares held by an Eligible Shareholder on the Record Date. The Entitlement Offer comprises two components, being the Institutional Entitlement Offer and the Retail Entitlement Offer.

Excluded Institutional Shareholder means Shareholders that are Institutional Investors in any jurisdiction outside the Permitted Jurisdictions (and any other jurisdictions which the Company and the Underwriters agree in good faith, having regard to the composition of the Company's register at that time), who the Company determines (under ASX Listing Rule 7.7.1(a)), in consultation with the Underwriters, should not receive an offer under the Entitlement Offer.

Governmental Agency means a government, government department or any governmental, semi-governmental or judicial entity or authority, including a stock exchange or a self-regulatory organisation established under statute.

Henslow means Henslow Pty Ltd (ACN 605 393 137).

Ineligible Shareholder a Shareholder who is not an Eligible Retail Shareholder or an Eligible Institutional Shareholder.

Institutional Entitlement Offer means the accelerated non-renounceable pro rata entitlement offer made to Eligible Institutional Shareholders which closed at 3:00pm (AEST) on Wednesday, 27 August 2025.

Institutional Investor means:

(a) if in Australia, a person who is an "exempt investor" as defined in ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84; and

(b) if outside Australia, an institutional or professional investor who is in a Permitted Jurisdiction and is a person to whom the Underwriters have reasonable grounds to believe that an offer or issue of Shares may lawfully be made, consistent with the advice obtained from counsel to the Company, without a disclosure document or approval by a Governmental Agency under applicable laws and regulations of a foreign jurisdiction, and without the need for any formal registration, formal lodgement or other formality in any foreign jurisdiction.

Investor Presentation means the investor presentation attached as Annexure B to this Offer Document.

Listing Rules means the Listing Rules of the ASX, as amended or replaced from time to time and as waived in respect of the Company by the ASX.

Offer Document means this offer document dated 2 September 2025.

Offer Price means $0.15 per Share.

Opening Date means the Opening Date of the Retail Entitlement Offer set out in Section 1.2.

Option means an option to acquire a Share.

Permitted Jurisdictions means Australia, New Zealand, Singapore, Hong Kong and the United Kingdom.

Record Date means the Record Date set out in Section 1.2.

Retail Entitlement Offer means the accelerated non-renounceable pro rata entitlement offer of one Share for every three Shares held at the Record Date at the Offer Price of $0.15 to Eligible Retail Shareholders under the Entitlement Offer.

Retail Entitlement Offer Period means the period commencing on the Opening Date and ending on the Closing Date.

Retail Shortfall Facility means the facility through which Eligible Retail Shareholders may apply for additional Shares at the Offer Price.

Section means a section of this Offer Document.

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

Shareholder means a holder of Shares.

Underwriters means Canaccord and Henslow.

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ANNEXURE A – ENTITLEMENT OFFER ANNOUNCEMENT

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ASX Announcement

27 August 2025

Correction to Entitlement Offer Record Date

archTIS Limited (ASX:AR9, OTCQB:ARHLF) (**"archTIS"** or the **"Company"**), refers to the following announcements lodged earlier today:

a) Spirion LLC Acquisition and Capital Raising (released at 10:00 am AEST)
b) Investor Presentation (released at 10:01 am AEST);
(together, the "**Announcements**")

The Announcements have been revised to correct the record date for the entitlement offer which is now Friday, 29 August 2025. Copies of the revised Announcements are attached.

The updated timetable for the Entitlement 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)	Friday, 29 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)	Wednesday, 3 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
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.

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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

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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.

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

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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**).

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

27 August 2025

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 Friday, 29 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

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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
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Issue of Shares under Institutional Entitlement Offer and Placement and lodgement of Appendix 2A (before 12:00pm Sydney time)	Wednesday, 3 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

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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:

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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.

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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.

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ANNEXURE B – INVESTOR PRESENTATION

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archTIS

TRUSTED TO SAFEGUARD THE WORLD'S MOST SENSITIVE INFORMATION

archTIS Limited

(ASX:AR9)

FY25 Results, Acquisition and Equity Capital Raising

August 2025

Authorised for release by Daniel Lai, Managing Director

Executive Summary

Transformational acquisition to drive US geographic expansion, revenue and deliver an end-to-end data-centric security solution

archTIS Overview

- archTIS (ASX:AR9) ("**archTIS**", the "**Company**") is an ASX-listed global provider of Data Centric Security (DCS) products for classified and sensitive information
- Core technology leverages Policy Enforced Attribute-Based-Access Control (ABAC) to implement dynamic security policies, ensuring data is accessed and shared only by authorised users under specific conditions
- Comprehensive ABAC product suite, bolstered by acquisition of Direktiv (March 2025)
- Recently secured several strategically significant initial contracts with global customers, including the US Department of Defense (first 1,000 seats), a UK-based global aerospace and defence company, and the first sale in Japan to a leading multinational, accelerating global expansion

Spirion Overview

- **Spirion, LLC (Spirion)** is a global leader in sensitive data discovery, classification and remediation, with a core focus on privacy and compliance
- Blue chip enterprise customer base (predominantly in the U.S.) across a broad array of industries, including:
  - **Financial Services:** Major financial institution, Patelco Credit Union
  - **Healthcare:** HealthPartners, John Hopkins All Children's Hospital
  - **Education:** Harvard Business School, University of California - Berkeley, Cornell University
- Achieved **FY25 Revenue** of **A$17.0M**[1,2], **FY25 ARR** of **A$17.0M**[1,2]; **A$45M**[1]**+** (to date) invested into developing technology stack
- Strong senior management capability with global expertise in cybersecurity, data privacy and electronic commerce

Acquisition Rationale

- Acquisition to bring several **strategic** and **financial** benefits, including:
  - Comprehensive end-to-end solution across core components of data-centric security (discover, classify, enforce and govern)
  - Diversified customer base across enterprise and government sectors; increased customer retention through extended offering
  - Accelerated U.S. market penetration, leveraging regulatory-driven demand and diversified end-market exposure
  - Materially increased scale; Combined pro-forma **FY25 ARR** of **A$21.8M**[1]

1. Based on USD / AUD Exchange Rate of 1.55
2. Based on unaudited Spirion management accounts as of 30/06/2025 provided as part of due diligence

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Executive Summary

Transformational acquisition to drive US geographic expansion, revenue and deliver an end-to-end data-centric security solution

Acquisition Consideration

- Acquisition price of up to **A$15.7M**[1], comprising:
  - Upfront consideration of A$14.0m[1];
  - Additional A$1.7m[1] relating to employee incentive and bonus scheme
- Implied **Purchase Price multiple** of **0.9x FY25 ARR**
- In addition, the Company has agreed, subject to shareholder approval, to issue restricted stock units to certain key Spirion employees, up to a deemed value of A$511,500[1] (US$330,000) calculated with reference to the 15 day VWAP leading up to the closing date of the Acquisition

Equity Capital Raising

- Approximately A$20.5M equity capital raising comprising:
  - Placement of approximately A$3.5M reflecting the issue of approximately 23.3M fully paid ordinary shares within the Company's capacity under ASX Listing Rule 7.1 (**Placement**)
  - Underwritten 1 for 3 accelerated non-renounceable entitlement offer of approximately 113.1M fully paid ordinary shares at the Offer Price totalling approximately $17.0M (**Entitlement Offer**)
- Shares issued under the Placement and Entitlement Offer will be issued at a fixed price of $0.15 per New Share (**Offer Price**)
- Funds raised will be put towards acquisition consideration, employee incentives, cross-sell opportunities, integration, working capital and Offer costs
- Henslow Pty Ltd and Canaccord Genuity are acting as Underwriters to the Entitlement Offer and Joint Lead Managers to the Offer

FY25 Results

- Strong ARR growth to $4.8m, up 17.7% on the prior corresponding period (**pcp**)
- Increased gross margin to 76%, up from 60% pcp, highlighting the beneficial margin impact as higher-margin licensing revenue flows through
- Several strategically significant contract wins including:
  - Initial 1,000 licenses of NC Protect into US Department of Defense
  - 3-year NC Protect contract with a global aerospace & defence corporation
  - Renewal and expansion of Kojensi with Australian Department of Defence
  - First sale into Japan of AR9's Trusted Data Integration (TDI) platform. TDI was acquired via acquisition of Direktiv

1. Based on USD / AUD Exchange Rate of 1.55

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archTIS (Post Acquisition)

Materially builds global scale with end-to-end solution

A$21.8M
FY25 Pro Forma ARR

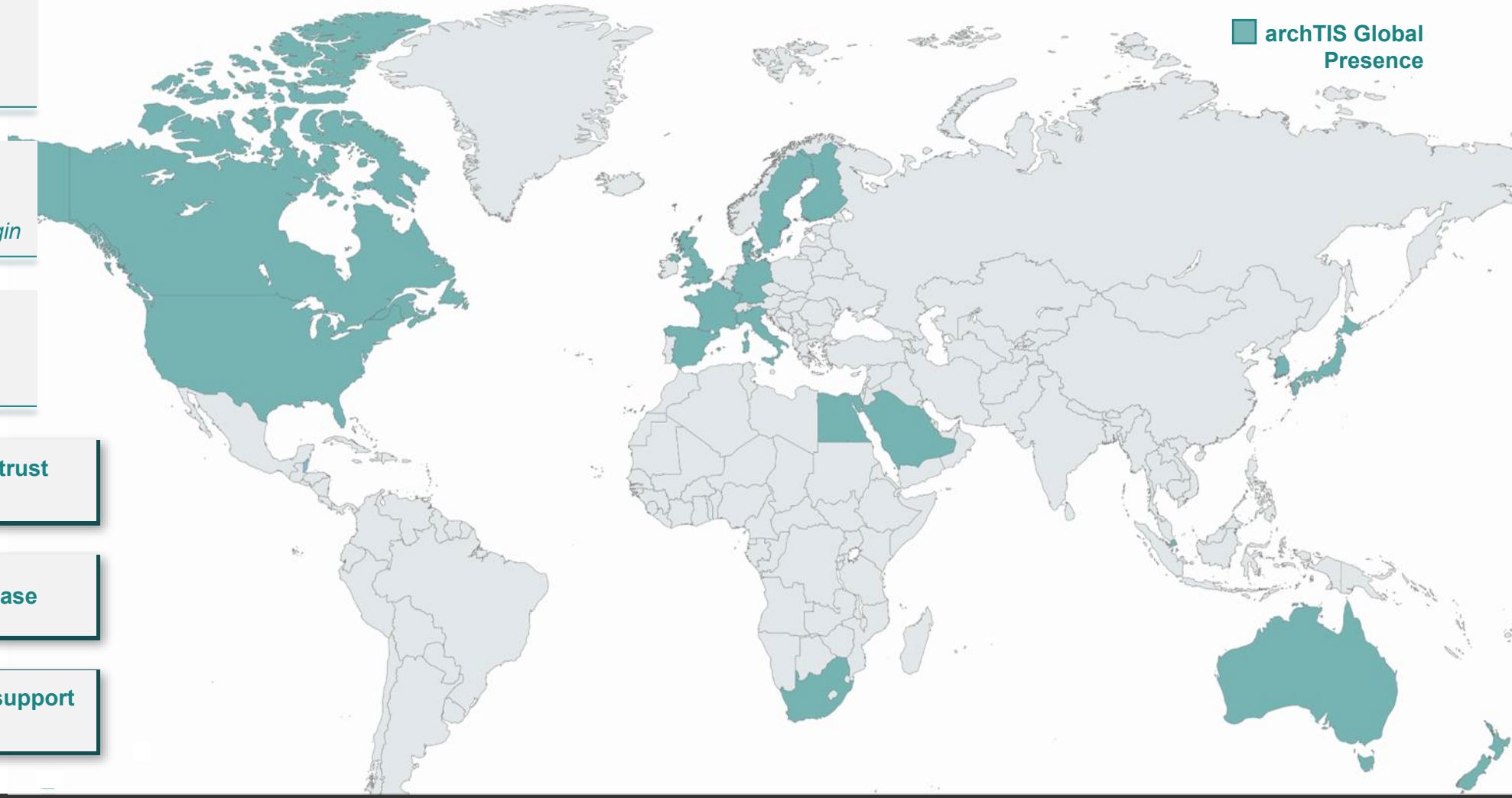
79%
FY25 Pro Forma Gross Profit Margin

Active expansion across
US market

End-to-end data-centric zero-trust security offering

Global blue-chip customer base

Established U.S. foundation to support transformative contract



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archTIS

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Strategic Acquisition Rationale

archTIS – FY25 Results

Future Growth & Outlook

Equity Capital Raising

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archTIS

Acquisition Overview

Spirion Overview

Who, Why, How and What

SPIRION

Who:

Global leader in sensitive data discovery, classification and remediation

Why:

The exponential growth of data brings increased exposure to security, privacy, and compliance risks

How:

Delivering unmatched 98.5% accuracy in discovering personal, sensitive, and regulated data — no matter where it lives

What:

Help organisations accurately identify and manage personal, sensitive, and regulated data, thereby enhancing data security and ensuring compliance with various privacy regulations

1. Spirion website

Customer Portfolio – Enterprise[1]



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Sensitive Data Discovery, Classification and Remediation

Spirion's platform delivers unmatched 98.5% accuracy in discovering personal, sensitive, and regulated data

Sensitive Data Platform	Privacy-Grade data discovery and classification to improve comprehensive data storage, protect against data breaches and scale efficient and affordable integrations
Sensitive Data Watcher	Integrates accurate discovery with intelligent activity monitoring to gain real-time scan insights
Sensitive Data Finder	Combines Sensitive Data Platform capabilities with automated Data Subject Access Request fulfillment to enhance sensitive data risk management and compliance efficiency
Data Asset Inventory	Catalogues all assets that contain sensitive data and assigns owners, descriptions, physical locations, and security postures
Governance Suite	Integrates all Spirion's products to build a proactive privacy and security posture, offering comprehensive sensitive data governance

Key Industries



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Case Study: HealthPartners

AnyScan technology allows direct interrogation of Confluence, vastly simplifying HealthPartner's auditing process

HealthPartners®

Challenges:

Spirion needed to eliminate the blind spots left by current tool sets, mainly Microsoft, and greatly reduce the risks surrounding sensitive data (breach, HIPAA compliance, PCI compliance, etc.)

Solution Provided:

Sensitive Data Platform (Cloud) with Premium support

Results:

- **AnyScan Technology:** Lets HealthPartners easily search & review information stored in Confluence and other internal systems, making their auditing process quicker and simpler
- **CADIA – AnyFind:** Provides HealthPartners with highly accurate search results and can identify new types of information when needed

HealthPartners Overview

June 2024
Contract Start

33K
Employees

USD$3.8B
HealthPartners Revenue

Bloomington, MN
Headquarters

Healthcare
Industry

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archTIS

Strategic Acquisition Rationale

Complete End-to-End Solution

Comprehensive product suite from discovery to protection

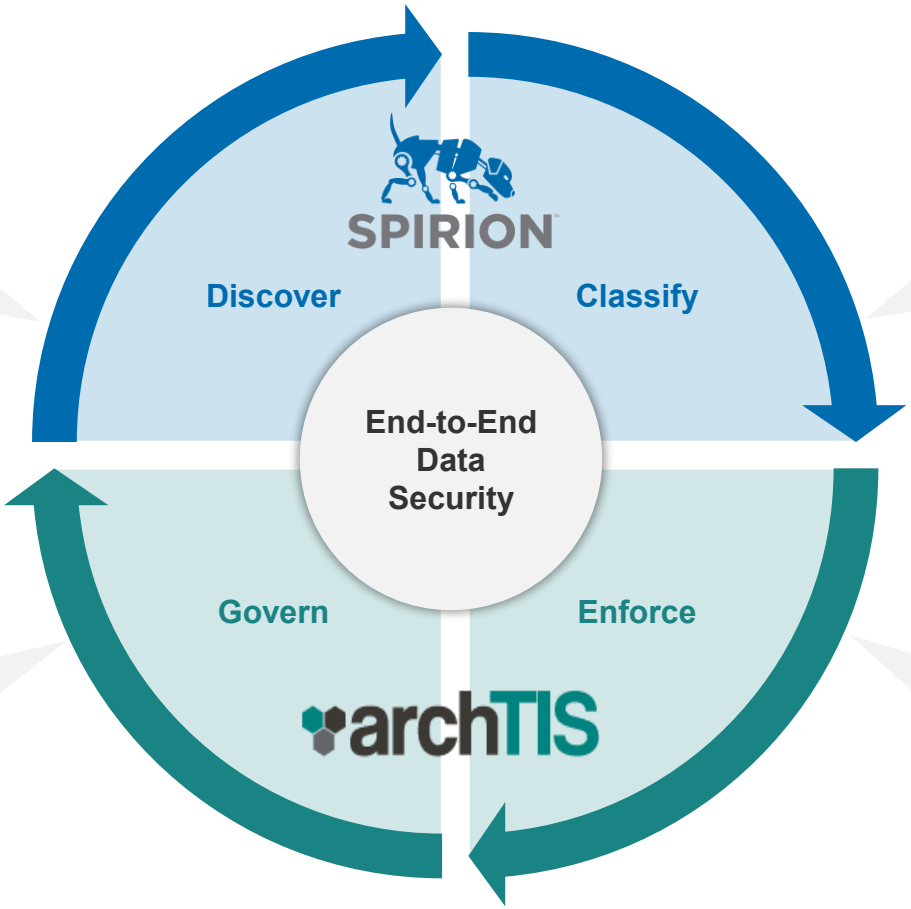
New, Untapped Markets

1. Discover

- Where is my data?
- Is it sensitive? Does it contain privacy information?
- Who has access to it?
- Is there financial information?

2. Classify

- What type of data is it (Financial/Health)?
- What is its classification (SECRET/TOP SECRET)?
- What is its releasability (AUSTEO/Board only)?



4. Govern

- Who should have access?
- Where can they access from?
- How can they access it (device)?
- What can they do with it?
- Compliance reporting

3. Enforce

- Publish and implement policies
- Enforce access control
- Enforce privileges
- Orchestrate policies
- Monitor and audit reporting

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Customer Industry Expansion

Expanded customer base, particularly across Enterprise and Mid-market with large presence in US market

Government & Defence



Defense Industrial Base



Enterprise[1]



- ✓ Diverse industry coverage, reducing overall customer concentration risk;
- ✓ A bundled Data Security & Compliance Solution which provides a greater value proposition to new and existing customers; and
- ✓ Ability to drive revenue synergies through cross-sell/up-sell opportunities

1. Spirion website

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Geographic Expansion

Accelerating presence into key US market and enabling cross-sell opportunities

1.

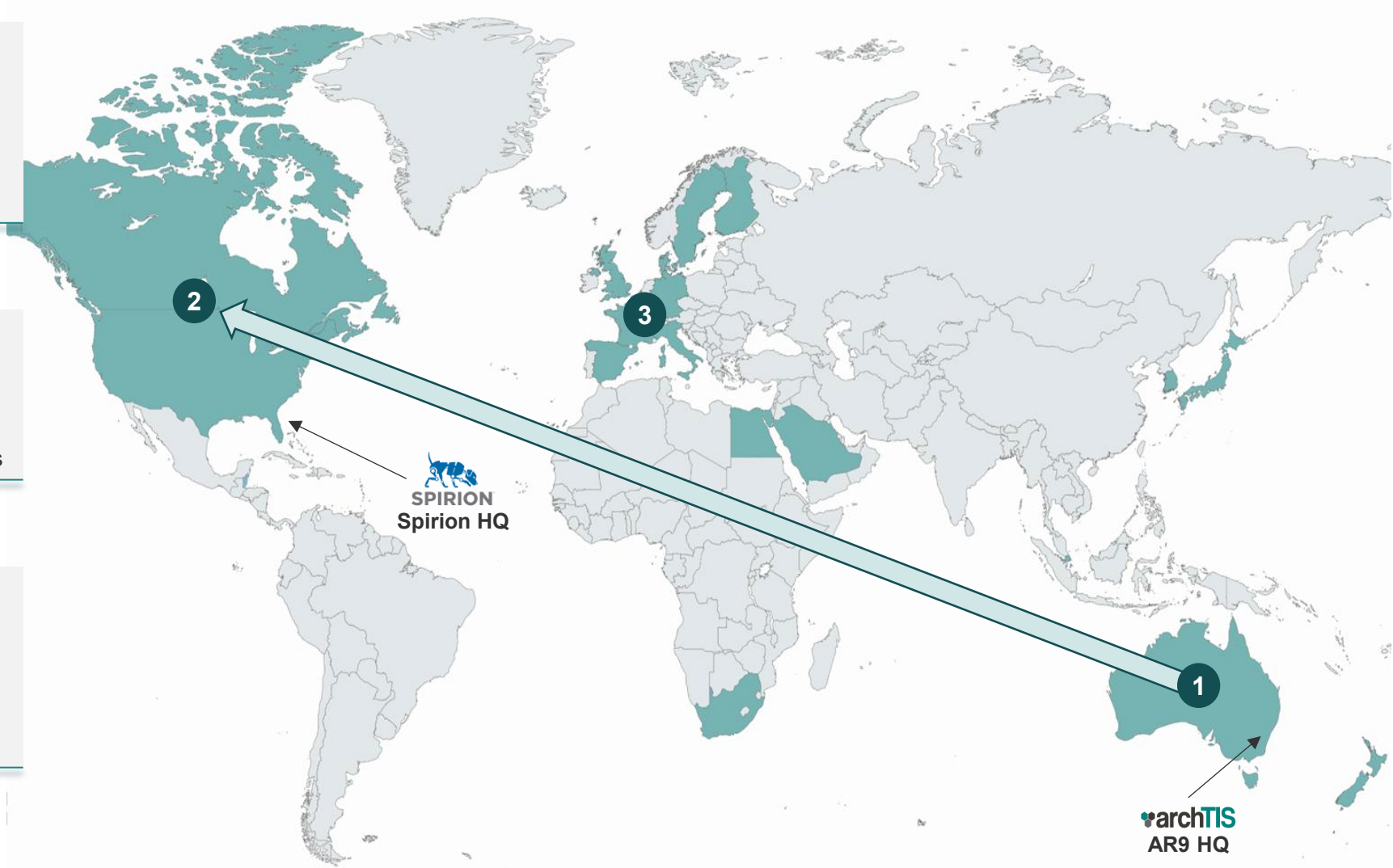
- Well-developed ANZ market presence via AR9; particularly within AUS Government & Defence
- Opportunity to leverage Spirion's product suite to expand customer verticals and revenue threads

2.

- Leverage Spirion's existing infrastructure and resources to materially accelerate expansion into the US market
- Spirion currently has 150+ US based customers across a broad range of sectors

3.

- Increased scale and resources enables greater push into UK / European markets
- Structural tailwind from AUKUS, with an ability to leverage existing customer relationships to provide referenceability (e.g. NATO)



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Materially Increased ARR Profile

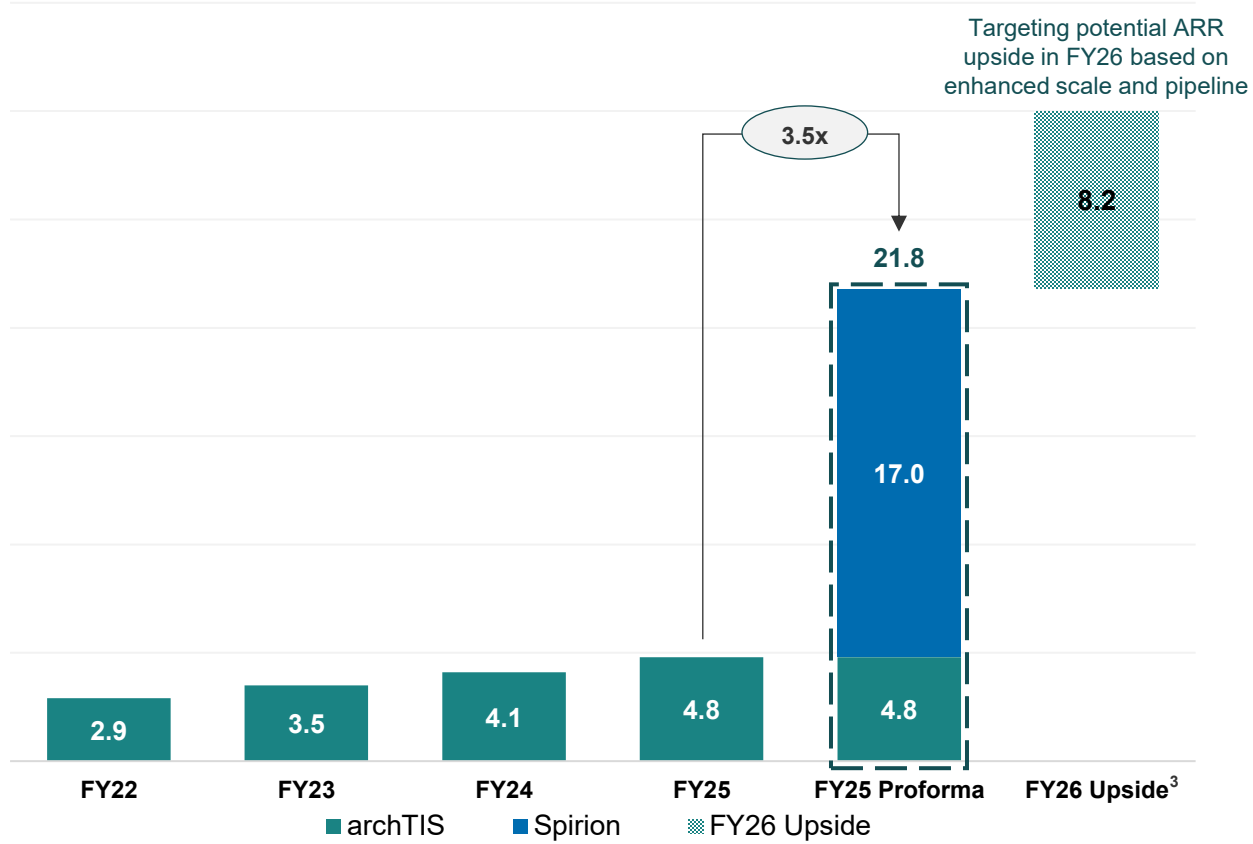
FY25 Pro Forma ARR of $21.8m; diversified customer portfolio significantly reducing revenue concentration risk

archTIS ARR by Industry	ARR (A$M)
Defence	$2.2M
Professional Services	$0.6M
Technology	$0.5M
Financial Services	$0.3M
Logistics	$0.2M
Education	$0.2M
Federal Government	$0.1M
archTIS Total FY25 ARR	**$4.8M**

Spirion ARR by Customer[1]	Customer Since	ARR (A$M)[2]
Global Financial Services	2018	$0.7M
Healthcare Provider	2024	$0.7M
Global Advertising Firm	2016	$0.7M
Global Telco	2018	$0.7M
Global Information Services Firm	2022	$0.6M
ARR (Top 10 Customers)		**$5.5M**
ARR (Top 30 Customers)		**$9.8M**
Spirion Total FY25 ARR		**$17.0M**

1) Based on unaudited Spirion management accounts as of 30/06/2025 provided as part of due diligence
2) Converted from USD to AUD using FX rate (USD/AUD) 1.55

ARR Profile (AUD$M)



3) FY26 Targeted Upside based on pipeline opportunities meeting key milestones, including:
   a) Product readiness
   b) Security and compliance
   c) Operational and deployment capability
   d) Governance and legal

Please refer to the disclaimer (back cover) for information regarding forward looking statements and the risks section of this presentation.

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Synergy Drivers and Integration Costs

AR9 to drive material synergies through several identified opportunities

Synergies:

- AR9 are seeking to drive growth via identified cross-sell and up-sell opportunities in addition to executing existing organic growth plans
- AR9 is confident that the enhanced value proposition will result in increased success converting opportunities within the sales pipeline
- AR9 have identified areas where there is employee crossover which provides opportunities to rationalise overall headcount
- AR9 will look to consolidate the two companies marketing budgets and realise efficiencies

Investment in US opportunities (US DoD & Acquisition):

- AR9 will allocate capital to invest in archTIS and Spirion technology and platform
- AR9 will invest in additional capability to implement US opportunity

Revenue Synergies

Description

- Upsell existing AR9 and Spirion customers
- Cross existing customer bases
- Win new sales with combined product offering

Cost Synergies

Description

- Rationalise FTE headcount and consolidate marketing spend
- Combine product management and engineering teams
- Streamline innovation and product support

Growth Investment

Description

- Investment in archTIS and Spirion Technology / Platform
- Resource allocation to DoD contract

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archTIS

archTIS – FY25 Results

archTIS Overview

Who, Why, How and What

archTIS

Who:

It's in the name… architected Trusted Information Sharing

Why:

Trust is the greatest obstacle to sharing and collaborating on information

How:

Empowering data owners and organisations to control who, how and when their information is accessed – anytime or anywhere

What:

Through Data-Centric and Zero Trust Security, we deliver dynamic, risk-based access that ensures secure collaboration and sharing of sensitive and classified information

FY25 Highlights

4.8m	Annual Recurring Revenue
76%	Gross Margin
6%	Decrease in Annual Operating Expenses
3.0m	Positive Operating Cash

- Expanded client base to include several high-profile government and enterprise clients across Defence and Defence Industry
- Leveraged industry tailwinds with significant enhancements in product offerings and expansion of market presence
- Post year end, completed $7.5m capital raise to accelerate international growth strategy as well as bolster register composition

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Sensitive & Classified Information, Shared Securely

Unique policy enforced data-centric security products to protect information anywhere it goes, inside or outside the organisation

NCPROTECT™

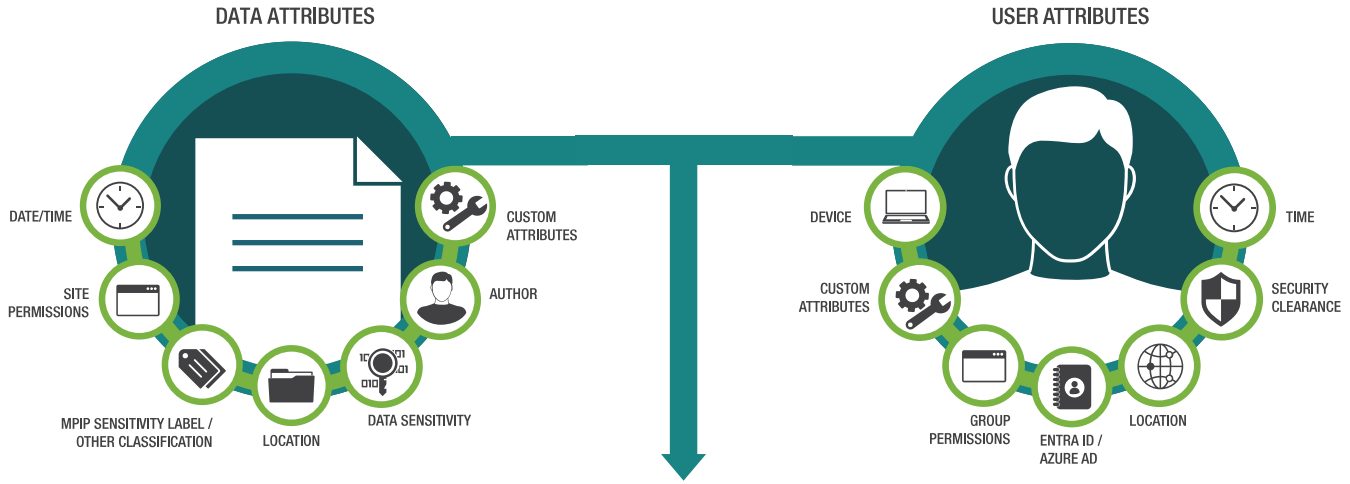
Dynamic Access & Data Protection for Microsoft 365, SharePoint & File Shares

kojensi

Policy-Based Enclave Access for Sensitive & Classified Data

archTIS
TRUSTED DATA INTEGRATION

Structured data Integration, Security & Orchestration



archTIS

Access is approved or denied based on the policy and attributes

What a user sees when viewing and searching for files

Whether a user can open, edit, copy, print or download a file

If a file should be encrypted when saved or copied

If a user-specific watermark should be applied

If a file can only be viewed in the Secure Reader

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FY25 Business Highlights

AR9 benefitting from rising momentum across core markets and product adoption

Sale of NC Protect to US DoD

Initial contract for 1,000 user licenses. Initial engagement is a precursor to potentially broader deployment

Contract win with UK based global A&D Business

Initial 3-year contract for NC Protect with UK division of global A&D conglomerate

Contract secured for TDI Platform

First sale for AR9's TDI platform to a Japanese multinational IT and electronics company. Also, first sale into Japan for AR9

Acquisition of Direktiv

Acquired Direktiv (March 2025) adding cloud-agnostic, event-driven orchestration and ABAC capabilities to our portfolio

Renewal & Expansion of Australian DoD Subscription

Secured a $1.3m contract renewal with Aus DoD. Contract renewal included a 75% increase in volume of user licenses

Successful completion of $7.5m Raise

Post year-end close, successfully raised $7.5m (before costs) to accelerate international growth strategy

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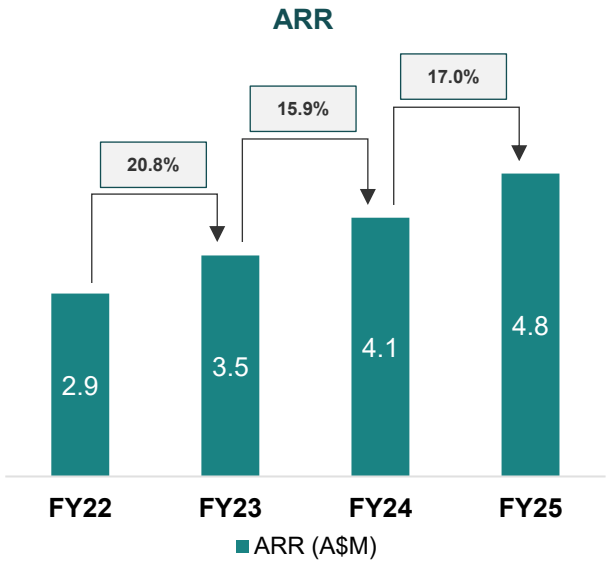
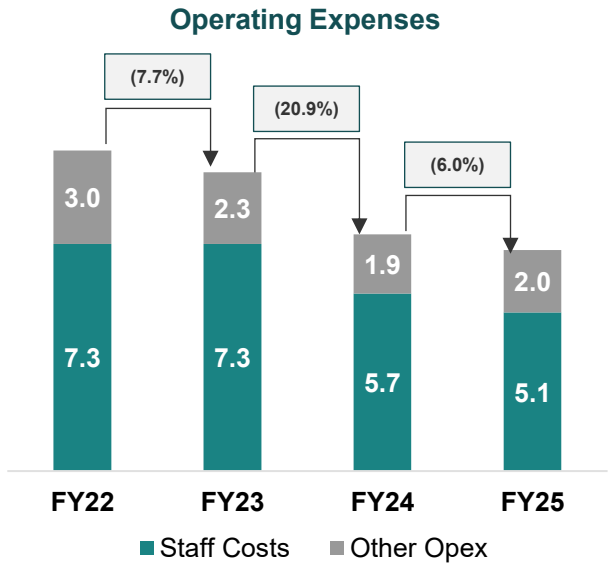
FY25 Financial Results - Profit & Loss

P&L (A$m)	FY24	FY25
ARR	**4.1**	**4.8**
Licensing	5.0	4.2
Services	4.8	1.8
Equipment	0.0	0.1
Revenue	**9.8**	**6.1**
Cost of Goods Sold	(4.0)	(1.4)
Gross Profit	**5.8**	**4.6**
GP Margin %	*60%*	*76%*
Other Income	0.1	0.1
R&D Grant	1.8	1.6
Total Other Income & Grants	**1.9**	**1.6**
Staffing Costs	(5.7)	(5.1)
Governance and Professional Fees	(1.0)	(1.4)
Other Expenses	(0.8)	(0.6)
Total Expenses	**(7.5)**	**(7.1)**
EBITDA	**0.2**	**(0.8)**

Commentary

- **Revenue:** Strategic shift away from 3rd party licence and indirect services revenue. Focus on core archTIS licenses and supporting services
- **Gross Margin:** Increase (up to 76%) is directly attributable to the focus on high-margin core licence sales and more selective, margin-accretive service engagements
- **Operating Expenses:** Underlying operating expenses (excluding Share-Based Payments), reduced by 13%, highlighting strong cost discipline
- **R&D:** Continued investment in ongoing research and development resulted in recognizing $1.6m of tax incentives during the period. Down on pcp due introduction of our international development team not eligible for R&D in Australia
- **EBITDA:** Loss of $0.8m driven by overall drop in revenue. EBITDA loss managed due to focus on higher margin licensing revenues and disciplined cost control





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FY25 Financial Results – Balance Sheet & Cash Flow

Balance Sheet(A$m)	FY24	FY25
Current Assets		
Cash	2.9	3.1
Receivables	0.4	0.6
Other	2.3	2.0
Total Current Assets	**5.6**	**5.7**
Non-current Assets		
Intangibles	10.7	10.8
Other	0.3	0.3
Total Non-current Assets	**11.0**	**11.1**
Total Assets	**16.6**	**16.8**
Current Liabilities		
Payables	0.8	0.6
Deferred Revenue	2.5	4.6
Borrowings	-	2.0
Other	1.6	2.1
Total Current Liabilities	**4.9**	**9.3**
Non-current Liabilities		
Deferred Revenue	0.5	1.7
Other	1.7	0.4
Total Non-current Liabilites	**2.2**	**2.1**
Total Liabilities	**7.2**	**11.4**
Net Assets	**9.4**	**5.4**

Cashflow (A$m)	FY24	FY25
Cash opening	**3.2**	**2.9**
Operating Activities	1.6	3.0
Investing Activities	(2.7)	(3.5)
Financing Activities	0.8	0.8
Net increase/(decrease) in cash	**(0.3)**	**0.2**
Exchange rate changes	0.0	0.0
Cash closing	**2.9**	**3.1**

Commentary

- Positive cash from operating activities of $3.0m driven by strong customer renewals
- Closing cash of $3.1m. Subsequent to period end, AR9 undertook a $7.5m placement resulting in a pro forma cash of $10.2M as at 30 June 2025.
- Continued investment in product development of ($3.0) and development capability with $0.5M cash invested in the Direktiv acquisition.
- Increase in Deferred Revenue represents the strong commitment from our renewing customers with multi year extensions.
- Use of non dilutive capital management through CBA loan facilities to match cash outflow from R&D activities

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Proforma Balance Sheet

Proforma Balance Sheet (A$m)	FY25	Capital Raise (08-Jul)	Spirion (30-Jun)[1]	Capital Raise (28-Aug)	Pro Forma
Current Assets					
Cash	3.1	7.1	(14.0)	19.9	16.1
Receivables	0.6	-	2.2	-	2.7
Other	2.0	-	1.1	-	3.1
Total Current Assets	**5.7**	**7.1**	**(10.7)**	**19.9**	**21.9**
Non-current Assets					
Intangibles	10.8	-	21.4	-	32.3
Other	0.3	-	0.6	-	0.9
Total Non-current Assets	**11.1**	**-**	**22.0**	**-**	**33.2**
Total Assets	**16.8**	**7.1**	**11.4**	**19.9**	**55.1**
Current Liabilities					
Payables	0.6	-	1.2	-	1.7
Deferred Revenue	4.6	-	7.2	-	11.7
Borrowings	2.0	-	-	-	2.0
Other	2.2	-	3.0	-	5.2
Total Current Liabilities	**9.3**	**-**	**11.4**	**-**	**20.6**
Non-current Liabilities					
Deferred Revenue	1.7	-	-	-	1.7
Other	0.4	-	-	-	0.4
Total Non-current Liabilities	**2.1**	**-**	**-**	**-**	**2.1**
Total Liabilities	**11.4**	**-**	**11.4**	**-**	**22.7**
Net Assets	**5.4**	**7.1**	**0.0**	**19.9**	**32.3**

1. Based on USD / AUD Exchange Rate of 1.55

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Future Growth & Outlook

Future Growth and Outlook

Ongoing organic growth accelerated by strategic expansion

Transformational Acquisition

- Materially increases our ARR and customer base, driving scale while expanding our footprint across key commercial and government sectors
- Combines leading data discovery and classification capabilities with our policy-based access control and secure collaboration solutions to deliver a comprehensive offering across the data lifecycle
- Establishes a strong operational presence in North America, enhancing go-to-market capabilities and accelerating growth in a strategically important region

Ongoing Organic Growth

- Leveraging opportunities in US DoD to accelerate adoption across the broader U.S. defense network for up and entry into additional US civilian agencies and global coalition forces
- Continuing to leverage deep domain expertise in attribute-based access control to scale our data-centric security platform across defence and government verticals
- Remaining focused on operating discipline whilst seeking to capitalise on increased public sector cybersecurity spending

Outlook

- Combined, will provide a differentiated end-to-end data security platform with global reach, combining discovery, classification, and policy-based enforcement
- Access to significant cross-sell and up-sell opportunities across commercial and government sectors, with immediate access to expanded geographies and verticals
- Opportunity to realise meaningful operating synergies across product, sales, and engineering functions, while accelerating scale and market relevance

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Equity Capital Raising

Equity Capital Raising Overview

Offer Structure and Size	▪ Equity capital raising of up to ~A$20.5M comprising: – Placement of approximately 23.3M fully paid ordinary shares at A$0.15 per share (up to A$3.5M) within the Company's capacity under ASX Listing Rule 7.1 (**Placement**); and – Underwritten 1 for 3 non-renounceable accelerated entitlement offer representing approximately 113.1M fully paid ordinary shares at A$0.15 per share (~A$17.0M) (**Entitlement Offer**) ▪ The Entitlement Offer comprises an institutional entitlement offer (**Institutional Entitlement Offer**) and a retail entitlement offer (**Retail Entitlement Offer**) ▪ Eligible shareholders will be invited to subscribe for 1 new AR9 share for every 3 existing AR9 shares held as at 5.00pm (AEST) on Friday 29 August 2025 (**Record Date**) ▪ Up to ~136.4M New Shares to be issued under the Placement and Entitlement Offer ▪ The Entitlement Offer is non-renounceable and entitlements will not be tradeable or otherwise transferable ▪ archTIS has obtained a standard supersize waiver from ASX Listing 7.1 to conduct the Placement
Offer Price	▪ All shares under the Placement and Entitlement Offer will be issued at a fixed price of A$0.15 per share (**Offer Price**) ▪ The Offer Price represents: – 18.9% discount to the last traded price of archTIS's shares of A$0.185 on Monday 24 August 2025 – 24.9% discount to the 7-day VWAP of A$0.200 – 25.2% discount to the 15-day VWAP of A$0.201
Ranking	▪ New Shares issued under the Entitlement Offer will rank equally in all respects with archTIS's existing ordinary shares from the date of their issue
Institutional Entitlement Offer and Placement	▪ The Institutional Entitlement Offer and the Placement will open on Wednesday 27 August 2025 and close on Wednesday 27 August 2025 ▪ Institutional entitlements not taken up and those of ineligible institutional shareholders will be placed into an institutional bookbuild to be conducted on Wednesday 27 August
Retail Entitlement Offer	▪ The Retail Entitlement Offer will open on Tuesday 02 September 2025 and close on Thursday 11 September 2025
Joint Lead Manager and Underwriters	▪ Henslow Pty Ltd and Canaccord Genuity (Australia) Limited

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Sources and Uses of Funds

Source of Funds	Amount (A$M)
Placement & Underwritten Entitlement Offer	$20.5M
Pro Forma Cash at Bank (ex Placement & Underwritten Entitlement Offer)	$10.2M
Total Source of Funds	**$30.7M**

Use of Funds	Amount (A$M)
Upfront Acquisition Consideration	$14.0M
Employee Incentive & Bonus Scheme	$1.7M
Cross-Sell Sales & Marketing	$1.5M
archTIS & Spirion Technology & Product Development	$3.0M
Integration Costs	$1.5M
Transaction Costs – Capital Raise	$1.3M
Transactions Costs - Acquisition	$0.6M
Working Capital	$2.0M
Total Use of Funds	**$25.6M**

Net Cash (Post Transaction)	**$5.1M**

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Equity Capital Raising Timetable

Event	Time / Dates (2025) (AEST)[1]
Trading Halt Requested	Tuesday 26 August 2025
Announcement of Acquisition, Placement & Underwritten Accelerated Non Renounceable Entitlement Offer	Wednesday 27 August 2025
Announcement of results of Placement and Institutional Entitlement Offer Trading halt is lifted and trading resumes on an “ex-entitlement” basis	Thursday 28 August 2025
Record date for the Entitlement Offer	**5pm Friday 29 August 2025**
Settlement of New Shares issued under the Placement and Institutional Entitlement Offer	Tuesday 02 September 2025
Offer Booklet and Entitlement & Acceptance Form issued and Retail Entitlement Offer opens	Tuesday 02 September 2025
Allotment and normal trading of New Shares issued under the Placement and Institutional Entitlement Offer	Wednesday 03 September 2025
Retail Entitlement Offer closes	Thursday 11 September 2025
Settlement of Retail Entitlement Offer	Wednesday 17 September 2025
Allotment of New Shares issued under the Retail Entitlement Offer	Thursday 18 September 2025
Normal trading of New Shares issued under the Retail Entitlement Offer	Friday 19 September 2025

1. Timetable above is indicative only and subject to variation

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Summary of Key Terms of Underwriting Agreement

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Conditions Precedent	The Underwriters obligations under the Underwriting Agreement is conditional upon the satisfaction or waiver of the following conditions (among other things): • (**ASX Announcements**) the Company lodges its FY2025 Annual Report and Appendix 4E, an ASX release containing details of the Offer, this Investor Presentation, the Entitlement Offer cleansing notice and an Appendix 3B (each in a form and substance acceptable to the Underwriters, acting reasonably) by no later than 9:00am (in respect of the Annual report and Appendix 4E) and 9:45am (in respect of the other documents) on the Announcement Date; • (**Trading halt**) ASX grants the Company by 10.00am on the Announcement Date a trading halt pursuant to ASX Listing Rule 17.1, which applies from opening of trading on ASX on the Announcement Date and remains in place until close of trading on ASX on the Institutional Closing Date; and • (**Due diligence**) the Underwriters receive, by no later than 9.30am on the Announcement Date, a signed copy of the management questionnaire, in a form satisfactory to the Underwriters (acting reasonably). The Underwriters obligation to underwrite the Institutional Entitlement Offer is conditional upon satisfaction or waiver of the following conditions: • (**Satisfaction of Conditions**) satisfaction or waiver in writing of each of the general conditions (as outlined above) by the relevant time for satisfaction referred to in those conditions; • (**Certificate and sign-off**) the Underwriters receiving a certificate and a new circumstances sign-off in accordance with the due diligence planning memorandum; • (**Announcement**) the results of the Institutional Entitlement Offer and Placement being announced to ASX by the Company at or before the time indicated in the timetable on the Offer Outcome Announcement Date (in a form and substance approved by the Underwriters, acting reasonably) and the Shares resuming normal trading on ASX on that date; • (**Retail Booklet**) the Company releasing the retail offer document (in a form and substance approved by the Underwriters, acting reasonably) to ASX by the time indicated in the timetable and completing the despatch of the retail offer document in accordance with the timetable; • (**Acquisition Agreement**) the Acquisition Agreement remaining valid and binding between the parties to it at all times on and before the Institutional Settlement Date and not having been terminated, rescinded, withdrawn, avoided or repudiated, materially breached or materially varied (without the consent of the Underwriters, acting reasonably), at any time on or before the Institutional Settlement Date; and all of the conditions precedent in connection with the Acquisition Agreement falling due for satisfaction on or before the Institutional Settlement Date having been satisfied or waived (with the consent of the Underwriter, not to be unreasonably withheld or delayed) by the time required for their satisfaction; • (**ASX Waivers**) ASX not withdrawing or adversely modifying an ASX waiver or determining that the Company can no longer rely on an ASX waiver at any time on or before the Institutional Settlement Date and all of the requirements or conditions set out in the ASX waivers that are due for performance or satisfaction at any time on or before the Institutional Settlement Date having been duly performed or satisfied by that time; and • (**Official quotation**) on or before the Institutional Settlement Date, ASX not having indicated to the Company or the Underwriters that it will not grant permission for the official quotation of the Shares to be issued under the Institutional Entitlement Offer and Placement. The Underwriters' obligation to underwrite the Retail Entitlement Offer is conditional upon satisfaction or waiver of the following conditions: • (**Satisfaction of Conditions**) satisfaction or waiver of each of the general conditions and conditions to underwriting the Institutional Entitlement Offer (as outlined above) by the relevant date for satisfaction referred to in those conditions; • (**Initial allotment and quotation**) the Company issuing the Shares under the Institutional Entitlement Offer and Placement in accordance with the Underwriting Agreement and those Shares commencing trading on ASX in accordance with the timetable; • (**Placement Cleansing Notice**) the Company having released or given ASX a cleansing notice in respect of the Shares issued under the Placement prior to 10:00am on the Institutional Allotment Date. • (**Official quotation**) on or before the Retail Settlement Date, ASX not having indicated to the Company or the Underwriters that it will not grant permission for the official quotation of the Shares issued pursuant to the Retail Entitlement Offer; • (**Acquisition Agreement**) the Acquisition Agreement remaining valid and binding between the parties to it at all times on and before the Retail Settlement Date and not having been terminated, rescinded, withdrawn, avoided or repudiated, materially breached or materially varied (without the consent of the Underwriters, acting reasonably), at any time on or before the Retail Settlement Date; and all of the conditions precedent in connection with the Acquisition Agreement falling due for satisfaction on or before the Retail Settlement Date having been satisfied or waived (with the consent of the Underwriter, not to be unreasonably withheld or delayed) by the time required for their satisfaction; • (**ASX Waivers**) ASX not withdrawing or adversely modifying an ASX waiver or determining that the Company can no longer rely on an ASX waiver at any time on or before the Retail Settlement Date and all of the requirements or conditions set out in the ASX waivers that are due for performance or satisfaction at any time on or before the Retail Settlement Date having been duly performed or satisfied by that time; and • (**Retail Shortfall Notice, Certificate and sign-off**) the Underwriters receive a notice from the Company stating the shortfall Shares not taken up under the Retail Entitlement Offer and certificate and a new circumstances sign-off in accordance with the due diligence planning memorandum.
Underwriting Fee	The Company has agreed to pay the Underwriters a fee of 5% of the proceeds of the Placement and 5% of the proceeds of the Entitlement Offer. In addition, the Company must pay or reimburse each Underwriter for all out-of-pocket costs reasonably incurred by that Underwriter in connection with or incidental to the Placement and Entitlement Offer subject to certain exclusions and monetary caps.

Summary of Key Terms of Underwriting Agreement

Absolute Termination Rights

An Underwriter may immediately terminate if any one or more of the following termination events occurs or has occurred during the period from and including the time of execution of the Underwriting Agreement until 11.00am on the Retail Settlement Date:

- (**Listing**) the Company is removed from the Official List, if its shares are suspended or cease to be quoted, or if ASX or the Company announces that such an event will occur;
- (**Insolvency**) the Company or any material subsidiary (being one that represents 5% or more of the Group's consolidated assets or earnings) becomes insolvent, or any act, omission or circumstance arises that is likely to result in the Company or a material subsidiary becoming insolvent;
- (**Withdrawal**) the Company withdraws all or any part of the Placement and Entitlement Offer (together, the **Offer**);
- (**Offer force majeure**) an event or occurrence, including any statute, order, rule, regulation, directive or request of a governmental agency, makes it illegal for the Underwriters to fulfil a material obligation under the Underwriting Agreement or to market, promote or settle the Offer;
- (**Unable to issue**) the Company is unable or prevented from issuing any Shares as contemplated by the Underwriting Agreement due to the ASX Listing Rules, applicable laws, a governmental agency, or a court order;
- (**Regulatory action in relation to affairs of the Company**) any governmental agency commences or publicly announces that it intends to commence a public enforcement action or investigation against the Company, or any director, CEO, or CFO in relation to the Company's affairs, except where the action or investigation remains non-public and has been withdrawn, discontinued, or terminated by the earlier of the business day immediately preceding the Institutional or Retail Settlement Date, or the date that is three business days after the application, hearing, inquiry, investigation, prosecution, or notice is commenced or received;
- (**Regulatory action in relation to directors and senior executives**) a director, CEO, or CFO of the Company is charged with an indictable offence or fraudulent conduct related to the Offer or the affairs of the Company, or any director of the Company is disqualified under the Corporations Act from managing a corporation;
- (**Change in management**) there is a change, or a change is announced, in the CEO, CFO, or chairman of the Company, other than changes already disclosed to ASX, in public information, or disclosed to the Underwriters before the date of the Underwriting Agreement;
- (**Capital structure**) there is a change to the Company's capital structure without the Underwriters' prior consent, unless expressly permitted under the Underwriting Agreement (including changes resulting from the exercise or conversion of existing securities) or resulting from the Offer;
- (**Market fall**) the S&P/ASX Small Ordinaries Index falls by 10% or more below the level of that index on the close of trading on the business day before the date of the Underwriting Agreement and closes at or below that level on any business day after the date of the Underwriting Agreement and on or before business day immediately prior to the Institutional Settlement Date, on any two consecutive business days from the Institutional Settlement Date to (and including) the Business Day immediately prior to the Retail Settlement Date, or on the business day immediately before the Retail Settlement Date;
- (**ASIC action**) ASIC (i) applies for an order under Part 9.5 of the Corporations Act, (ii) holds or gives notice of a hearing, inquiry, or investigation, or (iii) prosecutes/commences proceedings or gives a notice of an intention to prosecute/commence proceedings against the Company or its officers, employees, or agents, in relation to the Offer, the issue of New Shares, or any document released by the Company in relation to the Offer or communication presented or provided to investors on behalf of and with the consent of the Company in relation to the Offer (Information Document), except where the matter remains non-public and has been withdrawn by the date that is the earlier of the business day immediately preceding the Institutional Settlement Date or the Retail Settlement Date (as applicable), or the date that is three business days after the application, hearing, inquiry, investigation, prosecution, or notice is commenced or received;
- (**Application**) an application is made to a governmental agency (including the Takeovers Panel) for an order, declaration, or other remedy in connection with the Offer, except where the application remains non-public and has been withdrawn, discontinued, or terminated by the date that is the earlier of the business day immediately preceding the Institutional Settlement Date or Retail Settlement Date (as applicable), or the date that is three business days after the application, hearing, inquiry, investigation, prosecution, or notice is commenced or received;
- (**Determination under section 708A or section 708AA**) ASIC makes a determination under subsection 708A(2) or subsection 708AA(3) of the Corporations Act;
- (**Corrective statement**) the Company becomes required to give, or gives, a corrective notice under subsections 708AA(10) or 708A(9) of the Corporations Act to correct a defective cleansing notice, and that corrective notice has, in the Underwriters' reasonable opinion, a materially adverse impact on the Offer;
- (**Certificate**) a required certificate under the Underwriting Agreement is not provided when due, or if provided, is untrue, incorrect, or misleading in any material respect, including by omission;
- (**New circumstances sign-off**) a required new circumstances sign-off under the Underwriting Agreement is not provided when due;
- (**Compliance**) the Company commits a breach of the Corporations Act, ASX Listing Rules, the Constitution, or any other applicable laws in connection with the Offer;
- (ASX approval) unconditional approval (or conditional approval, provided such condition would not have a material adverse effect on the success or settlement of the Offer) by ASX for official quotation of the Shares offered under the Offer is refused, not granted on time, or, if granted, is modified (in a manner which would have a material adverse effect on the success or settlement of the Offer) or withdrawn;
- (**Timetable**) any event specified in the timetable is delayed, other than in accordance with the Underwriting Agreement;
- (**Information Documents**) any statement in an Information Document is, or becomes, false/misleading/likely to mislead, or the Information Document fails to include all information required by applicable laws;
- (**Acquisition Agreement**) the Company publicly states or notifies a Underwriter that it does not intend to proceed with the Acquisition, the Acquisition Agreement is terminated, rescinded, avoided, withdrawn, repudiated, rendered void or unenforceable, or otherwise cannot be completed, or the Acquisition Agreement is breached in circumstances where the breach has or would be likely to have (in the reasonable opinion of the Underwriters) a material adverse effect on the Company's or Group's financial position, performance, equity, profits, losses, results, condition, operations, or prospects; the success or outcome of the Offer; investor willingness to subscribe for Shares under the Offer; the likely price at which the Shares offered under the Offer will trade; or the Underwriters' ability to settle the Offer; or
- (**Authorisations**) any material licence, lease, permit, concession or authorisation of the Group is, or is likely to be, invalid, revoked, or unenforceable (including due to new legislation), or is breached or not complied with in a material respect.

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Summary of Key Terms of Underwriting Agreement

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Qualified Termination Rights	An Underwriter may, immediately terminate if any one or more of the following events occurs or has occurred during the period from and including the time of execution of the Underwriting Agreement until 11.00am on the Retail Settlement Date, if that Underwriter has reasonable grounds to believe, and does believe, that the event has had or is likely to have a material adverse effect on the Company's or Group's financial position, performance, equity, profits, losses, results, condition, operations, or prospects; the success or outcome of the Offer; investor willingness to subscribe for Shares under the Offer; the likely ASX trading price of the Shares offered under the Offer; or the Underwriters' ability to settle the Offer; or has given rise to or could reasonably be expected to give rise to a contravention by, or a liability of, the Underwriters under any applicable law or regulation: • (**Breach**) the Company fails to perform or observe any of its obligations under the Underwriting Agreement; • (**Change in management**) there is a change, or an announced change, in the directors or senior management (excluding the CEO, CFO, or chairman) of the Company, other than changes already disclosed to ASX or in any public information, or to the Underwriters before the date of the Underwriting Agreement; • (**Due Diligence**) any of the documents required to be provided under the due diligence planning memorandum, including the due diligence report, having been withdrawn, or varied without the prior written consent of the Underwriters. • (**Information**) the due diligence report or information provided by or on behalf of the Company to the Underwriters regarding the due diligence program, Information Documents, or the Offer is false, misleading or deceptive, or likely to mislead or deceive (including by omission); • (**Representations and warranties**) a representation or warranty made or given by the Company under the Underwriting Agreement is breached or proves to be, or has been, or becomes, untrue or incorrect or misleading or deceptive; • (**Legal proceedings**) after the Underwriting Agreement is executed, legal proceedings are commenced against the Company, any Group member, or any director in that capacity, or any regulatory body initiates an enquiry or public action against a Group member; • (**Conduct**) the Company or any of its directors or officers engages in misleading or deceptive conduct or activity in connection with the Offer; • (**New circumstance**) a new circumstance arises that is adverse to investors in the Offer and which would have been required under the Corporations Act to be included in the Entitlement Offer cleansing notice if it had arisen before the notice was given to ASX; • (**Adverse change**) an adverse change occurs, or an event arises likely to give rise to an adverse change, in the business, assets, liabilities, financial position or performance, operations, management, outlook, or prospects of the Company or Group, compared with the position disclosed in the Information Documents lodged with ASX on the Announcement Date; • (**Future matters**) any expression of belief, expectation or intention, or statement relating to future matters in an Information Document or public information relating to future matters (including forecasts or prospective financial information) is, or becomes, incapable of being met or, in the Underwriters' reasonable opinion, unlikely to be met within the projected timeframe; • (**Information Documents misleading**) any statement in an Information Document is, or becomes, false, misleading, or likely to mislead, or the Information Document fails to include all information required to comply with applicable laws; • (**Information Documents issued or varied without approval**) the Company issues, varies, or withdraws an Information Document without the prior approval of the Underwriters, which approval must not be unreasonably withheld; • (**Change in law**) there is introduced into the Parliament of the Commonwealth of Australia or any State or Territory of Australia a law or prospective law or any new regulation is made under any law, or a Governmental Agency or the Reserve Bank of Australia adopts a policy, or there is an official announcement on behalf of the Government of the Commonwealth of Australia or any State or Territory of Australia or a governmental agency that such a law or regulation will be introduced or policy adopted (as the case may be) (other than a law or policy that has been announced before the date of the Underwriting Agreement), any of which does or is likely to prohibit or regulate the Offer or adversely affects the Group; • (**Disruption in financial markets**) any of the following occurs: (i) a general moratorium on commercial banking in Australia, New Zealand, US, UK, Germany, Japan, Singapore, or China/Hong Kong) is declared by the central banking authority in any of those countries, or there is a material disruption in commercial banking or security settlement or clearance services in any of those countries (ii) trading in certain major stock exchanges is suspended or materially limited, or (iii) any other adverse change or disruption in financial, political, economic conditions, currency exchange rates, or financial markets occurs in those specified jurisdictions or any change or development involving a prospective adverse change in any of those conditions or jurisdictions; • (**Hostilities**) major hostilities not existing at the Underwriting Agreement date commence, or existing hostilities escalate, involving any specified jurisdiction, Iran, Israel, Russia, or Ukraine; or a national emergency is declared in those countries, or a major terrorist act occurs anywhere in the world; or • (**Prescribed Occurrence**) a prescribed occurrence in respect of the Company occurs during the Offer period, except as contemplated by the Underwriting Agreement or the Offer, described in the ASX release in relation to the Offer or public information lodged with ASX before the date of the Underwriting Agreement, resulting from the issue of securities on exercise/conversion of existing securities, under an existing employee incentive scheme (including buybacks) or under a distribution reinvestment plan, or as permitted in writing by the Underwriters.
Other Terms	As is customary with underwriting arrangements, the Company has provided (a) standard indemnities in favour of the Underwriters for losses or claims arising in connection with the Offer, the Information Documents or the Underwriting Agreement itself. This covers matters including misstatements or omissions in the documents, breaches of law or obligations, misleading representations, preparation and distribution of documents, conduct of the Offer, publicity, regulatory investigations, and the accuracy of information provided during due diligence. Exclusions apply for sub-underwriting fees, co-manager fees and broker fees that are payable by the Underwriters or losses incurred as a result of being required to pay any application monies back and (b) a full range of warranties and representations to the Underwriters, including about the Offer and its compliance with applicable laws. Subject to the certain customary 'permitted exceptions' the Underwriting Agreement generally restricts the Company, without the Underwriters' consent, from issuing equity securities for 120 days after the last of the Shares are issued under the Offer. The 'permitted exceptions' include the issuing of Shares issued upon the conversion of convertible securities, issues andpursuant to an employee incentive scheme.

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Key Risks & International Offer Restrictions

Key Risks – Spirion Acquisition

RISK CATEGORY	RISK
Completion Risk	The acquisition of the assets of Spirion LLC (**Spirion**) (**Spirion Acquisition**) is expected to be completed by 30 September 2025, however, there is a risk that the Spirion Acquisition may not complete due to a failure to satisfy customary conditions precedent in the acquisition agreement. Any delay in or failure to complete the Spirion Acquisition may affect the Company's operating and financial performance.
Integration risk	There is a risk that the integration of the assets of Spirion (in particular, the integration of employees and information technology systems) may be more complex than currently anticipated. The Company could also encounter unexpected costs, challenges or issues or the integration could take longer than expected, divert management's attention from other areas of the business or not achieve expected financial performance (including unrealised synergies). This may affect the Company's operating and financial performance.
Due diligence risk	The Company undertook a due diligence process in respect of the Spirion Acquisition, which relied in part on the review of financial and other information provided by the vendors. If any of the data or information provided to and relied upon by the company proves to be incomplete, incorrect, inaccurate or misleading, there is a risk that the actual financial position and performance of the Company (including the Spirion business) may be materially different to the financial position and performance expected. There is a risk that due diligence conducted has not identified issues that would have been material to the decision to enter into the Spirion Acquisition. A material adverse issue which was not identified prior to completion of the Spirion Acquisition could have an adverse impact on the financial performance or operations of the Company. As is usual in the conduct of acquisitions, the due diligence process undertaken by the Company identified a number of risks associated with the Spirion Acquisition, which the Company had to evaluate and manage. The mechanisms used by the Company to manage these risks included in certain circumstances the acceptance of the risk as tolerable on commercial grounds such as materiality. There is a risk that the approach taken by the Company may be insufficient to mitigate the risk, or that the materiality of these risks may have been underestimated, and hence they may have a material adverse impact on the Company's earnings and financial position.

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Key Risks – Company Specific

RISK CATEGORY	RISK
Potential for dilution	The potential effect that the Entitlement Offer will have on the control of the Company will depend on the take up by eligible Shareholders of their entitlement under the Entitlement Offer. If all eligible Shareholders each subscribe for their full entitlement, then each eligible Shareholder's percentage ownership interest (and voting power) in the Company will remain the same, subject only to changes resulting from ineligible Shareholders being unable to participate in the Entitlement Offer and dilution as a result of the Placement, and there will be no effect on control of the Company. To the extent that an eligible Shareholder does not take up its entitlement, the proportionate shareholding interest of that eligible Shareholder in the Company will be diluted. The proportionate shareholding interest of the ineligible Shareholders will be diluted because those Ineligible Shareholders are not entitled to participate in the Entitlement Offer. It is not possible to predict what the value of the Company or a Share in the Company will be following the completion of the Entitlement Offer being implemented and the Directors do not make any representation as to such matters.
Technology and competition risks	Technology markets, by their very nature, are a continually evolving marketplace. To succeed, the Company will need to research, develop, design, build and bring to market new enhancements to its existing products as well as to new markets that might not yet exist. The Company may not be able to engage in research or develop its existing (and new) products to meet the changing needs of its markets and the new and emerging technologies. At the same time, products and technologies developed by others may render the Company's products and systems obsolete or non-competitive. If any of these scenarios were to occur, it would adversely impact the operating results and potential of the Company.
Ability to attract and retain appropriately skilled employees	The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and key personnel. Company performance also depends on its ability to attract and retain skilled resources with relevant industry and technical expertise. The loss of several key personnel or the inability to attract additional resources may have an adverse impact on the financial and operating performance of the Company.
Customer Concentration and Revenue Risk	The Company's revenue base is currently concentrated among a limited number of key customers, particularly the Australian Department of Defence (**DoD**) and the U.S. DoD. While these relationships underpin Annual Recurring Revenue of approximately $4.8 million, this reliance presents a material risk should budget priorities, procurement schedules, or policy directions shift in these markets. The Company's ability to maintain operations and achieve future growth depends on securing additional profitable contracts—both from existing defence customers and new markets. To mitigate this concentration risk, the Group is actively pursuing diversification through a broad pipeline of expanding existing Defence relationships as well as other commercial and international opportunities across adjacent sectors. However, the timing and conversion of these opportunities into binding contracts are inherently uncertain and may be delayed, cancelled, or reprioritised due to external factors. The Group manages this risk by: (a) setting clear annual performance targets for new business secured and revenue delivered; (b) tying management incentives to commercial outcomes; (c) pursuing varied geographies, customer types, and contract structures; and (d) securing contract terms that help offset risks tied to platform availability. Despite these efforts, there is no certainty the Group will succeed in securing sufficient new business or fully offsetting the risks associated with customer concentration and delivery dependencies.
Cyber and security risks	A cyber-attack has the potential to disrupt the Company's information technology platform which is integral to the efficient operation of its business. The threat of cyber-attacks on security companies is real. A successful cyber-attack on the Company would cause significant damage to the Company's reputation and brand as well as have a material adverse impact on the financial position and performance of the Company.
Changes to Federal Government R&D Incentive arrangements	The Company has historically been eligible to receive research and development (**R&D**) tax incentives under the Australian Government's R&D Tax Incentive program. There is a risk that future changes to the program, or to the Company's eligibility, may reduce or eliminate the availability of such incentives. Loss of access to these incentives could increase the Company's effective costs of research and development, impact projected budgets, and adversely affect the timing and scope of the Company's development activities.
Uncertainty of future profitability	The success of the Company's sales and operations relies on the ability to attract more commercial users of the relevant technology and its products. An inability to attract new clients and users in a timely manner will affect the Company's earning ability. While the Company has been successful in attracting clients in the government sector in Australia, this may not necessarily translate into successful utilisation in other verticals and countries. Furthermore, the Company's profitability will be impacted by its ability to successfully execute its commercialisation and growth strategies, economic conditions in the markets in which it operates, competitive factors and regulatory developments. Accordingly, the extent of any future profits is uncertain. Moreover, the level of profitability cannot be predicted.

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Key Risks – Company Specific

RISK CATEGORY	RISK
Geopolitical and international operating risks	The Company is exposed to risks arising from geopolitical developments, including armed conflict, terrorism, and shifting diplomatic or security policies. These can influence global market stability, disrupt supply chains, and alter procurement timelines—particularly in the defence and national security sectors where the Company operates. As the Company engages across multiple jurisdictions, it is subject to increased exposure from political transitions, regulatory divergence, and trade measures such as tariffs or export controls. In 2024 and early 2025, signals from countries including the United States suggest a heightened risk of such measures, which may impact input costs and pricing competitiveness. Additional risks include challenges in enforcing intellectual property rights, inconsistent product regulations, and localised instability in customer markets. These factors may affect contract execution, customer payments, and overall market access. The Company mitigates these risks through ongoing monitoring of international developments, direct engagement with defence and government stakeholders, and proactive adjustment of commercial and operational strategies. Nonetheless, the Company acknowledges that not all impacts from geopolitical change can be fully mitigated.
Future capital requirements	The Company anticipates that it will raise enough capital under the Placement and Entitlement Offer to support its business objectives over the medium term. However, the Company's future capital requirements will depend on a variety of factors, including the level of income generated from operations, the timing and scale of product development and commercialisation, and other business and market conditions. While the Company intends to fund its planned activities from current cash reserves and operating income, unforeseen circumstances or opportunities may arise that require additional financing. There can be no assurance that the Company will be able to obtain such additional financing on favourable terms, or at all. If additional funds are not available when required, the Company's ability to execute its growth strategy could be delayed, which may have an adverse impact on its operations and prospects.

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Key Risks – Industry Specific

RISK CATEGORY	RISK
Commercial liability	The Company's products and services involve the handling and protection of sensitive information, including personal, confidential, and privacy-related data of government and commercial clients. The Company may be exposed to liability in the event of a technical failure, security vulnerability, cyberattack, or other compromise of such information. Any unauthorised access, loss, misuse or disclosure of client data could give rise to significant contractual claims, statutory liability under privacy and data protection laws, regulatory investigation, and reputational damage. Even where liability is limited by contract or law, the costs of responding to and remediating such incidents, as well as potential loss of client trust and business opportunities, could materially adversely affect the Company's financial performance and prospects.
Research and development	The Company's existing and potential products are subject to ongoing research and development activities. There can be no assurance that these activities will achieve their intended outcomes, whether to enhance existing products, adapt them to new and emerging technologies, or complete the development of new products within the timeframes necessary to support the Company's growth and entry into new markets. Failure to successfully undertake and complete such research and development, accurately estimate costs and timeframes, or anticipate market and technical trends may adversely affect the Company's performance, financial results, and long-term viability. Even where research and development activities are completed successfully, there is no guarantee that new products will achieve adoption in target markets or that enhancements to existing products will generate increased sales. Incorrect pricing of products and services may further limit market applicability or adversely impact client perception of the Company's offerings. In addition, given the emerging nature of the Company's technology and client needs, the market and potential clients may not yet be in a position to fully understand, evaluate, or adopt the Company's solutions. This may expose the Company to reputational risks, including the possibility of negative influence from competitor claims or misinformation, which could adversely affect the Company's prospects.
Intellectual property risk	The Company's success depends, in part, on its ability to obtain and maintain patents, protect trade secrets and know-how, and operate without infringing the proprietary rights of others. The Company relies on a combination of patents, trade secret protections, and confidentiality agreements to safeguard its intellectual property. If the Company is unable to adequately protect its intellectual property, it may face competition from companies that attempt to develop generic versions of its products or create products substantially similar to the Company's offerings. Enforcement of intellectual property rights in foreign jurisdictions may be particularly challenging, as certain legal systems—particularly in developing countries—may not favour or effectively enforce patents and other proprietary rights. Pursuing legal action to enforce intellectual property rights internationally could be costly, time-consuming, and divert management's attention from other aspects of the business, which could adversely affect the Company's operations, competitive position, and financial performance.
Sales and timing risks	The secure content and collaboration market is still developing in response to emerging client needs. While demand for secure information-sharing solutions is increasing, the number of available offerings remains limited and many existing solutions rely on basic security that is not accredited to higher standards such as PROTECTED (the government equivalent of "commercial-in-confidence"), which is typically required by government agencies. Sales to government customers can involve long decision and procurement cycles. Although the Company's "per user per month" subscription model, funded from operational rather than capital budgets, is expected to reduce the length of government sales cycles, there can be no assurance given by the Company that this will occur. By contrast, in the commercial market, client decision cycles are generally shorter; however, there is a risk that demand in this segment may not grow as anticipated or may be subject to increased competition.
Information technology risk	The Company's technology projects are subject to risks relating to technologies, vendors, personnel, and the development and deployment of solutions. While the Company engages subject-matter experts and employs skilled personnel using standard security practices, there is no guarantee that delivery will meet client expectations or project deadlines. Solutions may become obsolete, unforeseen technical issues may arise, or platforms may be compromised, any of which could adversely affect the Company's reputation, operational performance, and financial results. In addition, clients may be dissatisfied with the Company's choice of technology platforms, including cloud infrastructure, or may consider that the Company's products and services do not fully meet their specific compliance requirements. Any such concerns could negatively impact client relationships, project profitability, and the Company's overall growth prospects.

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Key Risks – Industry Specific

RISK CATEGORY	RISK
Reliance on third party providers	The Company relies on multiple third-party providers in the development and operation of its products, and its solutions are designed to operate across a range of external systems, platforms, and devices. The Company does not control these third-party developers, and changes to their platforms, systems, or devices could adversely affect the functionality or compatibility of the Company's products. Such changes may reduce customer adoption or usage of the Company's products, potentially impacting financial performance. In addition, reliance on these tools exposes the Company to risks beyond its control. While the Company implements industry-standard practices to mitigate such risks, third-party tools and software may be subject to cyberattacks, security vulnerabilities, or other failures. Any such incidents could compromise the functionality or security of the Company's products, result in the loss of customers, and have a material adverse effect on the Company's revenues, profitability, and reputation. Further, the Company's products require customers to access the internet and cellular networks. If third-party network providers were to increase costs, limit access, or otherwise restrict customer connectivity, the usability and adoption of the Company's products could be negatively affected, which may also adversely impact the Company's financial performance.
Regulatory risk and compliance	The Company's products and operations are subject to regulatory requirements in each jurisdiction in which it operates or plans to operate. Changes to laws or regulations, or adverse regulatory interpretations, may restrict the Company's ability to operate its products or conduct its business. The Company is required to comply with laws relating to privacy, taxation, consumer protection, and other applicable regulations. Non-compliance, failure to obtain or renew required approvals or accreditations, or the introduction of new regulatory requirements could result in fines, revocation of permits or licenses, reputational damage, increased compliance costs, or other adverse consequences. Any of these outcomes could materially impact the Company's business, competitive position, and financial performance.

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Key Risks – General

RISK CATEGORY	RISK
Economic conditions and other global or national issues	General economic conditions, laws relating to taxation, new legislation, trade barriers, movements in interest and inflation rates, currency exchange controls and rates, national and international political circumstances (including outbreaks in international hostilities, wars, terrorist acts, sabotage, subversive activities, security operations, labour unrest, civil disorder, and states of emergency), natural disasters (including fires, earthquakes and floods), and quarantine restrictions, epidemics and pandemics, may have an adverse effect on the Company's operations and financial performance, including the Company's exploration, development and production activities, as well as on its ability to fund those activities. General economic conditions may also affect the value of the Company and its market valuation regardless of its actual performance.
Market conditions	Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as: (a) general economic outlook; (b) introduction of tax reform or other new legislation; (c) interest rates and inflation rates; (d) changes in investor sentiment toward particular market sectors; (e) the demand for, and supply of, capital; and (f) terrorism or other hostilities. The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.
Dividends	Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.
Taxation	The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All prospective investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation viewpoint and generally. To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for Shares.
Global conflicts	The current evolving conflict between Ukraine and Russia and Israel and Palestine (**Ukraine and Gaza Conflicts**) is impacting global economic markets. The nature and extent of the effect of the Ukraine and Gaza Conflicts on the performance of the Company remains unknown. The Company's Share price may be adversely affected in the short to medium term by the economic uncertainty caused by the Ukraine and Gaza Conflicts. The Company is monitoring the situation closely and considers the impact of the Ukraine and Gaza Conflicts on the Company's business and financial performance to, at this stage, be limited. However, the situation is continually evolving, and the consequences are therefore inevitably uncertain.
US Tariffs	The U.S. government has recently imposed and may continue to impose tariffs or other trade restrictions on imports from certain countries. A significant risk to the Company's economic outlook is the threat of the imposition of US tariffs, which could disrupt global trade, business and investment. While the scope and duration of potential trade conflicts remain highly uncertain, any broad-based tariff measures could lead to weaker GDP growth and higher inflation across the global economy. The Company will continually monitor US tariffs and assess how they will impact the Company's business and financial performance. The Company considers the impact, at this stage, to be limited. However, the implications and consequences of the US tariffs are uncertain and are beyond the control of the Company.
Insurance	The Company seeks to maintain insurance coverage consistent with industry practice. However, there is no assurance that such coverage will be sufficient to cover all potential losses or liabilities. Increases in insurance costs, insufficient coverage, or losses exceeding policy limits could adversely affect the Company's operations, financial condition, and profitability.
Litigation	The Company is exposed to the risk of actual or threatened litigation or legal disputes in the form of customer claims, intellectual property claims, personal injury claims, employee claims and other litigation and disputes. If any claim was successfully pursued it may adversely impact the financial performance, financial position, cash flow and share price of the Company.

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International Offer Restrictions

No action has been taken to register the securities or otherwise permit a public offering of securities in any jurisdiction. The distribution of this document outside Australia may be restricted by law. Persons who come into possession of this document should observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. This document is not a prospectus and shall not constitute, or form part of, an offer to sell or a solicitation of an offer to buy securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities law of any such jurisdiction. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act"). The New Shares are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the New Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors (as defined in the SFO and any rules made under that ordinance). No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are an "institutional investor" (as defined in the SFA) or (iii) an "accredited investor" (as defined in section 275(2) of the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

United Kingdom

Neither the information in this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the New Shares.

The New Shares may not be offered or sold in the United Kingdom by means of this document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This document is issued on a confidential basis in the United Kingdom to "qualified investors" within the meaning of Article 2(e) of the Prospectus Regulation. This document may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom. Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investment to which this document relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this document.

Professionals Only

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The Presentation has been prepared by the Company, in relation to:

- a placement of new fully paid ordinary shares in the capital of the Company (**Shares**) to institutional investors and certain existing institutional shareholders under section 708A of Corporations Act 2001 (Cth) (**Corporations Act**) as modified by ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73 (**Placement**); and
- an accelerated non-renounceable entitlement offer of New Shares to be made to eligible institutional shareholders of the Company (Institutional Entitlement Offer) and eligible retail shareholders of the Company (**Retail Entitlement Offer**) under section 708AA of the Corporations Act as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73 (**Entitlement Offer**).

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2 September 2025

Dear shareholder,

NOTICE TO ELIGIBLE SHAREHOLDERS OF AN ACCELERATED PRO-RATA NON-RENOUNCEABLE ENTITLEMENT OFFER TO RAISE UP TO APPROXIMATELY $16,962,849

On behalf of your Directors, I am pleased to invite you to participate in this accelerated non-renounceable pro-rata 1 for 3 retail entitlement offer at an issue price of $0.15 per share (**New Shares**) to raise up to approximately $16,962,849 (before costs) (**Entitlement Offer**).

Under the Entitlement Offer, Eligible Shareholders are entitled to subscribe for 1 New Share for every 3 existing Shares in the Company held on the Record Date, being 5.00pm (AEST) on Friday, 29 August 2025 (**Record Date**). If you take up your full Entitlement, you may also apply for additional Shares in excess of your Entitlement at the Offer Price under the Retail Shortfall Facility up to a maximum of additional Shares representing another 100% of your Entitlement. The additional Shares to be issued under the Retail Shortfall Facility will only be available where there is a shortfall between applications received from Eligible Retail Shareholders and the number of Shares proposed to be issued under the Retail Entitlement Offer.

The Retail Entitlement Offer Document relating to the Entitlement Offer has been given to ASX and is available to view on the ASX website and archTIS Limited website at www.archtis.com. Further details regarding the Entitlement Offer have also been announced to the ASX and are available on ASX's website.

archTIS Limited will not be printing/dispatching hard copies of the Retail Entitlement Offer Document or Entitlement and Acceptance forms. Instead, an electronic copy of the Retail Entitlement Offer Document and your Entitlement and Acceptance Form is available and accessible by you (using your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) from your latest Holding Statement, and your postcode) at the following link: https://portal.automic.com.au/investor/home.

Shareholders should read the Retail Entitlement Offer Document in full prior to making an application under the Entitlement Offer. Your application under the Entitlement Offer must be made by making payment in accordance with the personalised payment instructions on your Entitlement and Acceptance Form which is available through Automic's online Investor Portal.

How to Access the Entitlement Issue:

1. **ONLINE** - The Retail Entitlement Offer Document and personalised Entitlement and Acceptance form can be accessed via: **https://portal.automic.com.au/investor/home**
2. **PAPER** - Request a paper copy of the Retail Entitlement Offer Document and your personalised Entitlement and Acceptance form by contacting the Company's Share Registry, Automic on 1300 288 664 (within Australia) or: +61 2 9698 5414 (outside Australia).

To download your personalised Entitlement and Acceptance Form, you have the following 3 choices:

I already have an online account with the Automic Share registry	I don't have an online account with Automic and wish to register for one	I don't have an online account with Automic – but wish to use Automic for this Offer only
https://portal.automic.com.au/investor/home Select: "Existing Users Sign In". Once you have successfully signed in, click on "Documents and Statements". Download the Retail Entitlement Offer Document and Entitlement and Acceptance Form. Submit your payment using the payment details provided on your personalised Entitlement and Acceptance form.	https://singleholding.automic.com.au/signup Select *archTIS Limited* from the dropdown list in the ISSUER field. Enter your holder number SRN / HIN (from your latest Holding Statement). Enter a single identifying word from your holder name. Enter your Postcode (Australia) or Country of Residence (Outside Australia). Tick box "I am not a robot", then 'Next' and complete any prompts. Once you have successfully signed in, click on "Documents and Statements". Download the Retail Entitlement Offer Document and Entitlement and Acceptance form. Submit your payment using the payment details provided on your personalised Entitlement and Acceptance form.	https://singleholding.automic.com.au/login Select *archTIS Limited* from the dropdown list in the ISSUER field. Enter your holder number SRN / HIN (from your latest Holding Statement). Enter a single identifying word from your holder name. Enter your Postcode (Australia) or Country of Residence (Outside Australia). Tick box "I am not a robot", then 'Next' and complete any prompts. Once you have successfully signed in, click on "Documents and Statements". Download the Retail Entitlement Offer Document and Entitlement and Acceptance form. Submit your payment using the payment details provided on your personalised Entitlement and Acceptance form.

If you are unable to access https://investor.automic.com.au online, you can obtain a copy of the terms and conditions and your acceptance form – initially by calling Company's Share Registry Automic on 1300 288 664 or emailing corporate.actions@automicgroup.com.au and asking them to mail a paper copy of the terms and conditions and your acceptance form to you free of charge. After your request has been acknowledged by Automic you will need to provide your SRN or HIN and postcode to complete this request. To accept an Offer using these paper copy documents, you will still need to make payment via BPay® or via Electronic Funds Transfer (EFT). For eligible shareholders registered outside of Australia, please follow the instructions on your personalised acceptance form to make payment via Electronic Funds Transfer (EFT).

The Offer closes at 5:00pm (AEST time) on 11 September 2025.

EVENT	DATE*
Announcement of the Offer	Wednesday, 27 August 2025
Record Date for Retail Entitlement Offer (5:00pm AEST)	Friday, 29 August 2025
Offer Document dispatched to Eligible Retail Shareholders Opening Date of Retail Entitlement Offer	Tuesday, 2 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
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

*All dates (other than the date of the Retail Entitlement Offer Document and the date of lodgement of the Retail Entitlement Offer Document with the ASIC and ASX) are indicative only. The Directors may extend the Closing Date in respect of the Entitlement Offer and Shortfall Offer by giving at least 3 Business Days' notice to ASX prior to the Closing Date. As such the date the Securities issued under the Offers are expected to commence trading on ASX may vary.

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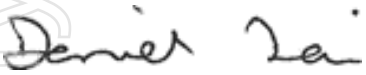
For further information about how to participate in the Offer, please contact Automic.

Email: corporate.actions@automicgroup.com.au

Phone: 1300 288 664 (within Australia), or +61 2 9698 5414 (international) between 8:30 am and 7:00pm (Sydney time) Monday to Friday.



Daniel Lai
Managing Director

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