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ASX Announcement

BINDING COMMITMENTS RECEIVED FOR A A$7.0 MILLION EQUITY RAISING TO FURTHER VALIDATE AND DIVERSIFY THE PRODUCT RANGE THROUGH TARGETED SCIENTIFIC RESEARCH, ACCELERATE ON GLOBAL COMMERCIALISATION OPPORTUNITIES

Highlights

- Terragen has completed an Equity Raising of approximately A$7.0 million to fund scientific research and development as well as accelerate global commercialisation opportunities, in addition to supporting working capital and transaction costs.
- The Equity Raising is comprised of both an Institutional Placement of approximately A$2.78 million under the Company's existing placement capacity in accordance with ASX Listing Rule 7.1 and 7.1A; and, subject to shareholder approval, a Conditional Placement of approximately A$4.22 million, both to Professional and Sophisticated investors.
- Following completion of the Equity Raising, Terragen's pro forma cash position as at 31 December 2025 is approximately A$9.8 million, pre transaction costs.

Coolum, Australia / 6 February 2026 – Australian research, development and commercialisation company Terragen Holdings Limited ("**Terragen**" or "**the Company**") is pleased to announce that it has received binding commitments for a A$7.0 million equity raising of new fully paid ordinary shares (**New Shares**) at an offer price of A$0.022 per New Share (**Offer Price**).

Overview of the Equity Raising

The Equity Raising (defined below) will raise gross proceeds of approximately A$7.0 million and is comprised of:

- a placement of approximately 126.3 million New Shares to raise approximately A$2.78 million to Professional and Sophisticated investors (**Institutional Placement**) under the Company's existing placement capacity in accordance with ASX Listing Rule 7.1 and 7.1A; and
- subject to shareholder approval, a placement of approximately 191.9 million New Shares to raise approximately A$4.22 million to Professional and Sophisticated investors (**Conditional Placement**).

Non-executive Director Scobie Ward has committed to participate in the Equity Raising in the amount of A$2.25 million, which will be subject to shareholder approval.

The Institutional Placement and the Conditional Placement are together the **Equity Raising**.

Morgans Corporate Limited (ACN 010 539 607, AFSL 235410) acted as Lead Manager to the Equity Raising.

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It is expected that approximately 318.2 million New Shares will be issued under the Equity Raising across both the Institutional Placement and the Conditional Placement (comprising approximately 63.0% of Terragen' existing issued capital).

New Shares issued under the Equity Raising will rank equally with existing ordinary shares. Terragen will, upon issue of the New Shares under the Equity Raising, seek quotation of the New Shares on the ASX.

Terragen's Managing Director and CEO, Richard Norton commented:

"Terragen operates in markets estimated at $28 billion, spanning cropping, intensive animal feeding, companion animals, and domestic gardens.

Terragen's patented microbial strains are delivering meaningful productivity gains across agriculture. Its library of proprietary strains lifts crop productivity and have delivered returns on product investment of up to ten times for intensive beef and lamb feedlots. Last year, Terragen's biostimulant ranked first in independent testing against 21 competitor products for its ability to rapidly decompose organic waste.

Terragen is advancing a suite of naturally derived bacterial products designed to increase productivity across multiple sectors. Current development priorities include its canine probiotic and companion animal range, domestic garden biostimulants, and high-value crop applications.

Terragen remains focused on accelerating market adoption and drive long-term, sustainable growth and the Equity Raising will assist Terragen to continue to pursue global distribution partnerships to expand its presence in the beef, lamb and high-value cropping markets.

Dr Michele Allan AO, the new Chair of Terragen, commented on the Equity Raising: (Effective close of business 5Th February 2026)

"The Australian market for biostimulants has now grown to approximately $200 million per annum. The impact that biostimulants and probiotics have on productivity can no longer be underestimated, and Terragen provides investors with a compelling opportunity in this rapidly expanding sector.

Globally, markets are increasingly prioritising climate-smart food systems that reduce emissions and use nature-based products to lift productivity. Terragen is strategically positioned to benefit from this shift as we continue to focus on productivity gains for intensive feeding systems and high-value crops.

Terragen remains committed to building a future of healthier animals and higher-yielding crops through scalable, technology-enabled organic solutions that lower emissions and promote soil health.

The Equity Raising enables Terragen to continue research and development to support commercialisation, while reviewing distribution and manufacturing pathways for Terragen's product range."

The Board believes the Equity Raising will support Terragen's strategy to accelerate commercial adoption and strengthen the Company's operating foundations for long-term growth.

The Equity Raising is not underwritten.

Purpose of the Equity Raising

The proceeds of the Equity Raising will be used to:

- develop and expand manufacturing, distributor and channel partner relationships;

- strengthen product manager resources to further commercialisation;
- enable Terragen to pursue global market access through engagement with established agricultural and animal health brands;
- fund targeted R&D to support commercial activities across priority markets; and
- support working capital and transaction costs.

Following the Equity Raising, Terragen's pro forma cash position at 31 December 2025 will be approximately A$9.8 million, pre transaction costs.

The Offer Price and placement capacity

The Offer Price of A$0.022 per New Share represents an 8.3% discount to the last traded price of A$0.024 on Tuesday 3 February 2026 and a 3.0% discount to the 15-day volume weighted average price ending on Tuesday 3 February 2026 of A$0.0227.

The New Shares to be issued under the Institutional Placement component of the Equity Rising will be issued within Terragen' existing placement capacity under ASX Listing Rule 7.1 and 7.1A (approximately 126.3 million New Shares). This will consist of:

- approximately 75.8 million New Shares being issued under ASX Listing Rule 7.1; and
- approximately 50.5 million New Shares being issued under ASX Listing Rule 7.1A.

The approximate 191.9 million New Shares to be issued under the Conditional Placement component of the Equity Rising will be issued following shareholder approval under ASX Listing Rules 7.1 and 10.11.

Director, key management and other key investor participation

Major shareholder and Director, Mr Scobie Ward, has indicated a commitment to subscribe for approximately $2.25 million by way of the take up of approximately 102.3 million New Shares under the Equity Raising. Such issue is subject to shareholder approval of the Conditional Placement for the purposes of ASX Listing Rule 10.11. The issue of these New Shares will result in Mr Wards voting power moving from 34.6% to 33.7%.

As part of the Equity Raising, new shareholder WAM Investments Pty Ltd has committed to subscribe for $3.29 million which will see it emerge with a voting power of approximately 19.3% of the Company following settlement of the Conditional Placement and shareholder approval.

Indicative Equity Raising timetable

Event	Time and Date
Trading Halt Announcement of the Equity Raising	Wednesday, 4 February 2026
Announcement of completion of the Equity Raising and recommence trading	Friday, 6 February 2026
Settlement of shares issued under the Institutional Placement	Friday, 13 February 2026
Allotment of shares issued under the	Monday, 16 February 2026

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Institutional Placement	
General Meeting to approve the issue of New Shares under the Conditional Placement	On or around Wednesday, 25 March 2026
Settlement of shares issued under the Conditional Placement	On or around Friday, 27 March 2026
Allotment of shares issued under the Conditional Placement	On or around Monday, 30 March 2026

This timetable is indicative only and may be subject to change without notice to, or consultation with, you. Terragen reserves the right to amend any or all of these dates and times subject to the *Corporations Act 2001* (Cth), the ASX Listing Rules and other applicable laws. Terragen also reserves the right not to proceed with the Equity Raising in whole or in part at any time prior to allotment and issue of the relevant New Shares. In that event, the relevant application monies (without interest) must be returned in full to applicants.

Change in Chair

The Company also advises that Mr Michael Barry has stepped down as Chair of the Board, effective on the close of business, 5 February 2026. Mr Barry will remain a Non-Executive Director of the Company.

The Board has appointed Dr Michele Allan AO, currently a Non-Executive Director, as Chair of Terragen Holdings, effective on the close of business, 5 February 2026.

The Board thanks Mr Barry for his leadership and significant contribution as Chair and looks forward to his continued involvement and counsel as a Director.

The Board congratulates Dr Allan AO on her appointment and welcomes her to the role of Chair. Dr Allan AO brings deep experience and strong governance credentials, and the Board is confident she will provide excellent leadership as the Company progresses its strategic objectives.

- ***Ends -***

About Terragen

Terragen specialises in the development of biological products for agricultural applications, using naturally occurring live microbial strains to improve plant and animal productivity. Our proprietary research has led to the creation of innovative products that enhance farm productivity while supporting environmental sustainability.

Currently, Terragen markets Terragen Probiotic® for Ruminants (TPR) and its plant biostimulant Great Land Plus® (GLP) in Australia and New Zealand. Terragen continues to progress its commercialisation strategy, with increasing sales of TPR and expanding trials and distribution discussions, although no binding distribution agreements are currently in place.

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Further Information

For all questions, you should consult your broker, solicitor, accountant, tax adviser, financial adviser, or other professional adviser.

We look forward to keeping the market updated with further material progress.

For further information, please contact:

Terragen Holdings Limited	**Authorisation and Additional Information**
Dr. Michele Allan AO Chair Michelea@terragen.com.au	This announcement was authorised by the Board of Directors of Terragen Holdings Limited
Richard Norton Managing Director and CEO RichardN@terragen.com.au	

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Important Notices

Forward looking statements

This announcement contains certain "forward-looking statements". The words "expect", "anticipate", "estimate", "intend", "believe", "guidance", "should", "could", "may", "will", "predict", "plan" and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. Forward-looking statements, opinions and estimates provided in this announcement are based on assumptions and contingencies that are subject to change without notice and involve known and unknown risks and uncertainties and other factors that are beyond the control of Terragen, its directors and management. This includes statements about market and industry trends, which are based on interpretations of current market conditions.

Forward-looking statements are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Actual results, performance or achievements may differ materially from those expressed or implied in such statements and any projections and assumptions on which these statements are based. These statements may assume the success of Terragen' business strategies. The success of any of those strategies will be realised in the period for which the forward-looking statement may have been prepared or otherwise. Readers are cautioned not to place undue reliance on forward-looking statements and except as required by law or regulation, none of Terragen, its representatives or advisers assumes any obligation to update these forward-looking statements. No representation or warranty, express or implied, is made as to the accuracy, likelihood of achievement or reasonableness of any forecasts, prospects, returns or statements in relation to future matters contained in this announcement. The forward-looking statements are based on information available to Terragen as at the date of this announcement. Except as required by law or regulation (including the ASX Listing Rules), none of Terragen, its representatives or advisers undertakes any obligation to provide any additional or updated information whether as a result of a change in expectations or assumptions, new information, future events or results or otherwise. Indications of, and guidance or outlook on, future earnings or financial position or performance are also forward-looking statements.

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Own enquiries

Investors should make and rely upon their own enquiries before deciding to acquire or deal in Terragen' securities.

Involvement of the Lead Manager

Neither the Lead Manager nor its related bodies corporate and affiliates, and each of its respective officers, directors, partners, employees, consultants, contractors, agents and advisers ("**Beneficiaries**"), have authorised, permitted or caused the issue or lodgement, submission, dispatch or provision of this announcement. There is no statement in this announcement which is based on any statement made by the Lead Manager or any other Beneficiary. To the maximum extent permitted by law, the Lead Manager and the Beneficiaries expressly disclaim all liabilities (including for fault, negligence, or negligent misstatement) in respect of, and take no responsibility for, any part of this announcement, and make no representation or warranty (whether express or implied) regarding any part of this announcement, including as to the fairness, currency, accuracy, timeliness, reliability or completeness of any information in this announcement (including the accuracy, likelihood of achievement or reasonableness of any forecast returns, yields, future income or other statements in relation to future matters nor that the Information or this website contains all material information about Terragen or which a prospective investor may require in evaluating a possible investment in Terragen).

The Lead Manager and the Beneficiaries may, from time to time, have interests in the new securities under the Equity Raising or other securities of Terragen, including providing corporate advisory or other financial advisory services to Terragen and/or managing the offering of such New Shares under the Equity Raising. Further, they may have long or short positions in, act as market maker or buy or sell those securities or associated derivatives as principal or agent. Such persons may receive fees or other benefits for engaging in these activities. A Beneficiary may act as a lender and/or counterparty to Terragen or its affiliates and may or now in the future provide financial accommodation or services to Terragen or its affiliates.

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