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Stakk to Create One of the World's Largest AI-Native Digital Trust Infrastructures Through Transformational US$63m ParaScript Acquisition

Acquisition adds more than 100 billion digital interactions annually to Stakk's proprietary AI intelligence platform, materially strengthening the Company's long-term competitive advantage and accelerating the next phase of its growth strategy.

Key Highlights:

- Stakk has entered into a definitive agreement to **acquire 100% of U.S. based ParaScript for cash, script and deferred payment consideration of US$63.0 million.**
- **ParaScript is a globally recognised leader in AI-powered document intelligence and fraud detection** with more than 30 years of proprietary AI development and deployment.
- Upon completion, the combined business will have a compelling advantage in enabling regulated organisations to replace multiple incumbent point solutions with a single, intelligent platform **spanning identity verification, document intelligence and verification, fraud prevention and contextual decisioning**.
- The combined business is expected to report unaudited pro forma FY2026 revenue of circa A$41.3 million and EBITDA of circa A$12.3 million for FY2026, increasing to approximately **A$55.2 million of revenue and A$18.5 million of EBITDA in FY2027**, based on contracted revenue and subject to completion adjustments and external review.
- The combined platform positions Stakk to assist companies in preventing AI-driven fraud losses in a **Digital Trust market expected to exceed US$466 billion by 2032**.
- **ParaScript was acquired at compelling implied acquisition multiples** of approximately 2.7x FY2026 revenue and 7.1x FY2026 EBITDA, representing an attractive valuation relative to comparable global software and AI infrastructure businesses.
- Stakk has **secured firm commitments received for a A$27.0 million institutional placement** which, along with existing cash will fund the upfront cash

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component of the acquisition. Directors and Management are subscribing to A$5.0 million of the Placement.

- The Company intends to undertake a Share Purchase Plan **allowing existing eligible shareholders to participate**.
- The acquisition materially **strengthens Stakk's proprietary Digital Persona Graph** by integrating decades of AI-trained document intelligence, while materially expanding the Company's enterprise customer base, **proprietary intelligence assets** and long-term opportunities for cross-selling, product integration and operating leverage.
- The transaction remains **subject to shareholder approval**, customary closing conditions and other matters described in this announcement.

Sydney, Monday 6 July 2026, Stakk Limited (ASX: SKK) ("Stakk" or "the Company"), is pleased to announce that it has entered into a definitive agreement to acquire 100% of U.S. based ParaScript LLC and ParaScript Management, Inc. (together, "ParaScript"), a globally recognised artificial intelligence company specialising in document intelligence, and fraud detection. Upon completion, the combined business is expected to process more than 100 billion digital interactions annually, creating one of the world's largest AI-native Digital Trust infrastructures serving regulated industries.

The fixed purchase price is US$63.0 million and has been structured to align the interests of all stakeholders while preserving balance sheet flexibility and positioning the combined business for continued long-term growth.

Under the terms of the definitive agreement, the total purchase consideration comprises:

- US$25.0 million payable in cash at completion;
- US$19.0 million payable in fully paid ordinary shares in Stakk, to be issued at an implied issue price of A$0.022 per share; and
- US$19.0 million payable as deferred cash consideration over a four-year period following completion.

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The deferred consideration structure reflects the Board's disciplined approach to capital allocation while maintaining appropriate alignment with the long-term integration and growth objectives of the combined business.

To fund the upfront cash consideration payable under the acquisition and support the continued growth of the combined business, Stakk has received firm commitments to undertake an institutional placement to raise A$27.0 million (before costs), subject to shareholder approval.

Completion of the acquisition, and the capital raise, remain subject to customary conditions precedent, including approval by Stakk shareholders and the satisfaction or waiver of other conditions contained within the respective transaction documentation.

Upon completion, ParaScript will become a wholly owned subsidiary of Stakk IQ, Inc., a wholly owned subsidiary of Stakk Limited.

Background

Today marks a defining milestone in the evolution of Stakk Limited.

Over the past two years, the Company has transformed from an emerging technology business into one of the fastest-growing providers of AI-native Digital Trust infrastructure serving regulated industries throughout the United States. That transformation has been guided by a simple conviction: that artificial intelligence would fundamentally redefine how organisations establish trust across digital interactions between them and their customers – ultimately driven to preventing fraud and loss.

Long before generative artificial intelligence became a mainstream commercial reality, Stakk recognised that the next generation of Digital Trust would not be solved through incremental improvements to identity verification, fraud detection or document processing software. Instead, it would require a fundamentally different approach – one capable of understanding the complete context surrounding every digital interaction before determining whether that interaction should be trusted.

Accordingly, the Company invested in developing an AI-native Digital Trust infrastructure centred around its proprietary Digital Persona Graph, designed to continuously analyse contextual signals, learn from every interaction and deliver autonomous, explainable trust decisions in milliseconds.

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That strategy has since been validated through exceptional commercial growth, expanding enterprise customer adoption and increasing deployment across regulated industries throughout the United States.

Today, the Board believes Digital Trust has reached a structural inflection point.

The rapid advancement of generative artificial intelligence, synthetic identities, document manipulation, deepfakes and increasingly sophisticated fraud methodologies has fundamentally altered the security landscape confronting financial institutions, governments, healthcare providers and other regulated industries. Digital interactions can no longer be trusted simply because they appear authentic. Trust must now be established through intelligent infrastructure capable of continuously assessing identity, documents, behaviour and context as part of a single decision-making process.

It is against this backdrop that Stakk has entered into a definitive agreement to acquire ParaScript, one of the world's most respected providers of artificial intelligence-powered document intelligence.

Upon completion, the combined platform is expected to process more than 100 billion digital interactions annually, materially expanding the intelligence underpinning Stakk's proprietary Digital Persona Graph and positioning the Company as one of the world's largest AI-native Digital Trust infrastructure providers serving regulated industries.

The Board believes the acquisition represents the natural evolution of the Company's strategy – strengthening the intelligence, scale and global reach of its platform at a time when demand for AI-native Digital Trust infrastructure continues to accelerate.

Why ParaScript

ParaScript represents a defining strategic step in the execution of Stakk's long-term strategy to become one of the world's leading AI-native Digital Trust infrastructure providers for regulated industries.

For more than three decades, ParaScript has developed proprietary artificial intelligence models for document intelligence, fraud detection and image analysis, refined through the processing of more than 100 billion digital interactions annually.

Headquartered in Boulder, Colorado, the business serves more than 85 enterprise customers across the financial services, government, healthcare, insurance, logistics and enterprise technology sectors, including many of the world's leading financial

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institutions, government agencies and Fortune 500 organisations. Its customers include organisations such as Allianz, the United States Postal Service, Bank of Santander and Deloitte.

On an unaudited management basis, ParaScript is expected to report circa A$27.6 million of revenue and A$10.4 million of EBITDA for the FY2026 financial year.

The Board believes the strategic value of ParaScript extends well beyond its financial profile.

Its artificial intelligence has been trained and refined through decades of production deployment across some of the world's most demanding regulated environments, creating a depth of proprietary intelligence that would be exceptionally difficult, time-consuming and capital intensive to replicate. By integrating that intelligence into Stakk's proprietary Digital Persona Graph, the Company materially expands the breadth, quality and contextual understanding underpinning every autonomous trust decision.

Beyond technology, the acquisition substantially expands Stakk's enterprise customer footprint, geographic reach and commercial opportunity. ParaScript has established customer relationships throughout the United States, Europe and the Middle East, creating immediate cross-selling opportunities by introducing Stakk's AI-native Digital Trust platform to its global customer base, while extending ParaScript's document intelligence capabilities across Stakk's rapidly growing portfolio of banks, fintechs and other regulated enterprises.

The acquisition also strengthens the quality and resilience of the combined group's earnings through a larger, more diversified recurring revenue base, broader industry exposure and complementary sources of long-term growth. The Board believes the combination of proprietary intelligence, enterprise customer relationships and complementary technologies creates a platform capable of delivering sustainable value well beyond the immediate financial contribution of the transaction.

The acquisition has been negotiated at implied acquisition multiples of approximately 2.7x FY2026 revenue and 7.1x FY2026 EBITDA, which the Board believes represents an attractive valuation for a profitable, globally recognised artificial intelligence business possessing more than three decades of proprietary technology development, enterprise customer relationships and accumulated intelligence assets.

Importantly, ParaScript became available for acquisition as part of the orderly realisation of a deceased estate following more than 30 years of private ownership.

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The Board believes this represented a rare opportunity to acquire a profitable, globally recognised artificial intelligence business possessing strategic technology assets that would not ordinarily have been available for acquisition.

Pro Forma Financial Profile and Strategic Rationale

Following completion of the acquisition, Stakk is expected to emerge as a substantially larger, profitable and more diversified AI-native Digital Trust infrastructure company, with an expanded recurring revenue base, enhanced operating leverage and a broader international enterprise customer footprint.

Based on unaudited management accounts, and subject to completion adjustments, external review and final purchase price accounting, the combined group is expected to comprise the following pro-forma financial profile:

Pro Forma Metric	FY2026	FY2027*
Revenue	A$41.3 million	A$55.2 million
EBITDA	A$12.3 million	A$18.5 million

*FY2027 reflects contracted revenue together with management assumptions regarding customer implementation and utilisation and remains subject to external review and adjustment.

The acquisition is expected to be immediately earnings accretive and materially strengthens the Company's financial profile through increased scale, profitability, earnings diversification and an expanded base of recurring enterprise revenues.

The combination creates a fully integrated Digital Trust infrastructure spanning signal capture, document intelligence, contextual decisioning and continuous learning. This broader capability is expected to deepen customer engagement, expand Digital Trust use cases, accelerate enterprise adoption and create immediate cross-selling opportunities across an expanded global customer base with established distribution throughout the United States, Europe and the Middle East.

The combined business is also expected to benefit from multiple complementary long-term growth drivers, including increasing transaction volumes across existing enterprise customers, continued product innovation, expansion into additional regulated industry verticals, broader geographic distribution and the ongoing accumulation of proprietary intelligence across more than 100 billion digital interactions annually.

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The Board believes these characteristics strengthen the Company's long-term earnings profile, improve the resilience of future cash flows and position Stakk to participate in one of the largest and fastest-growing Digital Trust markets globally, supported by a differentiated platform, expanding international reach and multiple avenues for sustainable long-term growth.

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The Stakk Platform – Post Acquisition

Following completion of the acquisition, Stakk will provide a single AI-native Digital Trust infrastructure that enables regulated organisations to establish, assess and continuously maintain trust across every stage of a digital interaction between them and their own customers.

Rather than deploying multiple independent software products to verify identity, authenticate documents, detect fraud and authorise transactions, customers will be able to utilise a single integrated platform that intelligently evaluates every digital interaction before it reaches their core systems.

The platform enables organisations to securely onboard customers, authenticate documents, authorise payments, prevent fraud, manage credentials, approve high-risk transactions and satisfy regulatory obligations through a unified intelligence layer that continuously learns from every interaction.

By combining Stakk's proprietary Digital Persona Graph with ParaScript's AI-powered document intelligence, the platform simultaneously understands identity, documents, behaviour and context, enabling autonomous, explainable trust decisions in milliseconds.

- Every identity understood.
- Every document authenticated.
- Every device fingerprinted.
- Every behavioural signal contextualised.
- Every digital interaction intelligently decisioned.

Designed for financial institutions, payment providers, fintechs, government agencies, healthcare organisations, insurers, telecommunications providers and other regulated enterprises, the platform addresses digital interactions that create financial, operational or regulatory exposure. The Board believes these markets represent one of the largest and fastest-growing enterprise software opportunities globally, with the Digital Trust market expected to exceed US$466 billion by 2032.

Unlike traditional point solutions that address only one stage of the trust lifecycle, Stakk delivers a unified infrastructure that continuously strengthens through production use. Every authorised and unauthorised interaction contributes additional intelligence, improving future decisions, reducing customer friction, strengthening regulatory compliance and creating a proprietary competitive advantage that becomes increasingly difficult to replicate over time.

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Funding the Next Stage of Growth

To partially fund the upfront cash consideration payable under the acquisition while maintaining an appropriate capital structure and preserving financial flexibility, Stakk has received firm commitments from institutional investors to raise A$27.0 million (before costs) (the "Placement"), subject to shareholder approval.

The Board believes this funding structure appropriately balances disciplined capital management with the financial flexibility required to integrate ParaScript, support the continued growth of the combined business and execute the Company's long-term strategy.

The Placement comprises the issue of approximately 1.23 billion (1,227,272,727) new fully paid ordinary shares at an issue price of A$0.022 per share, together with one (1) unlisted attaching option for every four (4) New Shares issued, exercisable at A$0.035 per share and expiring two years from the date of issue. The New Shares will rank equally with the Company's existing fully paid ordinary shares.

The issue price of A$0.022 per share represents:

- a 15.4% discount to the closing price on 1 July 2026;
- a 17.6% discount to the 5-day VWAP; and
- a 16.6% discount to the 10-day VWAP.

Proceeds from the Placement, together with the Company's existing cash reserves of circa A$17.0 million, will fund the upfront cash consideration payable under the acquisition, with the balance applied towards transaction costs, working capital and the integration and continued growth of the combined business.

The Placement, the issue of consideration shares to the vendors of ParaScript, the attaching options and Director participation will each be subject to shareholder approval at an Extraordinary General Meeting expected to be convened in early August 2026.

Directors and senior management have committed to subscribe for approximately A$5.0 million under the Placement on the same terms as all other participants. Director participation will be subject to shareholder approval under ASX Listing Rule 10.11, with all securities subscribed for by Directors to be voluntarily escrowed for a minimum period of 18 months, reinforcing the Board's confidence in the long-term value creation expected from the transaction.

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The Company also intends to undertake a Share Purchase Plan, providing eligible existing shareholders with the opportunity to participate on substantially the same pricing terms as the Placement. Details of the Share Purchase Plan will be announced later this month.

Canaccord Genuity (Australia) Limited is acting as Sole Lead Manager and Bookrunner, with Oakley Capital Partners Limited and Evolution Capital Pty Ltd acting as Co-Managers.

Indicative Pro-forma capital structure

Subject to any relevant transaction documents, immediately following completion of the Placement and the Acquisition, and assuming an A$27.0 million Placement at A$0.022 per New Share, the Company is likely to have on issue approximately 6,726,969,457 shares, comprising 3,120,728,266 existing shares, 1,145,202,230 shares issued on vesting or conversion of existing performance rights, ESOP securities and performance shares (including approximately 895,202,230 performance shares from the R-DBX acquisition completed in December of 2024), 1,227,272,727 New Shares under the Placement and 1,233,766,234 New Shares issued as scrip consideration. This implies an indicative market capitalisation at the Offer Price of approximately A$148 million.

Leadership for the Next Stage of Growth

The Board believes that the successful execution of the Company's next phase of growth requires disciplined governance, proven operational leadership and deep technical expertise.

Over the past two years, Stakk has demonstrated its ability to identify emerging market demand, commercialise differentiated technology and deliver exceptional growth across regulated industries. The Board believes this track record provides a strong foundation for the integration of ParaScript and the continued execution of the Company's long-term strategy.

Following completion of the acquisition, the combined organisation will be supported by an experienced Board whose expertise spans public company governance, audit and risk, corporate finance, legal, technology and regulated industries. Together, the Board remains focused on disciplined capital allocation, prudent governance and the execution of a clearly defined long-term growth strategy aligned with rapidly evolving customer demand.

The executive leadership team will be significantly strengthened through the appointment of Emiliano Giacchetti as Chief Executive Officer. Emiliano has

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successfully led the growth of ParaScript into one of the world's most respected artificial intelligence and document intelligence businesses, combining disciplined operational leadership with a demonstrated ability to commercialise advanced technologies, expand enterprise customer relationships and deliver sustained growth.

The leadership team will be further strengthened through the addition of ParaScript's senior technical executives, including its Chief Operating Officer and Chief Data Scientist, bringing decades of experience across artificial intelligence, enterprise software, document intelligence, product innovation and regulated industry deployments.

Collectively, the combined organisation brings together experienced governance, proven commercial execution, deep technical capability and international operating experience. The Board believes this breadth of leadership positions the Company to successfully integrate ParaScript, accelerate product innovation, expand internationally and execute its strategy with discipline while maintaining a clear focus on long-term shareholder value.

Transaction Timetable and Next Steps

Completion of the acquisition and associated equity raising remains subject to shareholder approval and the satisfaction of customary conditions precedent contained in the definitive transaction documentation.

Subject to those approvals, the Company currently expects the transaction to proceed in accordance with the following indicative timetable:

Key dates	Date / time (Sydney time)
Trading halt	Thursday, 2 July 2026
Announcement of Proposed Transaction and Placement; trading halt lifted	Monday, 6 July 2026
Extraordinary General Meeting to approve the Placement, Acquisition, Attaching Options and Director Participation	Monday, 10 August 2026
Settlement and completion of the Proposed Transaction	Friday, 14 August 2026
Issue of Placement Shares, Consideration (Vendor) Shares and Attaching Options, and lodgement of cleansing notice	Monday, 17 August 2026

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The timetable above is indicative only and remains subject to change, including as required to satisfy regulatory requirements, shareholder approvals and the ASX Listing Rules.

Following completion, the Company's immediate priorities will be to complete the integration of ParaScript, preserve continuity of customer service, accelerate the rollout of the combined product roadmap and execute the identified commercial opportunities across the expanded enterprise customer base.

The Board believes the strategic rationale for the transaction is clear. The Company's focus will now return to disciplined execution, delivering the operational, commercial and financial benefits contemplated by the acquisition while continuing to build one of the world's leading AI-native Digital Trust infrastructure platforms.

The Company will continue to keep shareholders informed of material developments in accordance with its continuous disclosure obligations. Details of an investor webinar and presentation outlining the strategic rationale for the transaction, the integration roadmap and the long-term growth strategy of the combined business will be announced shortly.

Looking Ahead
Arthur Lo, Director of Stakk Limited, said:

"The acquisition of ParaScript represents the next decisive step in Stakk's long-term strategy to become one of the world's leading AI-native Digital Trust infrastructure providers for regulated industries.

This transaction brings together two highly complementary businesses to create a differentiated platform at the intersection of artificial intelligence, identity, fraud prevention and document intelligence, addressing one of the largest and fastest-growing technology markets globally.

With a profitable, scaled and globally distributed business, an expanded enterprise customer base, strengthened governance and an experienced leadership team, we believe Stakk enters its next phase of growth with the financial profile, technology platform and organisational capability to execute its long-term strategy.

Our focus now returns to disciplined execution – integrating the two businesses, continuing to innovate and delivering sustainable long-term value for shareholders.

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The future of Digital Trust will be defined by intelligence. We believe today's announcement positions Stakk to help define that future."

This announcement is approved by the board of directors.

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About Stakk

Stakk Limited (ASX: SKK) is an AI-native Digital Trust infrastructure provider serving regulated industries globally. The Company's unified platform enables financial institutions, governments, healthcare providers, insurers, telecommunications companies and other regulated enterprises to establish trust across every stage of a digital interaction – from identity verification and document authentication through to fraud prevention, transaction authorisation and contextual decisioning.

Following the acquisition of ParaScript, the combined platform serves more than 300 enterprise customers across the United States, Europe, the Middle East and Australia, processing more than 100 billion digital interactions annually. By combining proprietary document intelligence, contextual digital personas, federated signal intelligence and real-time AI decisioning within a secure, SOC 2 Type II compliant environment, Stakk enables organisations to replace fragmented point solutions with a single, continuously learning Digital Trust infrastructure that strengthens with every interaction.

For more information visit www.stakk.tech

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Transaction Structure and Financial Impact

Parties:	Stakk Limited, via its wholly owned U.S. subsidiary Stakk IQ, Inc. (the Company), has entered into an equity purchase agreement, together with other transaction documentation ("Agreement") with Para-R, LLC (the "Vendors") to acquire 100% of the equity interests in ParaScript, LLC and ParaScript Management, Inc. (together "**ParaScript**").
Acquisition:	The Company agrees to acquire 100% of the equity interests in ParaScript from the Vendors, comprising the membership interests in ParaScript, LLC and the issued shares in ParaScript Management, Inc., together with ParaScript's business and assets. The Acquisition is a fixed price acquisition with no earn-out or performance-based contingent consideration, save for customary post-completion adjustments (including a working capital adjustment and cash at bank).
Consideration:	Total Purchase Price of US$63 million (approximately A$90 million, assuming an AUD/USD exchange rate of 0.70), consisting of: Upfront consideration consisting of: ● US$25.0 million (A$35.7 million) in upfront cash consideration. ● US$19.0 million (A$27.1 million) in upfront scrip consideration. The scrip consideration comprises New Shares issued at A$0.022 per share (being the same issue price as the Placement), representing approximately 1,233,766,234 New Shares. Deferred consideration consisting of US$19.0 million (A$27.1 million), payable over a 4-year term as follows: ● US$4.75 million (A$6.8 million) payable at 12-month anniversary; ● US$4.75 million (A$6.8 million) payable at 24-month anniversary;. ● US$4.75 million (A$6.8 million) payable at 36-month anniversary; and ● US$4.75 million (A$6.8 million) payable at 48-month anniversary.
Conditions Precedent:	Completion of the Proposed Transaction is subject to conditions precedent customary for a transaction of this nature, including: (a) the Company obtaining all shareholder approvals required at the EGM, including approval for the purposes of ASX Listing Rule 7.1 for the issue of New Shares under the Placement, approval for the issue of the Consideration Shares, and approval under ASX Listing Rule 10.11 for Director Participation; (b) completion of the Placement and the Company having available the funds

	required to satisfy the upfront cash consideration; (c) the accuracy of the Vendors' warranties and no material adverse change in respect of ParaScript prior to completion; (d) all necessary regulatory approvals being obtained, including [any required United States regulatory clearances, for example under the Hart-Scott-Rodino Act and, if applicable, CFIUS, to be confirmed with U.S. counsel]; and (e) other conditions customary for a transaction of this nature.

Shareholders will be kept informed on all acquisition progress.

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

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