FOS Capital Limited (ASX: FOS)

ACN 637 156 275

SHARE PURCHASE PLAN BOOKLET

This is an important document and requires your immediate attention. You should read this Booklet in full.

Not for release or distribution in the United States or, except with the consent of FOS Capital Limited, elsewhere outside Australia and New Zealand.

Contents

Important Information

This Booklet is not a prospectus under the Corporations Act and has not been lodged with ASIC. The information in this Booklet is not investment advice or a recommendation to acquire SPP Shares and has been prepared without taking into account your investment objectives, financial circumstances or particular needs (including financial and taxation considerations) as an investor. It is recommended that you read the entire Booklet and seek professional investment advice from your financial adviser or other professional adviser before deciding whether to apply for SPP Shares.

A cooling-off regime does not apply in relation to the acquisition of SPP Shares. You cannot withdraw your Application once it has been submitted.

If you apply to participate in the SPP by making an EFT payment, you are accepting the risk that the market price of Shares may change between the date of the SPP and the date SPP Shares are issued to you under the SPP. This means it is possible that, up to or after the Issue Date, you may be able to buy Shares at a lower price than the price of SPP Shares under the SPP. If the market price of Shares is lower than the Issue Price after the Issue Date, the price at which you will be able to sell your SPP Shares, and their value, will be less than what you paid for them.

The SPP Shares are not being offered or sold to the public within New Zealand, other than to existing Shareholders of FOS Capital with registered addresses in New Zealand to whom the offer of SPP Shares is being made in reliance on the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021*.

This Booklet has not been registered, filed with or approved by any New Zealand regulatory authority under the *Financial Markets Conduct Act 2013*. This 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.

Not for distribution or release in the United States

This Booklet does not constitute an offer to sell, or a solicitation of an offer to buy, any Shares in the United States or in any jurisdiction in which such an offer would be illegal. The Shares to be offered and sold under the SPP have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any U.S. state or other jurisdiction of the United States, and may not be offered or sold, directly or indirectly, in the United States or to any person acting for the account or benefit of a person in the United States (to the extent such person is acting for the account or benefit of a person in the United States). The SPP Shares will only be offered and sold to Eligible Shareholders in Australia and New Zealand in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act), in reliance on Regulation S under the U.S. Securities Act.

1. Letter to Shareholders

9 September 2026

Dear Shareholder

FOS CAPITAL LIMITED SHARE PURCHASE PLAN

On behalf of the Board of FOS Capital, I am pleased to offer you the opportunity to participate in FOS Capital's share purchase plan (**SPP**), which allows Eligible Shareholders the opportunity to subscribe for up to $30,000 of new Shares in FOS Capital (**SPP Shares**) without incurring brokerage or other costs.

The SPP follows FOS Capital's successful placement announced on 9 September 2026, under which the Company has received firm commitments to raise approximately $1.86 million (**Placement**).

New SPP Shares are being offered at the Issue Price of $0.12 per SPP Share, being the price paid by investors under the Placement.

FOS Capital aims to raise up to approximately $750,000 under the SPP, which is not underwritten. Depending on the level of demand, applications may be scaled back at FOS Capital's discretion, however, FOS Capital will also have the ability to accept oversubscriptions of up to an additional $500,000 worth of SPP Shares.

Use of funds

Net proceeds from the Placement and SPP will be used to support working capital requirements associated with the Queensland Schools Lighting Upgrade Program, fund the ongoing build-out and growth initiatives within Aldridge Traffic Systems ("ATS"), complete the Company's cost reduction and operational efficiency program; and for general working capital purposes.

Participation in SPP

Participation in the SPP is voluntary and open to all Eligible Shareholders, being holders of Shares in FOS Capital at 7:00pm (Sydney time), 8 September 2026 (**Record Date**) and whose address on the Register is in Australia or New Zealand. The SPP is also being extended to Eligible Shareholders who are Custodians or nominees to participate in the SPP on behalf of certain Eligible Beneficiaries on the terms and conditions set out in this booklet (**Booklet**).

If the SPP raises less than $1.25 million (before costs) (being the targeted $750,000 plus oversubscriptions of up to an additional $0.5 million worth of SPP Shares), the Directors reserve the right to place any Shortfall Shares at their discretion at $0.12 per Share, subject to the ASX Listing Rules and Corporations Act.

Shareholders in the United States are not eligible to participate in the SPP. Similarly, Shareholders (including Custodians and nominees) who hold Shares on behalf of persons who reside outside Australia or New Zealand, are 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 SPP on behalf of those persons.

Once issued, SPP Shares will rank equally with existing FOS Capital Shares.

The terms and conditions of the SPP are provided in this Booklet. We urge you to read these materials in their entirety and seek your own financial and taxation advice in relation to the SPP, before you decide whether to participate.

How to apply for SPP Shares

To apply for SPP Shares, please follow the instructions in your personalised Application Form in relation to the SPP. Your personalised Application Form can be accessed via www.investorserve.com.au

In accordance with the instruction in your personalised Application Form, you must make a payment directly via EFT. Cheque, bank draft, money order and cash payments will not be accepted.

Eligible Shareholders wishing to apply for SPP Shares must ensure that their EFT payment is received by the Closing Date, which is expected to be 5:00pm (Sydney time) on Friday, 2 October 2026.

Questions and further information

This Booklet contains important information about the SPP to assist you in deciding whether to participate in the SPP. You should read this Booklet carefully and in its entirety before deciding whether to apply.

If you have any questions in relation to how to participate in the SPP, please contact the Registry from 9:00am to 5:00pm (Sydney time) Monday to Friday on +61 2 9290 9600 or consult your financial or other professional adviser.

If you have any questions in relation to whether an investment in FOS Capital through the SPP is appropriate for you, please contact your stockbroker, accountant or other professional adviser.

Thank you for your continued support of FOS Capital.

Yours sincerely,

Mr Alexander Beard
Chairman

2. Key Dates

Event	Date
Record Date of SPP	7.00pm on 8 September 2026
Opening Date for the SPP	Monday, 14 September 2026
Closing Date for the SPP	Friday, 2 October 2026
Announcement of SPP results	Tuesday, 6 October 2026
Issue of SPP Shares	Thursday, 8 October 2026
Trading of SPP Shares expected to commence	Friday, 9 October 2026
Despatch of holding statements	Friday, 9 October 2026

Note - dates and times in this Booklet are indicative only. The commencement of quotation of Shares under the SPP is subject to confirmation from ASX. FOS Capital reserves the right, subject to the Corporations Act, ASX Listing Rules and other applicable laws, to vary any or all of the dates and times of the SPP (other than the Record Date) by sending a revised timetable to the ASX.

All times are Sydney time.

3. Summary of SPP Offer

You should read this section in conjunction with the Terms and Conditions of the SPP set out in section 4 of this Booklet.

Key SPP details	Summary
SPP Offer	Eligible Shareholders of FOS Capital may subscribe for up to $30,000 of SPP Shares without brokerage or other transaction costs.
Purpose of the SPP	• Support working capital requirements associated with the Queensland Schools Lighting Upgrade Program; • Fund the ongoing build-out and growth initiatives within Aldridge Traffic Systems ("ATS"); • Complete the Company's cost reduction and operational efficiency program; and • Provide additional general working capital
Voluntary participation	Participation in the SPP is voluntary. Before deciding on whether to participate in the SPP, you should consider the Company's latest financial statements and recent announcements to ASX (ASX: FOS) and, if you are in any doubt, consult your independent financial and taxation advisers. If you do not wish to participate in the SPP, do nothing.
Issue Price	The Issue Price is $0.12 per SPP Share, being the price paid by investors under the Placement. There is a risk that the market price of Shares may rise or fall between the date of this Booklet and the time of issue of SPP Shares under the SPP. This means that the price you pay for the SPP Shares issued to you may be less than or more than the market price of Shares at the date of this Booklet or the time of issue. Your application is unconditional and may not be withdrawn even if the market price of Shares is less than the Issue Price.
Eligible Shareholders	Eligible Shareholders under the SPP are registered holders of Shares in the Company at 7:00pm Sydney time on 8 September 2026 (**Record Date**) having a registered address in Australia or New Zealand that are not in the United States and are not acting for the account or benefit of a person in the United States (or, in the event that such holder does act for the account or benefit of a person in the United States, it is not participating in the SPP in respect of that person). The SPP is also being extended to Eligible Shareholders who are Custodians or nominees to participate on behalf of Eligible Beneficiaries on the Terms and Conditions. Custodians must not distribute any documents relating to the SPP to any person in the United States or to any person acting for the account or benefit of a person in the United States.

When to apply	The SPP Offer opens at 10:00am (Sydney time) on 14 September 2026 and is expected to close at 5:00pm (Sydney time) on 2 October 2026.
Application amount	Eligible Shareholders may apply for a Parcel of SPP Shares up to an aggregate of $30,000 across all their holdings, regardless of how many Shares they currently hold. Applications for Parcels are only permitted to have an Australian dollar value of $2,500, $5,000, $10,000, $15,000, $20,000 or $30,000. FOS Capital may scale back Applications in its absolute discretion.
How to apply	You may only apply for Shares by making a payment via Electronic Funds Transfer (**EFT**) using the personalised customer reference number which is required to identify your holding as shown on your Application Form. If you received an electronic communication from FOS Capital regarding the SPP, you can access your personalised Application Form from the Registry. You will need to provide your securityholder reference number or holder identification number and follow the instructions provided. By paying via EFT, there is no need to return your personalised Application Form but you will be taken to have made the statements and certifications that are set out in the Application Form. Payment for SPP Shares for the appropriate amount must be received by the Registry prior to the Closing Date of the SPP, which is expected to be 5:00pm (Sydney time) on 2 October 2026. You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payments and you should therefore take this into consideration when making payment. FOS Capital and the Registry accept no responsibility for any delay in the receipt of EFT payments. Cheques, bank drafts, money orders and cash payments will not be accepted.
Rights attached to SPP Shares	SPP Shares will rank equally with all other Shares on issue.
Non-transferable	The SPP Offer is non-renounceable. This means it cannot be transferred.
Custodians and nominees	If you wish to apply as a Custodian to receive SPP Shares for one or more Eligible Beneficiaries, you must complete and submit an additional Custodian Certificate before your Application will be accepted. By applying as a Custodian on behalf of Eligible Beneficiaries to purchase SPP Shares, you certify (among other things) that each Eligible Beneficiary has not applied for an amount exceeding $30,000 across all of their holdings. Each Custodian will need to determine for itself whether its beneficiaries are Eligible Beneficiaries.

	Custodians may not participate in the SPP on behalf of any person in the United States or any person acting for the account or benefit of a person in the United States (to the extent such person is acting for the account or benefit of a person in the United States) and may not distribute this SPP Booklet or any other document relating to the SPP to any person in the United States or any person acting for the account or benefit of a person in the United States. In the event that a Custodian or nominee is acting for the account or benefit of a person in the United States, it is not permitted to participate in respect of that person. Failure to comply with these restrictions may result in violations of applicable securities laws. Applications by Custodians or nominees that are not accompanied by a duly completed Custodian Certificate will be rejected. The Custodian Certificate can be accessed by contacting share registry via email corporateactions@boardroomlimited.com.au or for further information about the custodian application process, please contact the Registry from 9:00am to 5:00pm (Sydney time) Monday to Friday on +61 (2) 9290 9600.
Issue of SPP Shares	Holding statements are expected to be despatched to participating Eligible Shareholders on or around 9 October 2026.
Shortfall	If there is a Shortfall, the Directors reserve the right to place any Shortfall Shares at their discretion (at $0.12 per SPP Share), subject to compliance with the ASX Listing Rules and Corporations Act.
Oversubscriptions, scale back and refunds	The SPP aims to raise up to approximately $750,000, with the ability to accept oversubscriptions of up to an additional $500,000 worth of SPP Shares, a total of $1.25 million. If demand from Eligible Shareholders is greater than the $750,000 sought, the Company may accept oversubscriptions of up to an additional $500,000 worth of SPP Shares in its discretion with the ability to scale back Applications to the extent and in the manner it sees fit. If FOS Capital scales back Applications, you may be issued SPP Shares to a value that is less than the value of SPP Shares you applied for and the difference will be refunded to you (without interest). Any application monies refunded by FOS Capital will be paid by cheque or direct credit (the payment method will be determined by FOS Capital in its absolute discretion) in Australian currency. By applying for SPP Shares, each Eligible Shareholder authorises FOS Capital to pay any monies to be refunded by using the payment instructions of the Eligible Shareholder recorded in the Registry's records if FOS Capital should elect to pay in this manner.
More information	If you have any further queries in relation to the SPP, please contact the Registry, on +61 (2) 9290 9600.

4. SPP Terms and Conditions

Important notice and disclaimer

This Booklet does not provide financial advice and has been prepared without taking account of your investment objectives, financial situation or particular needs. You should consider the appropriateness of participating in the SPP having regard to your investment objectives, financial situation or particular needs. Shareholders should seek independent financial and taxation advice before making any investment decision in relation to these matters.

The SPP Offer is made in Australia in accordance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*.

The SPP Offer is made in New Zealand under and in accordance with the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.*

If you participate in the SPP by making an EFT payment, you are accepting the risk that the market price of Shares may change between the Record Date, the date on which you make your EFT payment and the Issue Date. This means that, up to and/or after the Issue Date, you may be able to buy Shares on ASX at a lower price than the Issue Price.

Please read these Terms and Conditions carefully, as you will be bound by them in participating in the SPP. Shareholders accepting the SPP Offer will also be bound by the constitution of FOS Capital, a copy of which is available on FOS Capital's website at Corporate Governance | FOS Capital.

The previous sections of this Booklet and the Application Form are incorporated into these Terms and Conditions.

Terms used in this Booklet are defined in the Glossary in Section 5.

4.1 Offer

4.1.1 FOS Capital offers each Eligible Shareholder the opportunity to apply for specific Parcels of up to $30,000 worth of SPP Shares under the SPP subject to and in accordance with these SPP Terms and Conditions (**SPP Offer**).

4.1.2 The Offer opens on 14 September 2026 and closes on the Closing Date (expected to be 5:00 pm (Sydney time) on 2 October 2026 or such later date as the Company determines, in its absolute discretion).

4.1.3 Participation in the SPP is voluntary.

4.1.4 The SPP Offer is non-transferable and, therefore, Eligible Shareholders cannot transfer their right to purchase SPP Shares to a third party.

4.1.5 The SPP Offer to each Eligible Shareholder (whether as a Custodian or on its own account) is made on the same terms and conditions.

4.2 Eligible Shareholders

4.2.1 Subject to sections 4.2.2 to 4.2.7, you are eligible to participate in the SPP Offer if you:

(a) were registered on the Register as a Shareholder at 7:00pm (Sydney time) on 8 September 2026 (the **Record Date**);

(b) had a registered address in either Australia or New Zealand at that time as shown on the Register; and

(c) are not in the United States and are not 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 SPP in respect of that person.

4.2.2 Shareholders who hold Shares on behalf of, or are acting for the account or benefit of, persons who reside outside Australia or New Zealand (including persons in the United States) are not entitled to participate in the SPP on behalf of those persons.

4.2.3 Custodians may not participate in the SPP on behalf of any person in the United States or any person acting for the account or benefit of a person in the United States (to the extent such person is acting for the account or benefit of a person in the United States) and may not distribute this Booklet or any other document relating to the SPP to any person in the United States or any person acting for the account or benefit of a person in the United States.

4.2.4 You may not submit any completed Application Forms for any person in the United States or for any person who is acting for the account or benefit of a person in the United States (to the extent such person is acting for the account or benefit of a person in the United States). Failure to comply with these restrictions may result in violations of applicable securities laws.

4.2.5 If two or more persons are registered on the Register as jointly holding Shares, they are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and a certification given by any of them is taken to be a certification given by all of them.

4.2.6 Subject to these terms and conditions, Eligible Shareholders who are Custodians or nominees may participate in the SPP on behalf of each Eligible Beneficiary on whose behalf the Custodian or nominee is holding Shares. Due to legal restrictions, Custodians and nominees may not distribute the Booklet to any person in, and may not participate in the SPP on behalf of, any beneficial Shareholder in the United States. In the event that a Custodian or nominee is acting for the account or benefit of a person in the United States, it is not permitted to participate in respect of that person.

4.2.7 If you hold Shares as a trustee or nominee for another person, but are not a Custodian, you cannot participate for beneficiaries in the manner described above. In this case, the rules in section 4.4.5 apply.

The Shares to be offered and sold under the SPP have not been, and will not be, registered under the U.S. Securities Act, or the securities laws of any state or other jurisdiction of the United States. Accordingly, Shareholders in the United States are not eligible to participate in the SPP. Similarly, Shareholders 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 SPP on behalf of those persons. Shares to be offered and sold under the SPP may only be offered and sold in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act.

4.3 Issue Price

4.3.1 The issue price for each SPP Share under the SPP will be $0.12 per Share, which is equal to the issue price under the Placement (**Issue Price**).

4.3.2 The current price of Shares can be obtained from the ASX website. You agree to pay the Issue Price for each SPP Share you apply for.

4.3.3 You agree to pay the Issue Price per SPP Share for the number of SPP Shares calculated under section 4.4.3 or, if there is a scale back, the number of SPP Shares calculated under section 4.5.

4.3.4 FOS Capital will apply to ASX for quotation of the SPP Shares. It is expected that the trading of the SPP Shares on the ASX will commence on 9 October 2026.

4.4 Applying for SPP Shares

4.4.1 Participation in the SPP is optional. If you are an Eligible Shareholder, you may apply to purchase a Parcel of Shares valued at up to $30,000 by choosing one of the alternatives in section 4.4.2. This Parcel may be subject to a scale back and rounding.

4.4.2 Eligible Shareholders can select one of the following alternatives:

Option	Amount	Number of SPP Shares which may be purchased
Parcel A	$30,000	250,000
Parcel B	$20,000	166,667
Parcel C	$15,000	125,000
Parcel D	$10,000	83,333
Parcel E	$5,000	41,667
Parcel F	$2,500	20,833

4.4.3 The number of SPP Shares to which you are entitled will be calculated by dividing the Parcel amount you have selected by the Issue Price, rounded up.

4.4.4 If you are an Eligible Shareholder and wish to participate in the SPP, you must follow the instructions on the Application Form and make payment via EFT, equivalent to the dollar amount of the Parcel you wish to apply for (quoting the unique reference number provided to you on your Application Form). Instructions are also detailed in the 'How to apply' paragraph at section 3 of this Booklet.3

4.4.5 Eligible Shareholders (other than Custodians) who receive more than one offer under the SPP via post or email (for example, because they hold Shares in more than one capacity or in different registered holdings) may apply via different Application Forms for SPP Shares but may not apply for SPP Shares with a total dollar amount of more than $30,000.

4.4.6 You must make your payment so that it is received by the Registry by 5:00pm (Sydney time) on the Closing Date (expected to be Friday, 2 October 2026). You may need to contact your financial institution to ensure your EFT payment can be made from your particular type of account, and to understand any applicable cut-off times so that your payment can be received by the Registry by 5:00pm (Sydney time) on the Closing Date.

4.4.7 Please do not forward cash, cheque or a money order. Receipts for payment will not be issued.

4.4.8 If FOS Capital receives an amount that is not equal to $2,500, $5,000, $10,000, $15,000, $20,000 or $30,000, FOS Capital may round down the dollar amount of SPP Shares that you are applying for to the next lowest Parcel or, if FOS Capital receives less than $2,500, reject your Application and refund your Application payment without interest, as soon as practicable following the issue of SPP Shares.

4.4.9 The Company reserves the right to reject all or any part of an Application received under the SPP in its absolute discretion. FOS Capital may reject your Application in the following circumstances (among others):

(a) your Application is determined by FOS Capital to be invalid;

(b) you have applied for SPP Shares with a total Application price of less than $2,500;

(c) your EFT payment is incomplete or invalid;

(d) unless you are a Custodian, it appears you are applying to acquire SPP Shares with a total Issue Price of more than $30,000 (including as a result of Shares you hold directly, jointly or through a custodian or nominee arrangement) under the SPP;

(e) you are a Custodian and you have not provided the required Custodian Certificate;

(f) your EFT payment is received after the Closing Date. Late payments will be refunded, without interest, as soon as practicable following the issue of SPP Shares; or

(g) FOS Capital believes you are not an Eligible Shareholder (subject to compliance with any applicable ASIC requirements).

4.4.10 If you are entitled to a refund of all or any of your application monies, the refund will be paid to you, without interest, as soon as is practicable by direct credit to your nominated account (as recorded on the Register) or cheque (the payment method will be determined by FOS Capital in its absolute discretion).

4.4.11 If the value of the Parcel you have applied for cannot be divided by the Issue Price to give a whole number of SPP Shares, there will be a rounding up to the nearest whole number of SPP Shares.

4.5 Oversubscriptions and scale back

4.5.1 FOS Capital is targeting to raise up to $750,000 (before costs) under the SPP Offer. The SPP Offer is not underwritten and there is no guarantee that FOS Capital will raise the targeted amount.

4.5.2 If demand for SPP Shares from Eligible Shareholders is greater than the $750,000 sought, FOS Capital may accept oversubscriptions of up to an additional $500,000 worth of SPP Shares in its discretion.

4.5.3 FOS Capital may in its absolute discretion allocate to you less SPP Shares than the value of the Parcel you have applied for. FOS Capital may in its absolute discretion determine to apply any scale back to the extent and in the manner it sees fit.

4.5.4 If there is a scale back, you may receive less than the Parcel for which you have applied. If a scale back when applied to your Parcel produces a fractional number of SPP Shares, the number of SPP Shares you will be allocated will be rounded up to the nearest whole number of SPP Shares.

4.5.5 In the event of a scale back, the difference in value between the Application payment and the number of SPP Shares allocated to you multiplied by the Issue Price, will be refunded to you, without interest, by direct deposit (to your nominated account as recorded on the Register) or by cheque, without interest, as soon as practicable following the Issue Date.

4.6 Acknowledgements by Making an Application

4.6.1 If you make an Application, by making that Application, you:

(a) acknowledge that you have read and accepted these Terms and Conditions in full;

(b) declare that at the Record Date you were the registered holder(s) of the Shares indicated on the Application Form as being held by you on the Record Date;

(c) acknowledge that you are an Eligible Shareholder using the unique reference number provided to you on the Application Form;

(d) irrevocably and unconditionally agree to these Terms and Conditions, including the terms of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP;

(e) agree to be bound by the terms of FOS Capital's Constitution (as may be amended from time to time);

(f) declare you are over 18 years of age and have full legal capacity and power to exercise and perform all of your rights and obligations under the SPP Offer;

(g) acknowledge your Application is irrevocable and unconditional and cannot be varied by you;

(h) if you are applying on your own behalf (and not as a Custodian), certify that the total of the Application price for the following does not exceed $30,000:

  (i) the SPP Shares the subject of your Application;

  (ii) any other Shares in the class you applied for under the SPP; and

  (iii) any other Shares in the class which you have instructed a Custodian to acquire on your behalf under the SPP or any other similar arrangement in the 12 months prior to the date of submission of the Application;

(i) if you are a Custodian and are applying on behalf of an Eligible Beneficiary on whose behalf you hold Shares, certify that:

  (i) you are a Custodian;

  (ii) as at the Record Date you held Shares on behalf of the Eligible Beneficiary who has instructed you to apply for SPP Shares on their behalf under the SPP and that that Eligible Beneficiary has been given a copy of this Booklet;

  (iii) you are not applying for SPP Shares on behalf of any Eligible Beneficiary with a total Application price of more than $30,000; and

  (iv) the information in the Custodian Certificate submitted with your Application Form is true and correct and not misleading;

(j) accept the risk associated with any refund that may be dispatched to your address or to your nominated bank account as shown on the Register;

(k) are responsible for any dishonour fees or other costs FOS Capital may incur in processing a payment that is dishonoured;

(l) acknowledge that no interest will be paid on any Application monies held pending the issue of the SPP Shares or subsequently returned to you for any reason;

(m) authorise FOS Capital and the Registry and their respective officers or agents to do anything on your behalf necessary for SPP Shares to be issued to you, including to act on instructions of the Registry upon using the contact details set out in your Application Form;

(n) acknowledge that the information contained in this Booklet, including the SPP Terms and Conditions and your Application Form is not financial product or investment advice nor a recommendation that SPP Shares are suitable for you and has been prepared without taking into account your investment objectives, financial situation or particular needs;

(o) acknowledge that this Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in FOS Capital and is given in the context of FOS Capital's past and ongoing continuous disclosure announcements to the ASX;

(p) acknowledge that none of FOS Capital or its related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers guarantees the performance of FOS Capital;

(q) acknowledge that, to the extent permitted by any applicable law, FOS Capital is not liable for any exercise of its discretions referred to in this Booklet;

(r) represent and warrant that the law of any place does not prohibit you from being given this Booklet and the Application Form, nor does it prohibit you from making an Application for the SPP Shares and that you are otherwise eligible to participate in the SPP;

(s) represent that you are not in the United States and you are not acting for the account or benefit of a person in the United States (or, in the event that you do act for the account or benefit of a person in the United States, you are not participating in the SPP in respect of that person);

(t) acknowledge that the SPP Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States, and, accordingly, the SPP Shares may not be offered, sold or resold, directly or indirectly, in the United States;

(u) acknowledge that the SPP Shares will only be offered and sold in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act;

(v) represent that you have not sent, and you agree that you will not send, this Booklet or any other materials relating to the SPP to any person in the United States or to any person acting for the account or benefit of a person in the United States; and

(w) acknowledge and agree that if in the future you decide to sell or otherwise transfer the Shares, you will only do so in standard brokered transactions on the ASX, where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been prearranged with, or the purchaser is a person outside of Australia and New Zealand, including a person in the United States.

4.7 SPP Shares

4.7.1 Shares issued under the SPP are fully paid ordinary shares in the Company.

4.7.2 SPP Shares will rank equally with the existing fully paid ordinary shares of the Company, carrying the same voting rights and other entitlements.

4.8 Underwriting and Shortfall

The SPP will not be underwritten. To the extent that there is a Shortfall in the subscription for SPP Shares under the SPP, the Company reserves the right to place the SPP Shares that comprise the shortfall to institutional, sophisticated and professional investors at its discretion (subject always to the Company's available placement capacity under the ASX Listing Rules).

4.9 Foreign Shareholders

4.9.1 The laws of some countries prohibit or make impracticable participation in the SPP by certain overseas Shareholders. Shareholders who are not resident in Australia or New Zealand will not be able to participate in the SPP. The SPP does not constitute an offer of Shares for sale or issue in any other jurisdiction.

4.9.2 The SPP Shares are not being offered or sold to the public within New Zealand other than to existing Shareholders of FOS Capital at the Record Date with registered addresses in New Zealand to whom the offer of SPP Shares is being made in reliance on the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021*.

4.9.3 This Booklet has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This Booklet 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.

4.9.4 Shareholders in the United States are not eligible to participate in the SPP. Similarly, Shareholders (including Custodians and nominees) who hold Shares on behalf of persons who reside outside Australia or New Zealand, are 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 SPP on behalf of those persons.

4.10 ASIC Instrument 2019/547

The Offer of securities under the SPP is made in accordance with ASIC Instrument 2019/547 which grants relief from the requirement to prepare a prospectus for the Offer of the Shares under the SPP.

4.11 Disputes

4.11.1 FOS Capital may settle, or make determinations, in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any participant or Application. Any determinations by the Company will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates.

4.11.2 The powers of FOS Capital under these Terms and Conditions may be exercised by the Directors or any delegate or representative of the Board.

4.12 Privacy policy

4.12.1 Chapter 2C of the Corporations Act requires information about you as securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. This information must continue to be included in the public register if you cease to be a Shareholder.

4.12.2 The Company and the Registry may collect personal information to process your Application, implement the SPP and administer your shareholding. The personal information contained in the share register is also used to facilitate payments and corporate communications (including financial results, annual reports and other information to be communicated to Shareholders) and to ensure compliance with legal and regulatory requirements, including Australian taxation laws and the Corporations Act.

4.12.3 Your personal information may be disclosed to joint investors, the Registry, to securities brokers, to third party service providers, including print and mail service providers, technology providers and professional advisers, to related entities of the Company and its agents and contractors, and to ASX and other regulatory authorities, and in any case, where disclosure is required or allowed by law (which may include disclosures to the Australian Taxation Office and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom your personal information may be disclosed may be located overseas.

4.12.4 The Company's privacy policy is available on its website FOS Capital Privacy Policy. The Registry's privacy policy is available on its website BoardRoom Privacy Policy.

4.13 Variation and termination

4.13.1 FOS Capital reserves the right at any time to:

(a) amend or vary these Terms and Conditions;

(b) waive strict compliance with any provision of these Terms and Conditions;

(c) withdraw the SPP Offer or suspend or terminate the SPP;

(d) vary the timetable for the SPP, including the Closing Date; and

(e) not accept an Application, not issue SPP Shares or issue SPP Shares to a value less than that applied for under the SPP by an Eligible Shareholder (including a Custodian applying on behalf of its Eligible Beneficiaries).

4.13.2 In the event that the SPP is withdrawn or terminated, all application monies will be refunded. No interest will be paid on any money returned to you.

4.14 Taxation

None of FOS Capital, its officers, employees, advisers or agents makes any representations or warranties about, and accepts no responsibility for, the liability of Eligible Shareholders to pay income tax in respect of any issue of SPP Shares, payment or other transaction under the SPP.

4.15 Governing law

This SPP Offer is governed by the law in force in Victoria, Australia. Any dispute arising out of, or in connection with, these terms and conditions, or the SPP Offer, will be determined by the courts of Victoria. By accepting the SPP Offer, you agree to submit to the exclusive jurisdiction of the courts in Victoria.

4.16 Inconsistency

These Terms and Conditions prevail to the extent of any inconsistency with the Application Form.

4.17 Contact us

If you have any further queries in relation to the SPP, please contact the Registry, on +61 (2) 9290 9600.

5. Glossary

In this Booklet, unless the context otherwise requires:

A$, $, or **AUD** means the currency of Australia.

Application means a valid payment via EFT in accordance with these Terms and Conditions.

Application Form means the personalised application form relating to the SPP accompanying this Booklet.

ASIC means the Australian Securities and Investments Commission.

ASIC Instrument 2019/547 means *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*.

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

ASX Listing Rules means the official listing rules of ASX as amended or waived from time to time.

Beneficiary means a person on whose behalf a Custodian or nominee is holding Shares at 7:00pm (Sydney time) on the Record Date.

Board means the board of directors of FOS Capital.

Booklet means this document which sets out the SPP Offer.

Closing Date means the last day on which Applications will be accepted, expected to be 5:00 pm Sydney time on 2 October 2026 (unless extended).

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

Custodian means a custodian, trustee or nominee within the definition of "custodian" in ASIC Instrument 2019/547.

Custodian Certificate means a certificate complying with paragraph 8(3) of ASIC Instrument 2019/547.

EFT means Electronic Funds Transfer.

Eligible Beneficiary means a Beneficiary with a registered address in either Australia or New Zealand as at the Record Date, provided that such Beneficiary is in Australia or New Zealand, and not in the United States or acting for the account or benefit of a person in the United States.

Eligible Shareholder means registered holders of Shares in the Company on the Record Date having a registered address in either Australia or New Zealand as shown on the Register, provided that such holder is not in the United States and is not acting for the account or benefit of a person in the United States (or, in the event that such holder does act for the account or benefit of a person in the United States, it is not participating in the SPP for that person).

FOS Capital or **Company** means FOS Capital Limited ACN 637 156 275.

Issue Date means the date on which Shares are allotted under the SPP (expected to be 8 October 2026).

Issue Price means the price of $0.12 per SPP Share being the same price paid by investors under the Placement.

Opening Date means 10:00am on 14 September 2026.

Parcel means a parcel of SPP Shares, with a dollar amount of $2,500, $5,000, $10,000, $15,000, $20,000 or $30,000, calculated at the Issue Price.

Placement means the placement at an issue price of $0.12 per Share to raise approximately $1.86 million to institutional and sophisticated investors.

Record Date means 7:00pm Sydney Time on 8 September 2026.

Register means the register of members of the Company maintained by the Registry.

Registry means Boardroom Pty Ltd.

Share means a fully paid ordinary share in FOS Capital.

Shareholder means a person registered in the register of members of FOS Capital as a holder of one or more Shares.

Shortfall means the difference between $1.25 million (being the maximum amount to be raised under the SPP Offer, including oversubscriptions) and the dollar value of valid Applications received and accepted under the SPP.

Shortfall Shares means any SPP Shares not taken up under the SPP Offer that make up the Shortfall.

SPP or **Share Purchase Plan** means the share purchase plan offer made to Eligible Shareholders under the terms of this Booklet.

SPP Offer or **Offer** means the offer in section 4.1 of the Terms and Conditions.

SPP Share means a Share under the SPP.

Terms and Conditions means the terms and conditions of the SPP set out in this Booklet and including this Glossary and the Application Form.

U.S. Securities Act means the United States Securities Act of 1933 as amended.