Information Memorandum

for an application for admission to the official list of ASX Limited

Amaero Inc.

1 Purpose of this Information Memorandum

This Information Memorandum is dated 12 June 2026 and has been prepared by Amaero Inc., a corporation incorporated in the State of Delaware in the United States with file number 10505946 (**Amaero US HoldCo**) in connection with its application for:

(1) admission to the official list of the ASX Limited (ACN 008 642 691) (**ASX**); and

(2) official quotation of CHESS Depository Interests (**CDIs**) in respect of its common stock (**Amaero US HoldCo CDIs**) on ASX.

The Amaero US HoldCo CDIs are to be issued in connection with the proposed share and option schemes of arrangement between Amaero Ltd (ASX: 3DA) (**Company**) and its shareholders (the **Share Scheme**) and Amaero and its option holders (the **Option Scheme**, together with the Share Scheme, the **Schemes**) under Part 5.1 of the *Corporations Act 2001* (Cth) (**Corporations Act**).

This Information Memorandum is not a prospectus or disclosure document complying with the Corporations Act and will not be lodged with the Australian Securities and Investments Commission (**ASIC**) under the Corporations Act.

This Information Memorandum does not constitute or contain any offer for sale or issue of Amaero US HoldCo's securities or any invitation to subscribe or apply for the issue of Amaero US HoldCo's securities.

Neither ASIC or ASX, nor any of their officers, take any responsibility for the contents of this Information Memorandum.

2 Incorporation of documents by reference

Capitalised and defined terms in the scheme booklet issued by the Company dated 7 May 2026 (**Scheme Booklet**) have the corresponding meaning when used in this Information Memorandum unless stated otherwise. However, any capitalised or defined terms in this Information Memorandum prevails to the extent that there is any conflict or inconsistency with those in the Scheme Booklet.

This Information Memorandum should be read in conjunction with the Scheme Booklet issued by the Company in respect of the Schemes.

The Scheme Booklet is incorporated into this Information Memorandum by reference.

To request a copy of the Scheme Booklet, please contact the Amaero Schemes Information Line on 1300 441 599 (within Australia) or +61 2 9068 1927 (outside Australia) Monday to Friday between 8:30am and 7:00pm (Sydney time). A copy of the Scheme Booklet can also be viewed on the Company's website (https://amaeroinc.com/) and ASX's website (www.asx.com.au).

3 Matters in relation to the Schemes

Amaero US HoldCo confirms that the Scheme Implementation Deed (as amended on 23 March 2026 and further amended on 7 May 2026) between the Company and Amaero US HoldCo relating to the Schemes remains in force and effect.

On the Implementation Date, Share Scheme Participants (other than Ineligible Foreign Holders) will receive one Amaero US HoldCo CDI for each Amaero Share they hold on the Record Date (Monday, 15 June 2026). Refer to paragraph 5 for further information.

Additionally, on the Implementation Date, Option Scheme Participants will receive one Amaero US HoldCo Option for every Scheme Option held on the Record Date. Refer to paragraph 6 for further information.

Holding statements in respect of the Amaero US HoldCo CDIs will be despatched on or about Wednesday, 24 June 2026 and holding statements in respect of the Amaero US HoldCo Options will be despatched on or about Friday, 26 June 2026.

4 ASX Listing

On 24 February 2026, the Company announced that it is proposing to re-domicile the Company and its subsidiaries from Australia to the State of Delaware in the United States by way of the Schemes pursuant to Part 5.1 of the Corporations Act.

This Information Memorandum has been issued by Amaero US HoldCo in order to satisfy certain content and admission requirements prescribed in Chapter 1 of the Listing Rules. An application was made to ASX on 6 May 2026 for Amaero US HoldCo to be admitted to the official list of ASX and for Amaero US HoldCo CDIs to be granted official quotation on the securities exchange operated by ASX.

The fact that ASX may admit Amaero US HoldCo to the official list of ASX is not to be taken in any way as an indication of the merits of Amaero US HoldCo.

5 Share Scheme Consideration and Amaero US HoldCo CDIs

Share Scheme Participants (other than Ineligible Foreign Holders) will be entitled to receive the Scheme Consideration of one Amaero US HoldCo CDI in exchange for every Amaero Share held as at the Record Date. One Amaero US HoldCo CDI will confer a beneficial interest in 1/40th of an Amaero US HoldCo Share. The Amaero US HoldCo Shares underlying such Amaero US HoldCo CDIs will be held on behalf of CHESS Depository Nominees Pty Limited (ACN 071 346 506) (**CDN**), a subsidiary of ASX.

As at 8 June 2026, the Company has 953,327,162 Amaero Shares on issue and no Ineligible Foreign Holders. Subject to there being no further changes to the Company's share register until the Record Date, Amaero US HoldCo will issue a total of 953,327,162 Amaero US HoldCo CDIs to Share Scheme Participants on the Implementation Date. Accordingly, CDN will hold 23,833,180 Amaero US HoldCo Shares. Given fractional Amaero US HoldCo Shares cannot be issued, an additional 38 Amaero US HoldCo CDIs will be issued to and held by a fractional holder account maintained by Amaero US HoldCo to ensure that the total number of Amaero US HoldCo CDIs on issue immediately following implementation of the Schemes is wholly divisible by 40.

Annexure J of the Scheme Booklet provides a description of the rights and entitlements attaching to CDIs generally, including in relation to voting, dividends, takeovers, liquidation and winding up. As stated in section 3.5 of Annexure J of the Scheme Booklet, Amaero US HoldCo CDIs can be converted into Amaero US HoldCo Shares and vice versa at any time following the Implementation Date. Since the transmutation ratio is 40:1, the number of Amaero US HoldCo CDIs to be converted into Amaero US HoldCo Shares at any given time must be equally divisible by 40. Accordingly, any cancellation of Amaero US HoldCo CDIs must be fully divisible by 40, and any fractional entitlement or portion of such Amaero US HoldCo CDIs which is not fully divisible by 40 will remain as Amaero US HoldCo CDIs on the Australian Amaero US HoldCo CDI Register. If Amaero US HoldCo Shares are being transmuted into Amaero US HoldCo CDIs, then 40 Amaero US HoldCo CDIs will be issued for each Amaero US HoldCo Share held.

6 Option Scheme Consideration and Amaero US HoldCo CDIs

Under the Option Scheme, Option Scheme Participants will be entitled to receive the Option Scheme Consideration of one Amaero US HoldCo Option for every Scheme Option held on the Record Date. One Amaero US HoldCo Option will, upon exercise, entitle the relevant

Amaero US HoldCo Option Holder to one Amaero US HoldCo CDI. As at 8 June 2026, the Company has 110,370,672 Amaero Options on issue and expects to issue 600,000 Amaero Options to Tim Johnson, an Amaero Director, on 15 June 2026 before the Record Date. Subject to there being no further changes to the Company's option register until the Record Date, Amaero US HoldCo will issue a total of 110,970,672 Amaero US HoldCo Options to Option Scheme Participants on the Implementation Date.

7 Rights of Amaero US HoldCo CDI Holders

As stated in section 3.1 of Annexure J of the Scheme Booklet, Amaero US HoldCo CDIs Holders will receive all of the economic benefits of actual ownership of the underlying Amaero US HoldCo Shares. A summary of the rights attaching to Amaero US HoldCo CDIs, including in respect of voting, dividends, takeovers, liquidation and winding up, is set out in sections 3.9, 3.10, 3.11 and 3.12 of Annexure J of the Scheme Booklet.

In addition, as each Amaero US HoldCo CDI represents 1/40th of a Amaero US HoldCo Share, a Amaero US HoldCo CDI Holder will be entitled to one vote for every 40 Amaero US HoldCo CDIs that they hold. However, in the case of Amaero US HoldCo CDI Holders who hold an amount of Amaero US HoldCo CDIs that is not fully divisible by 40 (and who therefore have a fractional entitlement to Amaero US HoldCo Shares), such Amaero US HoldCo CDI Holder's 'fractional' votes will still be counted by CDN and aggregated with all of the other votes of Amaero US HoldCo CDI Holders in accordance with the procedure set out below.

Under the ASX Settlement Rules, CDN will appoint two proxies (one to vote in favour of, and the other to vote against) for each resolution of Amaero US HoldCo Shareholders. The number of underlying Amaero US HoldCo Shares for each proxy is calculated by taking the number of Amaero US HoldCo CDIs in favour of or against the relevant resolution (as the case may be) and applying the transmutation ratio to those Amaero US HoldCo CDIs, and then entering the resultant number of underlying Amaero US HoldCo Shares on the appropriate proxy. Where the resultant number of Amaero US HoldCo Shares is not a whole number, such number will be rounded down to the nearest whole number. This means that fractional votes of individual Amaero US HoldCo CDI Holders will not be truncated at a Amaero US HoldCo CDI Holder level (that is, prior to aggregation of all other votes of Amaero US HoldCo CDI Holders).

Under the ASX Settlement Rules, the entitlement of a Amaero US HoldCo CDI Holder to a dividend is calculated using the Amaero US HoldCo CDI Holder's cumulative entitlement balance as at the end of the day on the record date for the dividend and applying the transmutation ratio. Any millicents included in a Amaero US HoldCo CDI Holder's entitlement to a dividend will be disregarded.

8 Issuance of securities under the Employee Incentive Plan

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period without shareholder approval.

Listing Rule 7.2, Exception 13 provides that Listing Rule 7.1 does not apply to issues of securities under an employee incentive scheme if, within three years before the date on which the securities are issued, shareholders approve the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

Any options issued by the Company under the Employee Incentive Plan on or after 18 November 2025 count towards the 50,000,000 securities limit approved by the Company's shareholders at its 2025 annual general meeting on 18 November 2025 for the purposes of

Listing Rule 7.2, Exception 13, section 260C(4) of the Corporations Act and for all other purposes (the **Exception 13 Limit**).

The Exception 13 Limit will continue to apply to Amaero US HoldCo on and from the Implementation Date until 17 November 2028. This means that Amaero US HoldCo will be able to issue up to 50,000,000 securities under its assumed Employee Incentive Plan in reliance on Listing Rule 7.2, Exception 13 to eligible participants until 17 November 2028 (taking into account any prior issues by the Company in this capacity from 18 November 2025 to 21 June 2026). The issue of such securities in Amaero US HoldCo to eligible participants under the assumed Employee Incentive Plan will be excluded from the calculation of the number of equity securities that Amaero US HoldCo can issue without shareholder approval under Listing Rule 7.1. This will provide Amaero US HoldCo with the flexibility necessary to raise additional capital as and when appropriate.

Any securities to be issued on the exercise or vesting (as applicable) of Amaero US HoldCo Options which are issued by Amaero US HoldCo under the assumed Employee Incentive Plan on the Implementation Date will not count towards Amaero US HoldCo's placement capacity, as Listing Rule 7.2, Exception 9 provides that Listing Rule 7.1 does not apply to an issue of securities as a result of the conversion of convertible securities.

9 Supplementary information announced to ASX

The Company will announce to ASX if it becomes aware of any of the following between the date of this Information Memorandum and the date on which Amaero US HoldCo CDIs are quoted:

(1) a material statement in this Information Memorandum is misleading or deceptive;

(2) there is a material omission from this Information Memorandum;

(3) there has been a significant change affecting a matter included in this Information Memorandum; or

(4) a significant new circumstance has arisen and it would have been required to be included in this Information Memorandum if it had arisen prior to the date of this Information Memorandum.

10 Amaero Schemes Information Line

If you have any questions about the Schemes, please contact the Amaero Schemes Information Line on 1300 441 599 (within Australia) or +61 2 9068 1927 (outside Australia) Monday to Friday between 8:30am and 7:00pm (Sydney time).

11 Authorisation

Each director of Amaero US HoldCo has approved and authorised the release of this Information Memorandum and has given written authorisation to the Chairman to sign and deliver this Information Memorandum.

Signed by:
Hank J. Holland
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Hank Holland

Executive Chairman and CEO
Amaero Inc.