Amaero Inc. Pre-quotation disclosure

12 June 2026

The following information is provided by Amaero Inc. ARBN 697 927 647 (**Amaero US HoldCo**) to the ASX for release to the market in connection with the admission of Amaero US HoldCo to the official list of ASX and the quotation of Amaero US HoldCo's CHESS Depositary Interests (**Amaero US HoldCo CDIs**) on the ASX.

Unless the context requires otherwise, capitalised terms which are not otherwise defined in this document have the meanings given to them in the Scheme Booklet released by Amaero Ltd (**Amaero** or the **Company**) to the ASX on 7 May 2026 (the **Scheme Booklet**).

1 Conditions precedent to the Schemes

The Company confirms that all conditions precedent for the Schemes have been satisfied or waived, including approval of the Share Scheme by Amaero Shareholders and the Option Scheme by Amaero Option Holders, Court approval of the Schemes and the Court orders approving the Schemes being lodged with ASIC.

2 Scheme Implementation Deed, Share Scheme Deed Poll and Option Scheme Deed Poll

The Scheme Implementation Deed, the Share Scheme Deed Poll and Option Scheme Deed Poll remain in full force and effect.

3 Compliance with continuous disclosure obligations

The Company has confirmed to Amaero US HoldCo that it was in compliance with ASX Listing Rule 3.1 at the time that the Company's shares ceased trading on ASX, being close of trading on Thursday, 11 June 2026.

4 Compliance with ongoing Listing Rule requirements

The Company has confirmed to Amaero US HoldCo that it was in compliance with ASX Listing Rules 12.1, 12.2 and 12.4 at the time the Company ceased trading on ASX, being close of trading on Thursday, 11 June 2026.

5 Amaero US HoldCo Board

Amaero US HoldCo confirms that Hank Holland was appointed as the sole director of Amaero US HoldCo upon its incorporation on 20 February 2026 and that Jamie Levy was subsequently appointed as a director of Amaero US HoldCo on 3 June 2026. Amaero US HoldCo further confirms that the remaining directors of the Amaero Board (being Omer Granit, Erik Levy, Robert Latta, Alistair Cray and Tim Johnson) will be appointed to the Amaero US HoldCo Board on implementation of the Schemes, being Monday, 22 June 2026.

6 Despatch of allotment confirmation notices and holding statements

In relation to all of the Amaero US HoldCo CDIs to be issued pursuant to the Schemes that will be held on the CHESS sub-register, a CHESS allotment confirmation notice from

Amaero US HoldCo will be despatched to the relevant Amaero US HoldCo CDI Holders on Wednesday, 24 June 2026.

In relation to all of the other Amaero US HoldCo CDIs to be issued pursuant to the Schemes, issuer sponsored holding statements will be despatched to the relevant Amaero US HoldCo CDI Holders on Wednesday, 24 June 2026.

In relation to all of the Amaero US HoldCo Options to be issued pursuant to the Option Scheme, issuer sponsored holding statements will be despatched to the relevant Amaero US HoldCo Option Holders on Friday, 26 June 2026.

7 Deferred settlement trading

Amaero US HoldCo CDIs will commence trading on ASX on a deferred settlement basis on Friday, 12 June 2026. It is anticipated that Amaero US HoldCo CDIs will commence trading on a normal T+2 settlement basis on Tuesday, 23 June 2026.

Former Share Scheme Participants (other than Ineligible Foreign Holders) who trade Amaero US HoldCo CDIs during the deferred settlement trading period will not necessarily know the exact number of Amaero US HoldCo CDIs (if any) that they will receive pursuant to the Schemes until after the Implementation Date, being Monday, 22 June 2026. This information will be included in the CHESS allotment confirmation notices and holding statements (referred to in section 6 above) which will only be despatched to Share Scheme Participants (other than Ineligible Foreign Holders) after the Share Scheme is implemented. Therefore, Share Scheme Participants (other than Ineligible Foreign Holders) should be aware that if they trade in Amaero US HoldCo CDIs during the deferred settlement trading period and prior to receipt of their CHESS allotment confirmation notice or holding statement (as applicable), they do so at their own risk.

Share Scheme Participants who wish to determine their entitlements to receive Amaero US HoldCo CDIs for the purposes of deferred settlement trading should refer to the Scheme Booklet and the Information Memorandum, which contains detailed information in relation to such entitlements.

8 Indicative statement of the top 20 Amaero US HoldCo CDI Holders

Set out in **Annexure A** is an indicative statement of the top 20 Amaero US HoldCo CDI Holders based on Amaero's share register as at 8 June 2026, categorised by the number and percentage of issued Amaero US HoldCo CDIs held by those Amaero US HoldCo CDI Holders, and assuming all issued Amaero US HoldCo securities are held as Amaero US HoldCo CDIs.

9 Indicative distribution schedule of Amaero US HoldCo CDI Holders

Set out in **Annexure B** is an indicative distribution schedule of Amaero US HoldCo CDI Holders based on Amaero's share register as at 8 June 2026, categorised by the size of their indicative holdings of Amaero US HoldCo CDIs, and assuming all issued Amaero US HoldCo securities are held as Amaero US HoldCo CDIs.

10 Capital structure

Based on Amaero's share register as at 8 June 2026, 953,327,162 Amaero US HoldCo CDIs are anticipated to be issued to Share Scheme Participants on the Implementation Date.

Based on Amaero's option register as at 8 June 2026, 110,370,672 Amaero Options are anticipated to be issued to Option Scheme Participants on the Implementation Date.

Accordingly, the capital structure of Amaero US HoldCo immediately following implementation of the Schemes will be:

- 953,327,162 Amaero US HoldCo CDIs quoted (being the total number of Amaero Shares on issue as at 8 June 2026);

- 110,370,672 Amaero US HoldCo Options unquoted (being the total number of Amaero Options on issue as at 8 June 2026), being:

Number of outstanding Amaero US HoldCo Options	Exercise price (A$)	Expiry date
74,177,820	Various	Various
25,681,952	$0.24	27 December 2026
1,000,000	$0.50	5 April 2027
1,000,000	$0.36	8 February 2027
3,000,000	$0.50	8 November 2027
2,000,000	$0.39	5 August 2029

- an additional 600,000 unquoted Amaero US HoldCo Options on the terms set out in section 10.1 of the Scheme Booklet (in the event that 600,000 Amaero Options are issued by Amaero on the terms set out in the Notice of Extraordinary General Meeting to Tim Johnson before the Record Date); and

- an additional 38 Amaero US HoldCo CDIs on issue to and to be 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 (given that fractional Amaero US HoldCo Shares cannot be issued).

11 Amaero Schemes Information Line

If you have any questions about the Scheme, 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).

12 ASX waivers

Set out in **Annexure C** are the waivers granted by the ASX to Amaero US HoldCo, including an outline of the nature, effect and rationale for each waiver received.

This announcement is authorised for release by the Board of Directors of each of Amaero and Amaero US HoldCo.

Annexure A – Indicative top 20 Amaero US HoldCo CDI Holders

Rank	Holder name	No. of Amaero US HoldCo CDIs held	Percentage of Amaero US HoldCo CDIs held
1.	PEGASUS GROWTH CAPITAL FUND I LP	284,600,607	29.85%
2.	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	94,613,493	9.92%
3.	CITICORP NOMINEES PTY LIMITED	75,335,690	7.90%
4.	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	43,287,294	4.54%
5.	JUNE SEVENTY SIXERS LLC	23,821,178	2.50%
6.	UBS NOMINEES PTY LTD	9,682,029	1.02%
7.	JOMAHO INVESTMENTS PTY LTD	8,553,030	0.90%
8.	BNP PARIBAS NOMINEES PTY LTD <CLEARSTREAM>	8,421,382	0.88%
9.	KETA INVESTMENTS PTY LTD	8,150,000	0.85%
10.	ROSEWOOD ENGINEERING PTY LTD	7,800,000	0.82%
10.	ROSEWOOD ENGINEERING PTY LTD	7,800,000	0.82%
11.	ROCKLEY CAPITAL PTY LTD <C & S REED FAMILY A/C>	7,500,000	0.79%
12.	BNP PARIBAS NOMS PTY LTD	7,054,879	0.74%
13.	ALLCARE INVESTMENTS PTY LTD <THE CRAY DISCRE FAMILY A/C>	6,898,159	0.72%
14.	KP7 INVESTORS LLC	6,596,333	0.69%
15.	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	6,277,130	0.66%
16.	NAHGALLAC PTY LIMITED <CALLAGHAN FMLY RET FUND A/C>	5,729,577	0.60%
17.	ROSEWOOD ENGINEERING PTY LTD	5,300,000	0.56%
18.	ISASEL PTY LTD <THE SPM SUPERFUND A/C>	5,100,000	0.54%
19.	CRPL-MERIDIAN DEVELOPMENT LLC	4,264,392	0.45%
20.	P J GREG & CO PTY LTD	4,038,875	0.42%
	TOTALS	**630,824,048**	**66.17%**
	TOTAL ISSUED CAPITAL	**953,327,162**	**100.00%**

Annexure B– Indicative distribution schedule of Amaero US HoldCo CDI Holders

Holding ranges	Holders	Total units	Percentage of issued share capital
0 – 1,000	212	108,864	0.01%
1,001 – 5,000	1,237	3,425,615	0.36%
5,001 – 10,000	637	5,147,772	0.54%
10,001 – 100,000	1,490	54,582,053	5.73%
100,001 – 999,999,999	516	890,062,858	93.36%
TOTAL	**4,092**	**953,327,162**	**100.00%**

Annexure C– ASX Waivers

ASX has provided the following waivers to Amaero US HoldCo:

1 Profit or asset test

A waiver from Listing Rule 1.1, Condition 9 to the extent necessary to permit Amaero US HoldCo to be admitted to the official list of ASX without complying with either the profit test in Listing Rule 1.2 or the assets test in Listing Rule 1.3, on the condition that Amaero is in compliance with Listing Rules 12.1 and 12.2 at the time that Amaero ceases to trade on ASX.

This waiver was applied for, and granted by the ASX, on the basis that the activities, operations, senior management and board of Amaero US HoldCo will be identical to those of Amaero immediately prior to implementation of the Schemes, and Listing Rules 12.1 and 12.2 already require Amaero to have sufficient operations and financial condition for its securities to remain quoted. Compliance with those rules at the time Amaero ceases trading ensures Amaero US HoldCo will satisfy the underlying purpose of the profit or asset test.

2 Information memorandum

(1) A waiver from Listing Rule 1.4.1 to the extent necessary to permit the information memorandum prepared in connection with the proposed restructure (the **Information Memorandum**) not to include a statement that it contains all of the information that would otherwise be required under section 710 of the Corporations Act, on the condition that:

(a) the Information Memorandum incorporates the Scheme Booklet ;

(b) Amaero US HoldCo releases all of the documents incorporated by reference in the Scheme Booklet to the market as pre-quotation disclosure; and

(c) Amaero US HoldCo provides a statement to the market that Amaero has confirmed to it that it is in compliance with Listing Rule 3.1 at the time Amaero ceases to trade on ASX.

This waiver was applied for, and granted by the ASX, on the basis that in connection with the Schemes, there is no change to the economic substance of Amaero's business or the economic interests of it security holders, Amaero has been subject to continuous disclosure obligations under Listing Rule 3.1, and the Scheme Booklet provides disclosure equivalent to that required under section 710 of the Corporations Act. In these circumstances, a separate section 710 statement would serve no additional investor protection purpose.

(2) A waiver from Listing Rule 1.4.4 to the extent necessary to permit the Information Memorandum to be dated on or about the date which the Court makes orders to convene the meeting of Amaero Ltd shareholders and option holders to approve the Schemes to be implemented in respect of the Company under the Corporations Act.

This waiver was applied for, and granted by the ASX, on the basis that the Information Memorandum is dated by reference to the date of the Court's convening orders, which is consistent with the scheme of arrangement process under the Corporations Act and reflects the point at which the disclosure document is finalised and released.

(3) A waiver from Listing Rule 1.4.7 to the extent necessary to permit the Information Memorandum to not include a statement that Amaero US HoldCo has not raised any capital for the three months prior to the date of issue of the Information Memorandum, and will not need to raise capital in the three months after that date.

This waiver was applied for, and granted by the ASX, on the basis that the admission of Amaero US HoldCo is not in substance a new listing and Amaero US HoldCo should not be restricted from raising capital in the same way as a newly-listing entity. The underlying purpose of the rule does not arise where there is no new capital raising in connection with admission. The ASX has considered that there is no concern that Amaero US HoldCo is seeking to avoid preparing prospectus quality information.

(4) A waiver from Listing Rule 1.4.8 to the extent necessary to permit the Information Memorandum not to include a statement that a supplementary information memorandum will be issued if, between the date of issue of the Information Memorandum and the date on which Amaero US HoldCo's securities are quoted on ASX, Amaero US HoldCo becomes aware of any of the matters referred to in Listing Rule 1.4.8, on the condition that Amaero undertakes to release such information to the ASX Market Announcements Platform (which undertaking is to take the form of a deed poll dated no later than the date the Information Memorandum is released).

This waiver was applied for, and granted by the ASX, on the basis that Amaero remains subject to Listing Rule 3.1 continuous disclosure obligations until the Schemes become effective, and any material information arising between the date of the Information Memorandum and quotation of Amaero US HoldCo's securities will be disclosed via the ASX Market Announcements Platform. A supplementary information memorandum statement is therefore unnecessary.

3 Financial reporting

(1) A standard waiver from ASX Listing Rule 4.2A.3 on the terms set out in paragraph 2 of the Annexure to ASX Guidance Note 17 in force at the date of this waiver, on condition that Amaero US HoldCo notifies ASX in writing at least one business day prior to the reporting deadline if it will be unable to file a Form 10-K or 10-Q in accordance with the required SEC timeframes.

(2) A standard waiver from ASX Listing Rule 4.3A on the terms set out in paragraph 2 of the Annexure to ASX Guidance Note 17 in force at the date of this waiver, on condition that Amaero US HoldCo notifies ASX in writing at least one business day prior to the reporting deadline if it will be unable to file a Form 10-K or 10-Q in accordance with the required SEC timeframes.

(3) A standard waiver from ASX Listing Rule 4.7B on the terms set out in paragraph 2 of the Annexure to ASX Guidance Note 17 in force at the date of this waiver, on condition that Amaero US HoldCo notifies ASX in writing at least one business day prior to the reporting deadline if it will be unable to file a Form 10-K or 10-Q in accordance with the required SEC timeframes.

(4) A standard waiver from ASX Listing Rule 4.7C on the terms set out in paragraph 2 of the Annexure to ASX Guidance Note 17 in force at the date of this waiver, on condition that Amaero US HoldCo notifies ASX in writing at least one business day prior to the reporting deadline if it will be unable to file a Form 10-K or 10-Q in accordance with the required SEC timeframes.

These standard waivers were applied for, and granted by the ASX, on the basis that, as a Delaware-incorporated entity listed on ASX, Amaero US HoldCo's financial reports will be consolidated reports prepared in accordance with US GAAP and filed with the SEC. The waivers permit Amaero US HoldCo to comply with SEC reporting timeframes rather than the timeframes prescribed by the Listing Rules, which are designed for entities reporting under the Corporations Act.

4 Voting

A waiver from Listing Rule 6.10.3 to the extent necessary to permit Amaero US HoldCo to comply with the laws of the State of Delaware on security holders' rights to vote.

This waiver was applied for, and granted by the ASX, on the basis that Amaero US HoldCo is incorporated in Delaware and voting entitlements of its stockholders are governed by the Delaware

General Corporation Law (**DGCL**), not the Corporations Act. The waiver permits Amaero US HoldCo to comply with its home jurisdiction voting laws, which differ from Australian requirements in certain respects.

5 Liability for unpaid shares

A waiver from Listing Rule 7.26.2 to the extent necessary to permit the Amaero US HoldCo Bylaws not to include a provision that former holders of cancelled or forfeited Amaero US HoldCo Shares (including in the form of CDIs) remain liable (in the absence of shareholder approval) for any amount called but unpaid on such shares or CDIs, on the condition that Amaero US HoldCo undertakes not to issue partly paid Amaero US HoldCo Shares in the future without ASX's written consent (which undertaking is to be given and executed in the form of a deed).

This waiver was applied for, and granted by the ASX, on the basis that liability for unpaid amounts on shares of a Delaware corporation is governed by section 162 of the DGCL, not by the entity's bylaws, and the Listing Rule requirement to include such a provision in the bylaws is inconsistent with Delaware law. In addition, Amaero US HoldCo has no partly paid shares on issue and has undertaken to the ASX not to issue partly paid shares without ASX's written consent.

6 Proxy forms

A waiver from Listing Rule 14.2.1 to the extent necessary to permit Amaero US HoldCo not to provide in its proxy form an option for a holder of Amaero US HoldCo Shares or Amaero US HoldCo CDIs to vote against a resolution to elect a director or to appoint an auditor, on the condition that:

(1) Amaero US HoldCo complies with relevant Delaware laws as to the content of proxy forms applicable to resolutions for the election or re-election of directors and the appointment of auditors;

(2) the notice given by Amaero US HoldCo to Amaero US HoldCo Shareholders and Amaero US HoldCo CDI Holders under ASX Settlement Rule 13.8.9 makes it clear that Amaero US HoldCo Shareholders are only able to vote for the resolutions or abstain from voting, and the reasons why this is the case;

(3) Amaero US HoldCo releases details of the waiver to the market as pre-quotation disclosure, and the terms of the waiver are detailed in the management proxy circular provided to all Amaero US HoldCo CDI Holders; and

(4) this waiver only applies for so long as the relevant Delaware laws prevent Amaero US HoldCo from permitting security holders to vote against a resolution to elect a director and to vote against a resolution to appoint an auditor.

This waiver was applied for, and granted by the ASX, on the basis that as a Delaware incorporated entity, Amaero US HoldCo is governed by Delaware law which permits "plurality voting" for the election of directors, meaning stockholders may vote for a candidate or withhold their vote but are not required to be offered the option to vote against. The United States has alternative legislative mechanisms, including short slate proxy contests, which provide equivalent protections to the ability to vote against a resolution.

7 Election of directors

A waiver from Listing Rule 14.4 to the extent necessary to permit Amaero US HoldCo to permit a director appointed by the Amaero US HoldCo Board to fill a casual vacancy or as an additional director to hold office beyond the next annual general meeting after that person's appointment if the term of office of the class of director into which that person has been appointed expires at a later annual meeting, in accordance with the Amaero US HoldCo By-Laws.

This waiver was applied for, and granted by the ASX, on the basis that Amaero US HoldCo is a Delaware incorporated entity and is accordingly subject to Delaware law which requires that directors be divided into classes with staggered terms, such that a director appointed to fill a casual vacancy holds office until the end of the term of the class into which they are appointed. This statutory requirement is inconsistent with Listing Rule 14.4, which requires such a director to hold office only until the next annual general meeting. The waiver permits Amaero US HoldCo to comply with Delaware law regarding director tenure.