



Announcement Summary

Entity name

TRADE WINDOW HOLDINGS LIMITED

Announcement Type

New announcement

Date of this announcement

2/2/2026

The Proposed issue is:

An offer of securities under a securities purchase plan

Total number of +securities proposed to be issued for an offer of securities under a securities purchase plan

| ASX +security code | +Security description                  | Maximum Number of +securities to be issued |
|--------------------|----------------------------------------|--------------------------------------------|
| TWL                | ORDINARY FULLY PAID FOREIGN EXEMPT NZX | 4,000,000                                  |

+Record date

30/1/2026

Offer closing date

13/2/2026

+Issue date

19/2/2026

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

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**1.1 Name of +Entity**

TRADE WINDOW HOLDINGS LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

**1.2 Registered Number Type**

ARBN

**Registration Number**

691932546

**1.3 ASX issuer code**

TWL

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

2/2/2026

**1.6 The Proposed issue is:**

An offer of +securities under a +securities purchase plan



Part 4 - Details of proposed offer under securities purchase plan

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Part 4A - Conditions

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**4A.1 Do any external approvals need to be obtained or other conditions satisfied before the offer of +securities under the +securities purchase plan issue can proceed on an unconditional basis?**

No



Part 4B - Offer details

**+Class or classes of +securities that will participate in the proposed issue and +class or classes of +securities proposed to be issued**

**ASX +security code and description**

TWL : ORDINARY FULLY PAID FOREIGN EXEMPT NZX

**Will the proposed issue of this +security include an offer of attaching +securities?**

No

Details of +securities proposed to be issued

**ASX +security code and description**

TWL : ORDINARY FULLY PAID FOREIGN EXEMPT NZX

**Maximum total number of those +securities that could be issued if all offers under the +securities purchase plan are accepted**

4,000,000

**Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?**

No

**Will the offer be conditional on applications for a maximum number of +securities being received or a maximum amount being raised (i.e. a maximum subscription condition)?**

Yes

**Describe the maximum subscription condition**

Eligible Shareholders may elect to apply for a dollar amount of Shares of up to a maximum amount of NZ\$50,000, subject to scaling.

**Will individual security holders be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?**

No

**Will individual security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?**

Yes

**Is the maximum acceptance unit based or dollar based?**

Dollar based (\$)

**Please enter the maximum acceptance value**

\$ 50,000

**Describe all the applicable parcels available for this offer in number of securities or dollar value**

N/A

**Offer price details**



**Has the offer price been determined?**

Yes

**In what currency will the offer be made?**

NZD - New Zealand Dollar

**What is the offer price per +security?**

NZD 0.25000

**AUD equivalent to Offer Price amount per +security**

**Oversubscription & Scale back details**

**Will a scale back be applied if the offer is over-subscribed?**

Yes

**Describe the scale back arrangements**

If TradeWindow receives applications in excess of NZ\$1,000,000 (plus the total amount of oversubscriptions accepted by TradeWindow, if any) in aggregate, TradeWindow will scale back all applications on a proportionate basis in accordance with the number of TradeWindow Shares held by the Applicant (or, in the case of an application made by a Custodian, the relevant beneficial owner(s) named in the Custodian Schedule submitted with the application ) on the Record Date.

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes

Part 4C - Timetable

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**4C.1 Date of announcement of +security purchase plan**

2/2/2026

**4C.2 +Record date**

30/1/2026

**4C.3 Date on which offer documents will be made available to investors**

2/2/2026

**4C.4 Offer open date**

2/2/2026

**4C.5 Offer closing date**

13/2/2026

**4C.7 +Issue date and last day for entity to announce results of +security purchase plan offer**

19/2/2026



Part 4E - Fees and expenses

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**4E.1 Will there be a lead manager or broker to the proposed offer?**

No

**4E.2 Is the proposed offer to be underwritten?**

No

**4E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?**

No

**4E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer**

N/A

Part 4F - Further Information

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**4F.01 The purpose(s) for which the entity intends to use the cash raised by the proposed issue**

Accelerating development of Freight AI, strengthening the balance sheet, supporting growth in NZ, Australia and other markets, and facilitating TradeWindow's Foreign Exempt Listing on the ASX.

**4F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?**

No

**4F.2 Countries in which the entity has +security holders who will not be eligible to accept the proposed offer**

All jurisdictions except New Zealand and Australia, including (but not limited to) the United States.

**4F.3 URL on the entity's website where investors can download information about the proposed offer**

<https://tradewindow.io/investor-centre>

**4F.4 Any other information the entity wishes to provide about the proposed offer**

If TradeWindow elects to accept oversubscriptions, the total number of securities issued under the securities purchase plan may exceed 4,000,000 shares.