

Amaero Re-domiciliation: ASX Grants Waiver in Connection with the Schemes

Amaero Ltd (**ASX:3DA**; **OTC:AMROF**) (“**Amaero**” or the “**Company**”) is pleased to announce that in connection with its schemes of arrangement with shareholders (the “**Share Scheme**”) and option holders (the “**Option Scheme**”, and together with the Share Scheme, the “**Schemes**”) to re-domicile the Company to the State of Delaware in the United States, the Australian Securities Exchange (“**ASX**”) has granted the Company a waiver of ASX Listing Rule 6.23.2.

Further details of all the waivers and confirmations applied for in connection with the Schemes are also set out in section 10.8(1) of Amaero’s Scheme Booklet. The Scheme Booklet is available to view and download at the following link:

https://web.automicgroup.com.au/er/public/api/documents/3DA?fileName=Amaero_Scheme_Booklet_2026.pdf

Nature and effect of ASX’s waiver of ASX Listing Rule 6.23.2

Listing Rule 6.23.2 prohibits an entity from cancelling its options for consideration without shareholder approval. The policy objective of ASX Listing Rule 6.23.2 is to prevent option holders from extracting benefit from a company which is not also available to ordinary shareholders, as this is seen to be detrimental to the shareholders’ interest by way of an erosion of their company funds.

On 9 June 2026, ASX confirmed that, in connection with the Schemes, ASX will waive ASX Listing Rule 6.23.2 to the extent necessary to permit Amaero to cancel for consideration, and without the approval of Amaero’s shareholders, 107,295,119 options (the “**Options**”) in exchange for the grant of options of Amaero US HoldCo on the following conditions:

- (a) full details of the cancellation of the Options and the consideration payable for their cancellation are set out in the Scheme Booklet; and
- (b) the Schemes are approved by the requisite majority of Amaero’s shareholders, the requisite majority of Amaero’s option holders and a court of competent jurisdiction (the “**Court**”), and a copy of the Court’s orders are lodged with ASIC such that the Schemes become effective.

Rationale for the ASX’s waiver of ASX Listing Rule 6.23.2

The waiver of ASX Listing Rule 6.23.2 was sought to the extent necessary to permit Amaero, without shareholder approval, to cancel the Options such that the entitlement to receive one Amaero ordinary share on exercise of each Option will be replaced by an entitlement to receive one CHES Depository Interest (conferring a beneficial interest in 1/40th of a share of common stock) in Amaero US HoldCo.

ASX confirmed that the basis for its decision is that it is a standard waiver in accordance with ASX Guidance Note 17.

This announcement has been authorised for release by the Chair and CEO

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About Amaero

Amaero Ltd (ASX:3DA, OTC:AMROF) is a dual ASX and OTC-listed company with manufacturing and corporate headquarters located in Tennessee, U.S. Amaero is a leading U.S. domestic producer of high-value refractory and titanium alloy powders for additive and advanced manufacturing of components utilised by the defense, space, aviation, and medical industries. The technical and manufacturing team brings decades of experience and know-how with pioneering work in gas atomization of refractory and titanium alloys. The Company has commissioned advanced gas atomization technology with an industry leading yield of AM powder. The Company is also a leader in PM-HIP (Powder Metallurgy Hot Isostatic Pressing) manufacturing of near-net-shape powder parts with forged-equivalent material properties and microstructure for a variety of alloys. PM-HIP manufacturing is helping alleviate the strained domestic supply chain for large scale castings and forgings.

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