Scalare Partners

Scalare Partners Holdings Limited
ABN 96 629 598 778

ASX ANNOUNCEMENT **2 July 2026**

Notice of Proposed Securities Consolidation

Highlights

- **Consolidation ratio 1:60**
- **Consolidation to provide a more appropriate and effective capital structure for the Company**
- **Subject to Shareholder approval at the Extraordinary General Meeting to be held on 4 August 2026 (EGM)**

Scalare Partners Holdings Limited (ASX: SCP) (Scalare or SCP or the Company) advises that the Board intends to propose, at its forthcoming EGM, a resolution to consolidate the Company's capital, subject to the passing of EGM Resolutions 2 and 3, on the following basis:

1. **Consolidation Ratio**

   Every 60 existing ordinary Shares will be consolidated into 1 ordinary Share, and every 60 unissued Options will be consolidated into 1 Option. (**Consolidation**).

2. **Purpose of the Consolidation**

   The Company currently has 146,392,293 Shares and 18,878,549 unlisted options on issue. The proposed Consolidation is intended to support a more streamlined capital structure and forms part of the broader financing arrangements previously announced by the Company.

3. **Effect on Capital Structure**

   The effects that the Consolidation will have on the Company's capital structure and market value are set out in the tables below:

Capital Structure	Shares	Options
Pre-Consolidation	146,392,293	18,878,549
Post-Consolidation (if Resolution 1 is passed together with Resolution 2 and 3)	2,439,872	314,643

Notes:

(a) Post-Consolidation figures are subject to rounding.

(b) Based on the Company's issued capital as of the date of the Notice, accordingly, does not include any Shares issued on the conversion of Convertible Notes, the issue for which Shareholder approval is being sought for under Resolution 2 of the Notice of Meeting.

	Shares on Issue	Share Price	Current Market Capitalization
Current Capital Structure	146,392,293	$0.05	$7,319,615
Consolidated Capital Structure (1-60)	2,439,872	$3.00**	$7,319,615

***The post-Consolidation share price is expected to be approximately $3.00 based on 60 times the current price, assuming that is the closing share price on the trading day prior to the date of this Notice of Meeting. The actual price may be different but will be 60 times the share price on the date the consolidation becomes effective*

4. Shares

If Resolution 1 is approved together with Resolutions 2 and 3, every 60 Shares on issue will be consolidated into 1 Share (subject to rounding). Overall, this will result in the number of shares currently on issue reducing from 146,392,293 to 2,439,872 (subject to rounding up).

As the Consolidation applies equally to all shareholders, individual shareholders will be reduced in the same ratio as the total number of shares (subject to rounding).

- Accordingly, assuming no other market movements or impacts occur, the Consolidation will have no effect on the percentage interest in the Company of each existing shareholder.
- The Consolidation will not result in any change to the substantive rights and obligations of existing shareholders; and
- The total market value of the Company is expected to remain substantially the same (ignoring market movements), though the per-share price is expected to increase to reflect the reduction in share numbers.

The post-Consolidation share price referred to in this Notice is an implied price derived mathematically from the Consolidation ratio and the Company's pre-consolidation trading price.

While the Consolidation is expected to reduce the number of Shares on issue, there can be no assurance that the market price of Shares following implementation of the Consolidation will reflect the implied proportional increase arising from the reduced number of Shares on issue due to market conditions, trading liquidity, investor sentiment and other factors.

5. **Options Adjustments**

As at the date of the Notice of Meeting, the Company has 18,878,549 unlisted Options on issue. If the Consolidation is approved together with resolutions 2 and 3, the Options will be reorganised in accordance with the terms and conditions of the Options and Listing Rule 7.22.1 on the basis that the number of Options will be consolidated in the same ratio as the Consolidation of Shares and the exercise price will be amended in inverse proportion to that ratio.

The following table sets out the Company's existing Options, their exercise prices and expiry dates, on both a pre- and post- Consolidation basis.

	Number of Options	Exercise Price	Expiry Date
Pre-consolidation	12,878,549	$0.18	10 September 2027
	6,000,000	$0.18	4 December 2027
Post-consolidation	214,643	$10.80	10 September 2027
	100,000	$10.80	4 December 2027

The Consolidation will not result in any change in the substantive rights and obligations of existing holders of Options.

6. Holding statements

With effect from the date of the Consolidation, all existing holding statements will cease to have any effect, except as evidence of entitlement to a certain number of securities on a post-Consolidation basis. New holding statements will be issued to existing security holders, who are encouraged to check their holdings after the Consolidation.

7. **Fractional Entitlements**

Where the Consolidation would result in a fractional entitlement to a Share or Options, that fractional entitlement will be rounded up to the nearest whole Security.

8. **Taxation**

The Consolidation should not result in a capital gains tax event for Australian tax residents. The cost base of the Shares held after the Consolidation will be the sum of the cost bases of the original Shares Pre-Consolidation. The acquisition date of Shares held after the Consolidation will be the same as the date on which the original Shares were acquired.

Shareholders should consider their own circumstances and seek professional advice in relation to their tax position. Neither the Company nor any of its officers or employees assumes any liability or responsibility for advising Shareholders or other security holders about the tax consequences of the proposed Consolidation.

The information above is of a general nature only and does not constitute tax advice.

9. Indicative Timetable*

Event	Date
Dispatch of the Notice of Meeting	2 July 2026
The Company announces the consolidation	2 July 2026
General Meeting to approve the Consolidation	4 August 2026
The Company notifies that shareholders have approved the Consolidation	4 August 2026

Event	Date
Effective date of consolidation	4 August 2026
Last day for pre-consolidation trading	5 August 2026
Post-consolidation trading commences on a deferred settlement basis.	6 August 2026
Record Date for Consolidation (Last day for the Company to register transfers on pre-Consolidation basis)	7 August 2026
First Day for the Company to register securities on a post-consolidation basis, and the first day for sending of Holding Statements	10 August 2026
Last day for securities to be entered into holders' security holdings	14 August 2026
Last Day for the company to send notice for each holder of the change in their details of holdings and notify ASX this has occurred	14 August 2026
Commencement of normal settlement trading of securities on a consolidated basis	17 August 2026
Company formally announces Bonus Issue, Lodges Appendix 3B and Prospectus	17 August 2026
Ex Date for Bonus Issues	20 August 2026
Record Date for Bonus Issue	21 August 2026
First Day for Conversion of Convertible Notes	24 August 2026
Last Day for Company to Issue New Options under Bonus Issue	28 August 2026
First Day to Exercise New Options issued under Bonus Issue	5 February 2027
Last Day to Exercise New Options issued under Bonus Issue	31 March 2027
Last Day to Exercise Piggyback Options	31 March 2027

**All dates are indicative and subject to ASX / regulatory approvals and possible change.*

Further details on the Consolidation, including information required to be provided to the shareholders of the Company under the Corporations Act 2001 (Cth) and the ASX Listing Rules, are set out in the Explanatory Statement in the Notice of Meeting for the Extraordinary General Meeting.

10. **Regulatory and Legal Compliance**
    - The proposed consolidation of capital will be undertaken in accordance with section 254H of the Corporations Act 2001 (Cth) and the applicable requirements of the ASX Listing Rules, including Listing Rule 7.22 in relation to Options.
    - The Company will notify ASIC via Form 2205 ("Notification of resolutions regarding shares") within one month after the resolution is passed.
    - The Company will lodge an Appendix 3A.3 with ASX in accordance with the ASX Listing Rules in relation to the proposed reorganisation of capital.

11. **Board Recommendation**
    The proposed Consolidation is conditional upon Shareholders approving Resolution 1 and the related financing resolutions set out in Resolutions 2 and 3 of the Notice of Meeting.

    The Directors unanimously recommend that Shareholders vote in favour of Resolution 1 approving the proposed Consolidation.

The Board of Scalare Partners Holdings Limited authorised this announcement to be lodged with the ASX.

ENDS

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About Scalare Partners

Scalare Partners Holdings Limited (ASX: SCP) exists to empower visionary technology founders to transform their ideas into the great businesses of tomorrow. As a dynamic force in the tech startup landscape, we offer a range of products and services to support all founders as they scale their early-stage businesses.

We are deeply involved in the broader technology ecosystem, driving change through impactful initiatives such as the Tech Ready Women and the Australian Technologies Competition where we partner with government and corporates to support and promote the most promising technology businesses and founders. Our focus extends to working with female and culturally diverse founders, addressing the unique challenges they encounter in fundraising and scaling their businesses. This engagement not only enriches the tech landscape but also creates lucrative revenue and investment opportunities for Scalare Partners.

At the heart of our business model is the provision of products and services and expert advice tailored to the specific needs of early-stage businesses. We also provide direct investment into selected outstanding businesses and with a current emphasis on the Australian and USA technology sectors, we are building a portfolio spanning across diverse geographies, including Australia, USA, New Zealand, Singapore, UK, and Europe. Scalare Partners is not just an investor; we are architects of growth, collaborators in innovation, and catalysts for positive change in the technology landscape.

For more information visit: www.scalarepartners.com