ASX ANNOUNCEMENT

9 September 2026

FOS Capital Limited successfully undertakes $1.86m Placement and announces SPP

FOS Capital Limited (ASX: FOS) ("**FOS**" or the "**Company**") is pleased to announce that it has received firm commitments to raise approximately $1.86 million via a non-underwritten placement to institutional and sophisticated investors (the "**Placement**").

The Placement will comprise the issue of approximately 15.5 million new fully paid ordinary shares ("**New Shares**") at an issue price of $0.12 per share ("**Offer Price**"). Directors have also committed to subscribe for New Shares raising approximately $310,000, as shown in the table below, subject to shareholder approval at the Annual General Meeting. The Placement was strongly supported by both new and existing shareholders.

Director's commitment to subscribe	Amount
Alexander Beard	50,000
Con Scrinis	128,750
Michael Koutsakis	68,750
Michael Monsonego	62,500

The Offer Price of $0.12 per share represents a 20% discount to the last closing price of $0.15 per share on Friday, 4 September 2026 and a 11% discount to the 10-day volume weighted average price ("**VWAP**") of $0.1347 up to and including 4 September 2026.

Placement details:

- 12,916,667 New Shares will be issued under the Company's available placement capacity, raising approximately $1.55 million, comprising:
  - 10,310,172 shares under Listing Rule 7.1; and
  - 2,606,495 shares under Listing Rule 7.1A.
- 2,583,333 New Shares will be issued for Director participation, raising approximately $310,000, subject to shareholder approval at the Company's upcoming Annual General Meeting.
- The New Shares will rank equally with existing fully paid ordinary shares on issue.

Funds raised under the Placement will be used to:

- Support working capital requirements associated with the Queensland Schools Lighting Upgrade Program;
- Fund the ongoing build-out and growth initiatives within Aldridge Traffic Systems ("**ATS**");
- Complete the Company's cost reduction and operational efficiency program; and
- Provide additional general working capital.

Share Purchase Plan (SPP):

- The Company is also pleased to announce a Share Purchase Plan ("**SPP**") to provide all shareholders with a registered address in Australia or New Zealand on the Company's share register at 7:00pm AEST on Tuesday 8 September 2026 with the opportunity to subscribe for up to $30,000 of new fully paid ordinary shares without incurring brokerage or transaction costs to raise up to $750,000.

- New shares issued under the SPP will be issued at the Offer Price, being $0.12 per share and will rank equally with existing fully paid ordinary shares on issue.
- Further details of the SPP, including the offer booklet and application forms, will be dispatched to eligible shareholders shortly.

Indicative Timeline

Placement	Date
Announcement of Placement	Wednesday, 09 September 2026
Settlement of Placement Shares	Wednesday, 16 September 2026
Allotment and Trading of Placement Shares	Thursday, 17 September 2026
Annual General Meeting	Late October 2026
SPP	**Date**
Record Date for SPP	7:00pm AEST Tuesday, 08 September 2026
SPP Opens	Monday, 14 September 2026
SPP Closes	Friday, 02 October 2026
Announcement of SPP Results	Tuesday, 06 October 2026
Issue of SPP Shares	Thursday, 08 October 2026

FOS Capital CEO Con Scrinis said: “We are pleased with the strong support received from both existing and new investors. This capital raising strengthens the Company's balance sheet and provides funding to support several growth initiatives, including the Queensland Schools Lighting Upgrade Program and the continued expansion of ATS.

Combined with our strengthened order book, record quote pipeline, and cost reduction initiatives, this funding positions FOS to capitalise on the growth opportunities currently available across the Group.”

This announcement has been authorised for release to the ASX by the FOS Capital Limited Board of Directors. Any forward-looking statements are subject to market risks and uncertainties.

Contact

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