23 November 2026

$1M Placement Completed and $2M Underwritten R&D Facility

$3M package minimises dilution and ensures ATV is adequately funded

Activeport Group Ltd (ASX: ATV) (**Activeport** or the **Company**) is pleased to announce that it has accepted firm commitments to raise $1.0 million (before costs) through an oversubscribed placement to institutional, sophisticated and professional investors (**Placement**). The Company is considering a range of loan options that provide $2.0 million on reasonable terms, secured against its future research and development (R&D) tax incentive refunds (**R&D Facility**), and has entered into a loan underwriting agreement with Myer Walker HK Limited to ensure a $2.0 million facility is available heading into 2027.

Highlights

- Successfully completed a strongly oversubscribed placement accepting $1.0 million at $0.007 per share, a 9% discount to VWAP with zero attaching options.
- Considering a number of loan options providing a $2.0 million R&D Facility on reasonable terms, secured against future R&D tax refunds and fully underwritten.
- Debt-weighted funding package of $3.0 million minimises dilution for shareholders and ensures the company adequately funded in 2027.

Placement

The Placement comprises approximately 142.9 million new fully paid ordinary shares (**New Shares**) at $0.007 per New Share, a 9% discount to the 15-day VWAP of $0.0077. The New Shares will be issued under the Company's existing placement capacity under ASX Listing Rule 7.1 and will rank equally with existing shares. Settlement is expected on 25 November 2026 and New Shares issued on 26 November 2026.

Ord Minnett Limited acted as sole Lead Manager and Bookrunner and will receive a fee of 6.0% of the Placement proceeds. The Placement is not underwritten. Funds will be applied to working capital, software sales and R&D and costs of the offer.

Board and Senior Management subscribed for $100K of shares on the same terms. The issue of shares to Board members is subject to shareholder approval under ASX Listing Rule 10.11.

Peter Christie, Chairman and CEO said *"The Company is pleased to have Ord Minnett complete this equity round. In a tough tech sector ATV is experiencing strong support from investors, brokers and customers. ATV operates in the global telecommunications market that is somewhat insulated from short term economic fluctuations and any single economy's outlook. Our sales pipeline is strong, and revenue is growing so I am confident we can reach our targets with this funding package in place."*

R&D Loan Facility

The Company is considering a number of loan options that provide $2.0 million on reasonable terms, secured against its future R&D tax incentive refunds. Activeport has historically received approximately $1.5 million a year in R&D refunds; the amount of any refund depends on eligible expenditure and ATO assessment and is not guaranteed.

R&D Loan Underwriting Agreement

Myer Walker HK Limited (**Underwriter**) has agreed to fund up to $2.0 million of any shortfall in lender commitments under the R&D Facility, if called by the Company before 31 March 2027. In consideration, the Company will issue the Underwriter 3 million unquoted options in the existing ATVAN class, exercisable at $0.02 and expiring 30 November 2028 (**Commitment Options**) issued under the Company's placement capacity under ASX Listing Rule 7.1.

Up to an additional 9 million ATVAN class options may be issued pro-rata for amounts in excess of $500,000 drawn down from the Underwriter. Any amount the Underwriter funds has interest payable quarterly in cash at BBSW plus 9% per annum plus 2% overlay interest. The Company may repay the loan in full or in part at any time without penalty. The Company must repay the loan up to the amount of its FY27 R&D tax refund. If the Company defers the balance, the Underwriter may elect to have all or part of it repaid in shares at the lesser of 90% of the 10-day VWAP and $0.03, subject to prior shareholder approval and a 19.9% voting power cap.

Appendix 3B

An Appendix 3B for the proposed issue of the New Shares and the Commitment Options accompanies this announcement.

About Activeport: Activeport Group Ltd (ASX: ATV) delivers network automation and orchestration software to telecommunications, data centre and IT markets worldwide. Headquartered in Perth, with operations across Australia, Europe and India, Activeport turns existing infrastructure into scalable, automated, revenue-generating digital platforms.

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This announcement has been authorised for release by the Board of Activeport Group Ltd.