

atturra

Capital Raise Presentation

November 2022

Atturra Limited | ABN: 34 654 662 638 | Level 2, 10 Bond Street, Sydney, NSW 2000

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This investor presentation (Presentation) has been prepared by Atturra Limited (ACN 654 662 638) (Atturra or Company) and is dated 28 November 2022. This Presentation has been prepared in relation to a proposed capital raising comprising an underwritten pro rata accelerated non-renounceable entitlement offer (Entitlement Offer) of new fully paid ordinary shares in Atturra (New Shares) to eligible institutional investors and eligible retail investors (Entitlement Offer) and placement to eligible institutional investors (together, the Offer).

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Not an offer

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The Retail Entitlement Offer will be made on the basis of the information to be contained in the retail offer booklet to be prepared for eligible retail shareholders in Australia and New Zealand (Retail Offer Booklet), and made available following its lodgement with ASX. Any eligible retail shareholder in Australia and New Zealand who wishes to participate in the Retail Entitlement Offer should consider the Retail Offer Booklet before deciding whether to apply under the Retail Entitlement Offer. Anyone who wishes to apply for New Shares under the Retail Entitlement Offer will need to apply in accordance with the instructions contained in the Retail Offer Booklet and application form.

Financial Information

All information in this Presentation is in Australian dollars (\$) unless stated otherwise. A number of figures, amounts, percentages, estimates, calculations of value and fractions in this presentation are subject to the effect of rounding. Accordingly, the actual calculation of these figures may differ from the figures set out in this presentation and totals may vary slightly due to rounding. All references to financial years (FY) appearing in this Presentation are to the financial years ended on 30 June of the indicated year.

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Effect of rounding (if applicable)

Several figures, amounts, percentages, estimates and calculations of value in this Presentation are subject to the effect of rounding.

Past performance

Information regarding past performance, including past share price information, given in this Presentation is given for illustrative purposes only and should not be relied upon (and is not) an indication of its future performance or condition. The historical financial information contained in this Presentation is, or is based on, information that has previously been released to the market.

Disclaimer

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The Joint Lead Managers may have interests in the securities of Atturra, including by providing investment banking services to Atturra. Further, the Joint Lead Managers may act as market maker or buy or sell those securities or associated derivatives as principal or agent. The Joint Lead Managers may receive fees for acting as joint lead managers to the Offer.

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This Presentation may contain "forward-looking" statements including statements, guidance, forecasts, estimates, prospects, projections or statements in relation to future matters, including statements regarding Atturra's intent, belief or current expectations with respect to its business operations, market conditions, results of operations, financial conditions, and risk management practices. Forward-looking statements can generally be identified by the use of forward-looking words such as "anticipated", "expected", "aim", "predict", "projections", "should", "plans", "guidance", "forecast", "estimates", "could", "may", "target", "consider", "will" and other similar expressions. Indications of, and guidance on, future earnings, financial performance, and financial position are also forward-looking statements. Forward-looking statements including projections, indications or guidance on future earnings or financial position and estimates are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. The forward-looking statements contained in this Presentation involve known and unknown risks and uncertainties and other factors, many of which are beyond the control of the Company, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct. Forward-looking statements may also assume the success of the Company's business strategies and no assurance can be given that any of the strategies will be effective or that the anticipated benefits from the strategies will be realised in the period for which the forward-looking statements may have been prepared or otherwise.

Forward-looking statements, opinions and estimates are based on assumptions and contingencies which are subject to certain risks, uncertainties and change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions. Many of these risks are not in the control of Atturra. Should one or more of the risks or uncertainties materialise, or should underlying assumptions prove incorrect, there can be no assurance that actual outcomes will not differ materially from these statements. No independent third party has reviewed the reasonableness of these forward-looking statements. You should not place undue reliance on forward-looking statements and neither Atturra nor any of its directors, employees, advisers or agents assume any obligation to update such information.

No representation, warranty or assurance (express or implied) is given or made in relation to any forward-looking statement by any person (including the Company or any of its advisers). In particular, no representation, warranty or assurance (express or implied) is given that the occurrence of the events expressed or implied in any forward-looking statements in this Presentation will actually occur. Actual operations, results, performance, production targets or achievement may vary materially from any projections and forward-looking statements and the assumptions on which those statements are based. To the fullest extent permitted by law (including the ASX Listing Rules), the Atturra Parties disclaim any obligation or undertaking to release any updates or revisions to the information to reflect any change in expectations or assumptions.

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An investment in securities in Atturra is subject to known and unknown risks, some of which are beyond the control of Atturra and its related bodies corporate (the Group). Atturra does not guarantee any particular rate of return or the performance of the Group, nor does it guarantee any particular tax treatment. Investors should have regard to the risk factors outlined in this Presentation when making their investment decision and should make their own enquiries and investigations regarding all information in this Presentation, including the assumptions, uncertainties and contingencies which may affect future operations of the Group and the impact that different future outcomes may have on the Group.

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This document does not constitute an offer of New Shares in the Company in any jurisdiction in which it would be unlawful. In particular, this Presentation may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act").

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

Other than in the entitlement offer, the New Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

United States

This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The Entitlements and the New Shares have not been, and will not be, registered under the US Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States. Accordingly, these securities may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

The Entitlements and the New Shares will only be offered and sold in the United States to:

- "institutional accredited investors" within the meaning of Rule 501(a)(1), (2), (3), (7), (8), (9) and (12) under the US Securities Act; and
- dealers or other professional fiduciaries organized or incorporated in the United States that are acting for a discretionary or similar account (other than an estate or trust) held for the benefit or account of persons that are not US persons and for which they exercise investment discretion, within the meaning of Rule 902(k)(2)(i) of Regulation S under the US Securities Act.

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No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

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This document has been given to you on the basis that you are an "institutional investor" or an "accredited investor" (as such terms are defined in the SFA). If you are not such an investor, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party in Singapore. On-sale restrictions in Singapore may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

United Kingdom

Neither this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the New Shares.

The New Shares may not be offered or sold in the United Kingdom by means of this document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This document is issued on a confidential basis in the United Kingdom to "qualified investors" within the meaning of Article 2(e) of the UK Prospectus Regulation. This document may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investment to which this document relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this document.

Important Notice and Disclaimer

Representations

If you are an investor from one of the jurisdictions listed below, and wish to participate in the Institutional Placement or Entitlement Offer, you do so on the basis of the relevant representations below:

Hong Kong

If you (or any person for whom you are acquiring the New Shares) are in Hong Kong, you (and any such person) are a "professional investor" (as defined in the Securities and Futures Ordinance of Hong Kong, Chapter 571 of the Laws of Hong Kong).

New Zealand

If you (or any person for whom you are acquiring or procuring the New Shares) are in New Zealand, you (and any such person):

- a) are a person who (i) is an investment business within the meaning of clause 37 of Schedule 1 of the Financial Markets Conduct Act 2013 (New Zealand) (the "FMC Act"), (ii) meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act, (iii) is large within the meaning of clause 39 of Schedule 1 of the FMC Act, (iv) is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act or (v) is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act (and, if an eligible investor, have provided the necessary certification);
- b) acknowledge that: (i) Part 3 of the FMC Act shall not apply in respect of the offer of New Shares to you, (ii) no product disclosure statement or other disclosure document under the FMC Act may be prepared in respect of the offer of New Shares and (iii) any information provided to you in respect of the offer is not required to, and may not, contain all of the information that a product disclosure statement or other disclosure document under New Zealand law is required to contain;
- c) warrant that if in the future you elect to directly or indirectly offer or sell any of the New Shares allotted to you, you undertake not to do so in a manner that could result in (i) such offer or sale being viewed as requiring a product disclosure statement or other similar disclosure document or any registration or filing in New Zealand, (ii) any contravention of the FMC Act or (iii) the Company or its directors incurring any liability; and
- d) warrant that (i) any person for whom you are acquiring or procuring New Shares meets one or more of the criteria specified in subclause (a) above and (ii) you have received, where required, a safe harbour certificate in accordance with clause 44 of Schedule 1 of the FMC Act.

Singapore

If you (or any person for whom you are acquiring the New Shares) are in Singapore, you (and any such person):

- are an "institutional investor" or an "accredited investor" (as such terms are defined in the Securities and Futures Act 2001 of Singapore ("SFA"));
- will acquire the New Shares in accordance with applicable provisions of the SFA; and
- acknowledge that the offer of the New Shares is subject to the restrictions (including resale restrictions) set out in the SFA.

United Kingdom

If you (or any person for whom you are acquiring the New Shares) are in the United Kingdom, you (and any such person) are:

- a "qualified investor" within the meaning of Article 2(e) of the UK Prospectus Regulation; and
- within the categories of persons referred to in Article 19(5) (investment professionals) or Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the UK Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended.

United States

If you (or any person for whom you are acquiring or procuring the New Shares) are in the United States, you (and any such person) represent, warrant and acknowledge that:

- you are an "institutional accredited investors" within the meaning of Rule 501(a)(1), (2), (3), (7), (8), (9) and (12) under the US Securities Act
- you understands that the New Shares have not been registered under the Securities Act;
- you have had access to information about the Company, including a copy of any ASX announcement about the Offer; and
- you are purchasing the New Shares with investment intent and not with a view to resale or distribution.

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Executive Summary

Atturra's strong performance has continued through the start of FY23.

ATTURRA'S MISSION since listing remains unchanged. Atturra has identified a number of acquisitions, in various stages of negotiation and Due Diligence (DD) which are anticipated to close in 1H CY23.

The **ACQUISITIONS** focus on different areas of the business so they can easily be integrated using our tested processes.



ACQUISITION FUNDING

Atturra is conducting a \$25m capital raising at \$0.85/share comprising:

- a \$2.3m Placement; and

- 1 for 7.5 Accelerated Non-Renounceable Entitlement Offer (ANREO) to raise \$22.7m

Shareholders associated with Shan Kanji, Chairman have committed to take up 96% or \$12.5m of their entitlements



POST COMPLETION

FY24 Forecast post completion of the proposed Acquisitions

- Revenue of \$230-250M (increase of \$70-80M / 44-49% on FY23**);

- EBITDA* of \$22.5-24M (increase of \$7.3-7.8M / 48-49% on FY23**); and

- 0.4-0.8¢/share (6.6-13.7%) EPS accretive in FY24

* EBITDA pre- AASB-16

** Forecasted FY23 results in these calculations do not contain the impact of potential acquisitions

*** All revenue and EBITDA forecasts are estimates based on target representations that are subject to the outcomes of financial and other due diligence

Business Overview

Vision & Strategy

Atturra aims to be **Australia's leading Advisory and IT solutions provider.**

We will achieve this by focusing on these strategies:



Industry Strategy

FOCUS ON INDUSTRIES IN WHICH THERE IS:

A **high barrier to entry**, for example Defence requiring security clearances, which drives client retention.

No clear market leader so Atturra can become a market leader. This is the case in Local Government, Education and most recently Manufacturing.



Technology Strategy

FOCUS ON:

High growth technologies so it can grow in lockstep, for example Boomi and Smartsheet, which we are now market leaders in.

Specialist technologies, such as webMethods, OpenText and QAD, so Atturra can become the dominant player in those technologies.

Industry Focus for specialist IT services

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CUSTOMER SECTOR

CORE CUSTOMER DEMANDS

FY22 HIGHLIGHTS BY INDUSTRY



Local Government



Federal Government



Defence



Education



Utilities



Financial Services



Manufacturing

Simplify

Optimise

Modernise

Successfully completing significant projects across Australia and New Zealand, we believe we are a leading Technology One service provider and believe we are INFOR's largest partner in this space. Atturra has now worked with over 120+ councils across Australia and New Zealand.

One of the largest domestic Advisory, IT Services and Solutions providers to Federal Government, and engaged across most agencies. Our Government presence has continued to grow despite FY22 being a federal election year.

Over 250 security cleared personnel that provide both technical and advisory services to the Australian Defence Force and Federal Government Departments. Delivered over 40 defence contracts across a range of specialisations.

Continued expansion in Education and established new partnership with Berger Levrault (scheduling) Semestry alliance partner and their sole consulting partner for TermTime, ExamTime and MyTimetable solutions.

Ongoing updates to regulatory compliance is driving significant ongoing technology changes in the utilities industry. Atturra is a key partner enabling this change for energy providers relying on webMethods or Boomi technologies.

Atturra has created unique IP with an integration and data architecture building on multiple technologies to support the growing expansion of finance, superannuation and banking businesses.

Atturra, through the acquisition of Kettering has created a Manufacturing industry specialisation. Since acquiring Kettering Atturra agreed to take on additional clients from QAD increasing the client base from roughly 50 to over 70 manufacturers.

Atturra's Industry Growth



Local Government

Now worked with 120+ councils across Australia and New Zealand



Federal Government

One of the largest domestic providers and engaged across most agencies



Defence

Delivered over 40 defence contracts across a range of specialisations in FY22



Education

Grew to 35+ Education clients in FY22



Utilities

Grew to 35+ Utilities clients in FY22



Financial Services

Grew to 20+ Financial Services clients in FY22

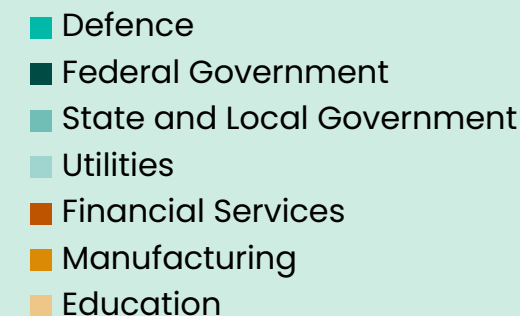
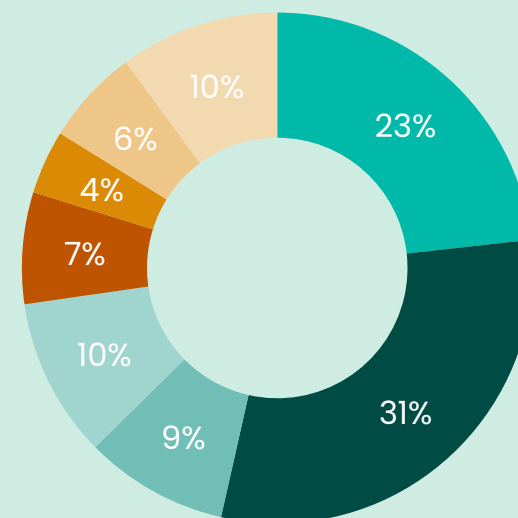


Manufacturing

Grew to 70+ Manufacturing clients in FY22

Client Metrics

FY22 Revenue by Industry



Business overview

Advisory & Consulting

Continuing demand in our Advisory & Consulting services with strong growth, and expanded capability in the key Government Industry Capabilities.

Business Applications

Expanded into the Manufacturing industry through the acquisition of Kettering. New Partnerships with Infor (#1 Pathway provider), Semestry (sole consulting partner in ANZ) and Berger Levrault (sole consulting partner in ANZ).

Data & Integration

Atturra believes it has the largest Boomi services team in Australia. Multiple APJ partner awards. Expansion into managed services with strategic wins. Portfolio now includes OpenText, leading to a partner ecosystem that supports an end-to-end data reference architecture.

Cloud Business Solutions

Increased our footprint in Federal Government, particularly in projects associated with critical Government priorities. Nominated as a finalist in the ARN Innovation Awards (Digital Transformation) Grown our AMS revenue and worked closely with Microsoft on expanding into State Government.

Change Management & Adoption

Change management continues to drive value for Atturra clients, with accelerating integration with other service lines. Continuing demand from existing and new clients, along with closer working relationships with our SI partners

Management Control Solutions

Introduced new prescriptive analytics solution and launched a new rapid application development practice leveraging our new partnership with OutSystems. Reaffirmed the partnership with the Royal Australian Air Force's Air Command, extending the terms of a strategic business transformation project.

Industry Engagement

Atturra continues to provide industry capability and expertise by connecting over 400 Australian SMEs with Defence, federal, state and local government clients.

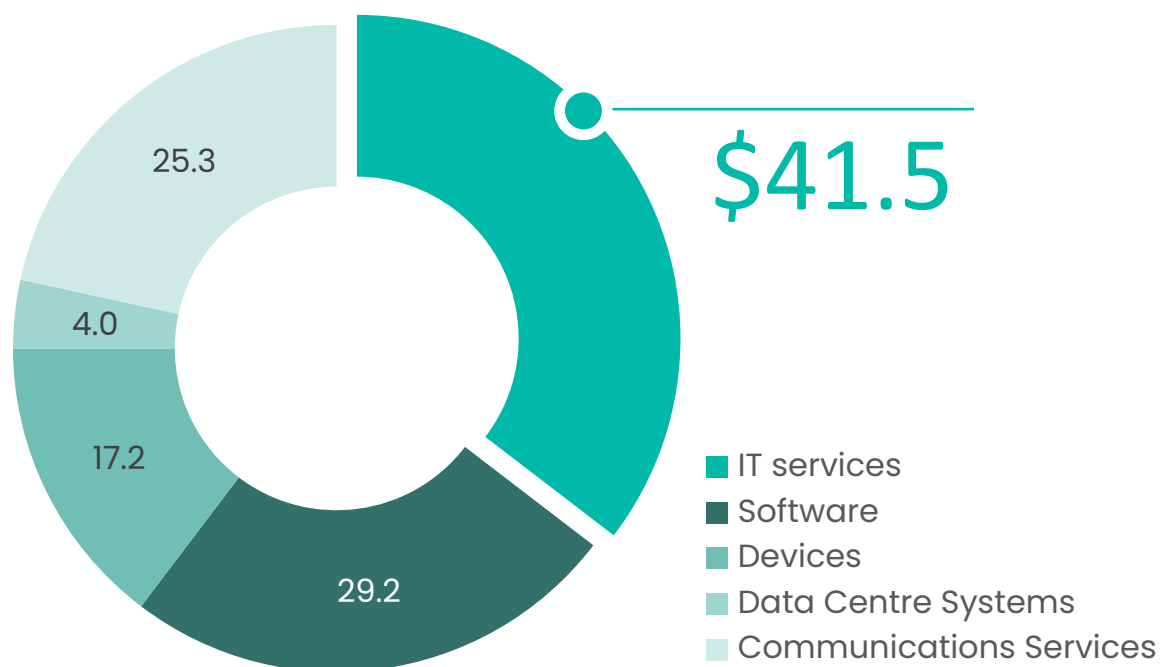


Total Addressable Market

2022

AUSTRALIA IT SPENDING FORECAST¹

(\$AUD Billions)



1. [Gartner](#)
2. [Intermedium](#)

atturra

Atturra Limited — Capital Raise Presentation

2022

MARKET SIZE¹

\$41.5B

(12.2% growth)

Estimated IT services
spend in Australia

2022-23

GOVERNMENT ICT BUDGET²

\$27.7B

Estimated Government
ICT Budget

DEFENCE ICT BUDGET²

\$6.4B

Estimated Defence
ICT Budget

Recent achievements



NEW WINS Managed Services

Displacing
Tier 1 incumbents



Sole Consulting partner

ANZ
Semestry, Berger
Levrault & QAD



Three Successful Acquisitions

AUGUST 21
Mentum Systems

MARCH 22
Kettering
Professional
Services

JUNE 2022
Hayes Information
Systems &
Communications



Award-winning

APJ 2022
Partner Award
for Boomi

APAC 2022
Partner Award
for Smartsheet

CRN 2022
Platform
Innovator Award



SHORTLISTED AFR & ARN awards

Most Innovative
Company

Digital
Transformation

FY22 Financial Performance

FY22 Financial Results

	FY22	FY21	%
Revenue from customers	134,579	98,339	37%
EBIT	12,355	9,578	29%
EBIT (Underlying)	13,811	6,956	99%
NPAT	8,085	7,565	7%
EPS (cents)	4.12	4.86	(15%)
Gross Profit Excluding Other Revenue	46,369	29,566	57%
Gross Margin	34%	30%	4%
EBIT Margin	9%	10%	(1)%
EBIT Margin (Underlying)	10%	7%	3%

Figures in AUD in thousands (\$) unless stated otherwise

37% increase in revenue to \$134.6m

Quality of business has improved,
Gross margin increased by 4% to 34%

Improved profitability
99% increase in underlying EBIT
to \$13.8m

Underlying EBIT margin
improved 3% to 10%

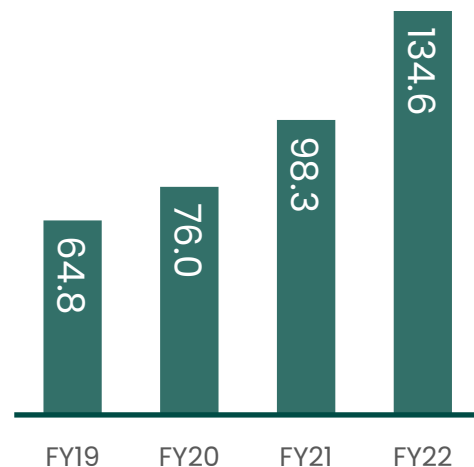
Earnings per share
is 4.12 cents

EBIT and Underlying EBIT
are calculated as follows

	FY22	FY21
Profit after income tax	8,085	7,565
Add: Interest expense	499	101
Less: Interest income	(10)	(4)
Add: Income tax expense	3,781	1,925
Reported EBIT	12,355	9,587
IPO expense	480	–
Share based payments	357	–
Government grants	–	(2,631)
Revalue contingent consideration	619	–
Underlying EBIT	13,811	6,956

Financials Snapshot

Consolidated Revenue (\$m)



Gross Profit (\$m)



Underlying EBIT (\$m)

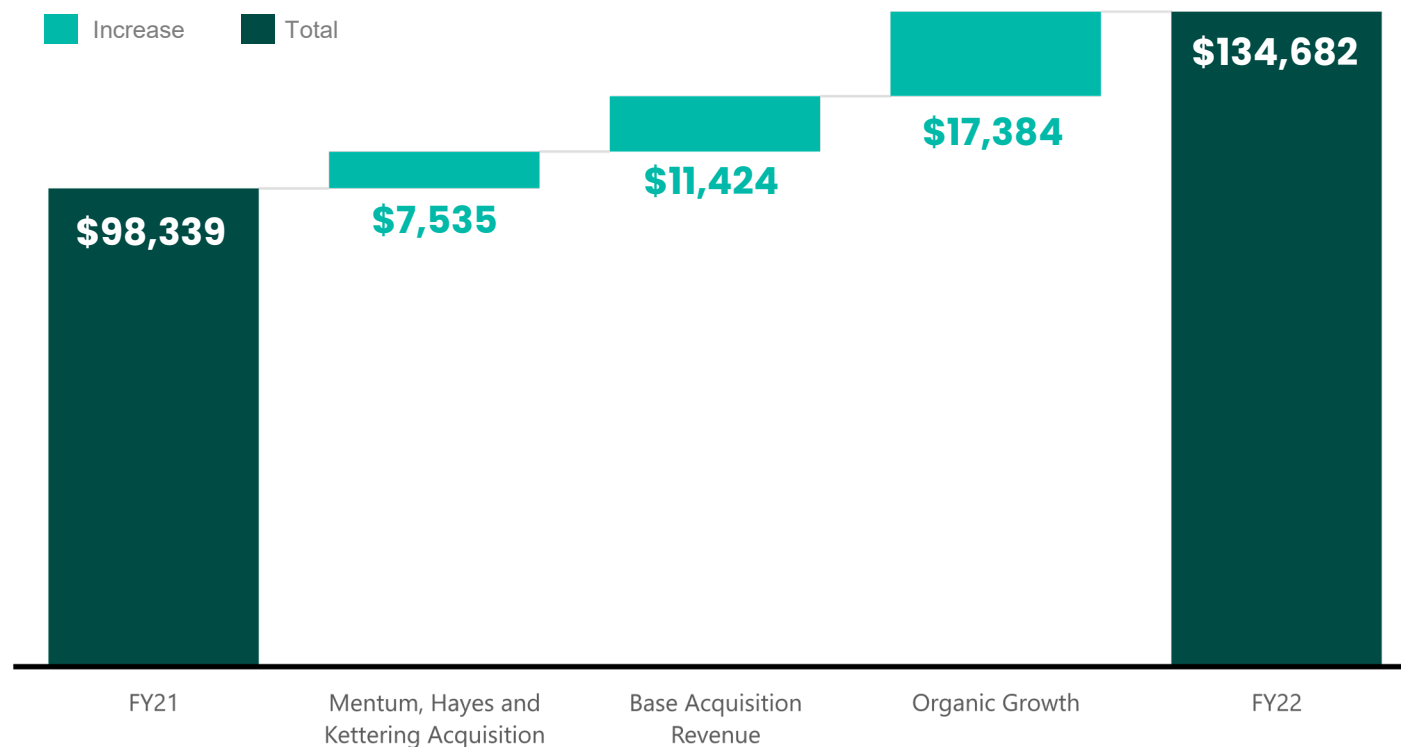


EBITDA (\$m)



* Underlying EBIT excludes IPO expenses and ESS paid in conjunction with the IPO. It also excludes Government grants and the one-off revaluation of contingent consideration (see slide 17).

FY22 Revenue Bridge*



* Note: The revenue bridge is unaudited.
Figures in AUD in thousands (\$) unless stated otherwise



37%

Strong Revenue growth of 37% on pcg driven by a mix of organic and inorganic growth made up of:

Organic growth 18%
Inorganic growth 19%

FY22 \$7.5M Revenue

Acquisition of Mentum (August 21), Kettering (March 22) & Hayes (June 22).

\$11.4M Base acquisition revenue

is the revenue of acquisitions made in FY21, based on the revenue of those Acquisitions in FY20.

Organic Growth

Growth from the core businesses and the growth of acquisitions since acquisition (difference between FY21 and FY22).

FY23 Outlook

FY23 Outlook

Growth philosophy

Our **growth philosophy** maintains consistent with our previously stated thesis to target growth of between 20-25%, with a mix of inorganic and organic growth.

160-167m

As a result, Atturra is forecasting a Revenue range of between \$160-\$167M (excluding impact of any acquisitions)

Investment philosophy

Our **investment philosophy** traditionally has been to focus on sustainable EBIT Margin of approximately 9% and investing consistently back into business growth and IP.

15-16m

For FY23 Atturra is expecting to achieve a slightly higher margin and is forecasting on delivering EBIT in the range of \$15-\$16M (excluding impact of any acquisitions and costs relating to capital raising)

Atturra strategy remains unchanged from IPO, however its acquisition pipeline is very strong and is experiencing good market conditions for Acquisitions.

Atturra is forecasting to close a small number of Acquisitions in 2H FY23, significantly expanding Atturra's footprint in the IT Services market within Australia.

Risks General Economic Risks and ability for Atturra to continue to acquire skills at the required rate and retain existing skills.

1H FY23 Outlook

Trading continues to be very strong

\$80M

On track to deliver
in excess of \$80M
Revenue for 1H FY23

* Based on trading up to 1 November 2022 plus 2 months forecast.

** Excludes costs related to the capital raising

\$7.5M

On track to deliver EBIT**
exceeding \$7.5m for 1H
FY23

30%

Exceeding 30% growth PCP
for both Revenue and EBIT**
when compared
to 1H FY22

Risks General Economic Risks and ability for Atturra to continue to acquire skills at the required rate and retain existing skills.

Acquisition Overview

Financial impacts of proposed acquisitions

FY24 ACQUISITIONS IMPACT

The proposed acquisitions impact on FY24 financials will be approximately:

Revenue**
\$55-65M

EBITDA*
\$5.8-6.2M

Including approximately \$500K of one-off integration costs.

FY24

If all proposed acquisitions proceed, it is anticipated that with current growth and strategy the group would achieve:

Revenue
\$230-250M

EBITDA*
\$22.5-24M

FY23 IMPACT ON FINANCIALS

The impact is heavily dependent on timing. Assuming the Acquisitions close on 31 March 2023, the impact on FY23 is expected as follows:

Revenue
\$13.6M**

EBITDA*
\$1.3M**

After all transaction costs and integration costs.

*EBITDA pre- AASB-16

** All revenue and EBITDA forecasts are estimates based on target representations that are subject to the outcomes of financial and other due diligence

***Each proposed acquisition is at an early stage, non-binding and indicative only. Formal transaction documents are yet to be drafted, negotiated and agreed. There is a significant risk the proposed acquisitions may not proceed. This that eventuates, Atturra has other possible acquisitions in its pipeline

01

Acquisition

Acquisition Key Traits

- A Managed Services provider with a very strong alignment to the Atturra Industry Strategy and an experienced and reputable management team.
- Over 75 on-shore staff providing 24 x 7 support
- Fully integrated and mature managed services provider
- Several key partnerships with tier-1 vendors
- NBIO signed on the 22nd of November

Strategic Rationale

Atturra currently has a limited Managed Services capability, but sees this capability as an important element of its future growth strategy. With the MOQ merger fallen through, Atturra is actively turning down larger end to end transactions that require a broad base support service. Managed Services Providers also have the benefit of securing long term procurement agreements with clients, making new incremental sales easier.

*Each proposed acquisition is at an early stage, non-binding and indicative only. Formal transaction documents are yet to be drafted, negotiated and agreed. There is a significant risk the proposed acquisitions may not proceed. This that eventuates, Atturra has other possible acquisitions in its pipeline

02

Acquisition

Acquisition Key Traits

- Is a Microsoft business that is complementary to one of our existing service offerings but has a portfolio of Government Departments that we currently do not service. In addition the acquisition has some specialist IP in the highly secure space that experiences low customer churn.
- Strong presence in Victorian Public Sector
- Top 10 Clients with an average tenure of over 10 years
- Strong recurring revenue with median tenure across all current clients 6.5 years
- NBIO signed, Tax and Finance due diligence commenced on the 21st of November. Legal due diligence is estimated to start on the 28th of November.

Strategic Rationale

Atturra already has a strong position in the secure Microsoft Services, this acquisition would provide Atturra immediate access to a set of core Government departments and agencies that it does not service. The expansion in departments would provide significant upside for Atturra to continue to expand its footprint.

*Each proposed acquisition is at an early stage, non-binding and indicative only. Formal transaction documents are yet to be drafted, negotiated and agreed. There is a significant risk the proposed acquisitions may not proceed. This that eventuates, Atturra has other possible acquisitions in its pipeline

03

Acquisition

Acquisition Key Traits

- Leader in the Enterprise Content Management (ECM) space, expanding Atturra current ECM capability and making Atturra a leader in the nominated Segment.
- Over 100 Australian Government customers with many 10 year+ relationships
- Current customer base help strengthen Atturra position in NSW and VIC state Government
- NBIO Signed. Legal, Tax and Finance due diligence commenced on the 16th of November.

Strategic Rationale

This acquisition would give Atturra a unique position in the ECM space as Atturra will be a leading company in the specified technology stack. Atturra's leadership position would provide a consistent and profitable revenue stream, as well as positioning Atturra as a key provider in any system transition in the ECM space.

*Each proposed acquisition is at an early stage, non-binding and indicative only. Formal transaction documents are yet to be drafted, negotiated and agreed. There is a significant risk the proposed acquisitions may not proceed. This that eventuates, Atturra has other possible acquisitions in its pipeline

Capital Raising

Offer Details

Offer size and structure	<p>Capital raising of approximately \$25 million via a:</p> <ul style="list-style-type: none">• A fully underwritten Placement of approximately 2.67 million shares (representing approximately 1.3% of issued capital pre-issue) to institutional and sophisticated investors to raise approximately \$2.3 million (“Placement”)• A 1 for 7.5 fully underwritten accelerated pro-rata non-renounceable entitlement offer (“Entitlement Offer”) to existing shareholders as of the Record Date to raise approximately \$22.7 million comprising of:<ul style="list-style-type: none">• an accelerated institutional component (“Institutional Entitlement Offer”); and• a retail component (“Retail Entitlement Offer”) <p>The Placement and Entitlement Offer are together referred to as the (“Offer”)</p>
Offer pricing	<p>New Shares will be issued at a fixed price of \$0.85 (Offer Price):</p> <ul style="list-style-type: none">• 15.8% discount to the last traded price of \$1.01 on 25 November 2022• 14.9% discount to the 5-day VWAP of \$0.999• 14.1% discount to theoretical ex-rights price (TERP) of \$0.99
Use of proceeds	<p>To fund strategic acquisitions Costs of the offer</p>
Ranking	<p>Pari passu with existing shares on issue</p>
Joint Lead Managers & Underwriters	<p>Morgans Corporate Limited & Shaw and Partners Limited</p>

Sources & use of funds

SOURCES OF FUNDS	A\$M	USES OF FUNDS	A\$M
Placement	2.3	Acquisitions	24.2
Entitlement Offer	22.7	Capital raising costs	0.8
Total	25.0	Total	25.0

Acquisitions

- Atturra has identified a number of acquisitions, in various stages of negotiation and Due Diligence which are anticipated to close in 1H CY23.
- The acquisitions will significantly expand Atturra's footprint in the IT Services market within Australia.
- Each proposed acquisition is at an early stage, non-binding and indicative only. Formal transaction documents are yet to be drafted, negotiated and agreed. If the proposed acquisitions do not proceed, Atturra has other possible acquisitions in its pipeline.

Offer Timeline

EVENT	DATE
Announcement of Placement and Entitlement Offer	Monday, 28 November 2022
Entitlement Offer Record Date	7.00pm (AEDT) Wednesday, 30 November 2022
Institutional Placement and Entitlement Offer	
Institutional Placement and Entitlement Offer opens	Monday, 28 November 2022
Institutional Placement and Entitlement Offer closes	Tuesday, 29 November 2022
Announcement of results of Institutional Placement and Entitlement Offer	Wednesday, 30 November 2022
Shares recommence trading	Wednesday, 30 November 2022
Settlement of Institutional Placement and Entitlement Offer	Friday, 2 December 2022
Issue and allotment of New Shares issued under the Institutional Placement and Entitlement Offer	Monday, 5 December 2022
Commencement of trading of New Shares issued under the Institutional Placement and Entitlement Offer	Tuesday, 6 December 2022
Retail Entitlement Offer	
Letter despatched to Eligible Retail Shareholders containing a link to access the retail offer booklet and Retail Entitlement Offer opens	Monday, 5 December 2022
Retail Entitlement Offer closes	Thursday, 15 December 2022
Announcement of results of Retail Entitlement Offer	Monday, 19 December 2022
Settlement of Retail Entitlement Offer	Wednesday, 21 December 2022
Issue and allotment of New Shares issued under the Retail Entitlement Offer	Thursday, 22 December 2022
Commencement of trading of New Shares Issued under the Retail Entitlement Offer	Friday, 23 December 2022

Key Risks

Key Risks

RISK	DESCRIPTION
Exposure to acquisition risks	<p>There is a risk that Atturra will not complete the acquisitions contemplated by this presentation, or may not complete those acquisitions on the terms currently contemplated, as a result of due diligence findings or other factors. In addition, there is a risk that the Company may not be able to identify and acquire other suitable businesses.</p> <p>If any future acquisitions are completed, there is a risk that the underlying assets do not ultimately produce the financial returns that the Company anticipated or that it may not be able to integrate effectively the operations, products, technologies and personnel of any acquired companies. There is a risk that the Company may suffer loss or damage flowing from unforeseen events in relation to the underlying assets and liabilities of any future or potential acquisitions which may have an adverse effect on the Company's financial and operational performance.</p>
Ability to attract and retain clients	<p>Atturra is dependent on its ability to attract new clients and retain existing clients in order to generate and increase revenue. There is a risk that Atturra will not be able to attract new clients at the rate it currently expects or has experienced historically or that it will not be able to retain existing clients when contract terms expire which may have a material adverse impact on the financial performance of the Company.</p>
Operating in a competitive industry	<p>Atturra competes with a number of other companies that provide similar IT services and its operating performance is influenced by a number of factors. In particular, it operates in an industry that sees disruptors entering the market with new technologies which may threaten an existing offering or make some of the Company's service offerings redundant. This may impact Atturra's ability to retain existing clients and attract new clients</p>

RISK	DESCRIPTION
Third party technology reliance	<p>Atturra relies on the success of third-party software to deliver its service offerings. Its' operations would be materially impacted if existing third-party suppliers no longer made their software and technologies available to the Company or materially increased the price of the use of their software or technologies.</p> <p>There is a risk that third-party vendors will commence their own services' arm. Clients may elect to engage such vendors over Atturra which may have an adverse impact on the financial performance of the Company.</p>
Service offerings may fail to meet requirements	<p>Atturra relies on continued investment in its service offerings. There is a risk that upgrading service offerings or transitioning clients onto newly developed service offerings may result in unforeseen costs, may fail to achieve anticipated revenue or may not achieve the intended outcomes. A failure by Atturra to provide its service offerings with functionality that meets client requirements would have an adverse impact on its ability to develop new client relationships and maintain existing client relationships.</p>
Diminishing reputation of brand	<p>There is a risk that Atturra's reputation could be affected by the actions of third parties, such as business partners, technology providers and its client base. There is also a risk that unforeseen issues or events may arise that adversely impact its reputation. If Atturra's reputation is diminished, it may result in existing clients ceasing to do business with the Company, the failure to attract potential new clients, or impede Atturra's ability to compete successfully which may adversely affect the Company's future financial performance.</p>
Failure to attract and retain key personnel	<p>Atturra's success depends upon the continued service of key management, technical and sales personnel. There is a risk that Atturra's growth, and in particular the continued development of its service offerings will be limited by an inability to attract and/or retain key staff. This risk is particularly acute in relation to the retention of key personnel engaged by companies that are the subject of future acquisitions. If Atturra fails to attract and retain key personnel, the pace of its future growth may be restricted, and the quality of its service offerings may be reduced.</p>

Key Risks

RISK	DESCRIPTION
Exposure to potential breaches of data security	Data security and associated procedures are of significant importance to the retention of existing clients of the Company. There is a risk that the Company will be exposed to cyber-attacks, unauthorised access to data, theft and disruption and that security and technical precaution measures taken by Atturra and its third-party operators will not be sufficient to prevent this. There is also a risk that Atturra's service offerings are adversely affected by misuse by staff or contractors, disruption, failure, service outages or data corruption that could occur as a result of computer viruses, bugs, worms, malware, internal or external misuse by website, hacking or cyber-attacks. Such circumstances could negatively impact Atturra's reputation, business and future financial performance.
Failure to effectively manage growth	The Company's future success depends on its ability to effectively manage growth in revenue, employee number and the customer base. Failure to do so could result in failure to attract and retain customers which could adversely affect the Company's operating and financial performance.
Ability to access future capital	<p>The Company may require further financing in the future to fund its future growth and acquisition strategy, in addition to amounts raised under the Offer. Any additional equity financing may be dilutive to shareholders, may be undertaken at lower prices than the current market price or may involve restrictive covenants which limit the Company's operations and business strategy. Debt financing, if available, may involve restrictions on financing and operating activities.</p> <p>If the Company is unable to obtain additional financing as needed, it may be required to limit or cease its growth and acquisition plans and this could have a material adverse effect on the Company's value.</p>

RISK	DESCRIPTION
Lack of registrable IP	The Company does not have any registrable IP in relation to its software codes nor does it hold any patents in relation to its service offerings. The Company however does have other forms of IP such as business "know how", trade secrets and other copyright materials such as reference materials obtained from previous projects and engagement with clients. In the event that senior employees leave the Company, there is a risk that business "know how" or trade secrets in relation to a service offering provided by the Company may be lost and unable to be regained by the Company. This may affect the Company's ability to continue to offer a particular service offering or result in the capability of a Company's service offering, which may in turn have an adverse effect on the Company's financial and operational performance.
Price of Shares	The Company is subject to general market risk that is inherent in all securities listed on a stock exchange. This may result in fluctuations in the Company's share price that are not explained by the Company's fundamental operations and activities. Share market conditions are affected by many factors such as: (a) general economic outlook; (b) interest rates and inflation rates; (c) currency fluctuations; (d) changes in investor sentiment toward particular market sectors; (e) the demand for, and supply of, capital; (f) political developments and global sanctions; (g) terrorism, war or other hostilities; and (h) pandemics or other events which have profound impacts on a local or global scale.
Dividends may fluctuate	Dividends are discretionary and do not accrue. The rate of dividends may fluctuate or the Company may not pay dividends at all. There is a risk that dividends may become less attractive compared to returns on comparable securities or investments. None of the Company, the Company's directors or any other person guarantees any particular rate of return on ordinary shares.

Key Risks

RISK	DESCRIPTION
Taxation changes	An investment in securities involves tax considerations which differ for each securityholder depending on their individual financial affairs. Changes in tax law or changes in the way taxation laws are interpreted may impact Atturra's tax liabilities or the tax treatment of a securityholder's investment.
Litigation risk	In the ordinary course of business, Atturra may be involved in litigation disputes from time to time. Litigation disputes with third parties may adversely impact the financial performance and industry standing of the business.
Force majeure	Significant catastrophic events (such as war, acts of terrorism, pandemics, loss of power, cyber security breaches or global threats) or natural disasters (such as earthquakes, fire or floods or the outbreak of epidemic disease) could disrupt the Company's operations and those of its clients. Such impacts may affect the Company's ability to deliver services to its clients by interrupting critical functions, reducing demand for the Company's services, preventing clients from honouring their contractual obligations to the Company, or otherwise harming the Company's business.

RISK	DESCRIPTION
Underwriting risk	<p>The Company has entered into an agreement with the Joint Lead Managers (Underwriting Agreement) with respect to \$2.3 million under the Placement and \$22.7 million under the Entitlement Offer. The Joint Lead Managers obligation to underwrite the Placement and Entitlement Offer is subject to customary terms and conditions, including termination rights for the Joint Lead Managers in specific circumstances, which are summarised on slides 36 to 39.</p> <p>If the Underwriting Agreement is terminated for any reason, then the Company may not receive the full amount of \$25 million underwritten amount, its financial position may change, and it may need to take other steps to raise capital.</p>
Other risks	The above risks should not be taken as a complete list of the risks associated with an investment in Atturra shares. The risks outlined above and other risks specifically referred to may in the future materially adversely affect the value of Atturra shares and the financial performance of the Company. No assurance or guarantee or future performance or profitability of Atturra or the value of Atturra shares is given.

Underwriting Agreement - Termination Rights

Underwriting agreement – Termination Rights

The Company has entered into an agreement with the Joint Lead Managers (Underwriting Agreement) with respect to \$2.3 million under the Placement and \$22.7 under the Entitlement Offer. The obligation of the Joint Lead Managers to underwrite the Placement and fully underwrite the Entitlement Offer is subject to terms and conditions, including termination rights for the Joint Lead Managers in specific circumstances. A Joint Lead Manager may, by notice given to the Company (the Issuer) and the other Joint Lead Manager, and without costs or liability to the Joint Lead Manager, immediately terminate if any one or more of the Termination Events (summarised on the following slides) occurs or has occurred and:

- a) **(Unqualified)** that Termination Event is not marked with an “*”, or
- b) **(Qualified)** that Termination Event is marked with an “*” and, in the reasonable opinion of the Joint Lead Managers:
 - i. the event has had or is likely to have, individually or in the aggregate, a material adverse effect on the financial condition, financial position or financial prospects of the Issuer or the Issuer Group or the market price of the Offer Securities; or
 - ii. the event has had or is likely to have, individually or in the aggregate, a material adverse effect on the success or outcome of the Offer, or the ability of the Joint Lead Managers to market or promote or settle the Offer; or
 - iii. the Joint Lead Managers will or are likely to contravene, be involved in a contravention of, or incur a liability under the Corporations Act or any other applicable law as a result of the event.

The Underwriting Agreement is subject to finalisation of the agreed Termination Events.

Termination Events

- a) **(misleading disclosure)** a statement contained in the Offer Materials is or becomes misleading or deceptive or likely to mislead or deceive or a matter required to be included is omitted from the Offer Materials
- b) **(information)** the Due Diligence Committee Report or any information supplied by or on behalf of the Issuer to the Underwriters for the purposes of the Due Diligence Investigations, the Offer Materials, or the Offer, is false, misleading or deceptive in a material respect
- c) **(Offer Cleansing Statements)** an Offer Cleansing Statement is Defective, or a Corrective Statement is required to be issued under the Corporations Act (other than as a result of a new circumstance arising);
- d) *** (new circumstance)** an obligation arises on the Issuer to give ASX a notice in accordance with section 708AA(12) of the Corporations Act or a new circumstance arises or becomes known which, if known at the time of issue of any Offer Materials would have been required to be included in those Offer Materials;
- e) **(material adverse change)** any material adverse change, or material development (including but not limited to any regulatory change) or material event involving a prospective change, in the condition, financial or otherwise, or in the assets, liabilities, earnings, business, operations, management, profits, losses or prospects of the Issuer, or the Issuer Group;
- f) **(market fall)** the ASX/S&P 300 Index:
 - i. closes on two consecutive Business Days; or
 - ii. closes on the trading day immediately prior to the Institutional Settlement Date or the Retail Settlement Date (as applicable),

more than 10.0% below its level at market close on the Business Day immediately preceding the date of this document

- g) *** (future matters)** any estimate or expression of opinion, belief, expectation or intention, or statement relating to future matters (including any forecast or prospective financial statements, information or data or the assumptions or sensitivity in relation thereto) in any Offer Materials is or becomes incapable of being met or, in the reasonable opinion of the Joint Lead Managers, unlikely to be met in the projected timeframe;
- h) *** (change of law)** there is introduced or there is a public announcement of a proposal to introduce, into the Parliament of Australia or any State of Australia a new law, or the Reserve Bank of Australia, or any Commonwealth or State authority, adopts or announces a proposal to adopt a new policy (other than a law or policy which has been announced before the date of this document), any of which does or in the reasonable opinion of the Joint Lead Managers is likely to prohibit or adversely affect or regulate the Offer, capital issues or stock markets or the Joint Lead Managers' ability to promote or market the Offer or enforce contracts to issue or allot the Offer Securities, or adversely affect the taxation treatment of the Offer Securities;
- i) **(unable to proceed)** the Issuer is or will be prevented from conducting or completing the Offer (including granting the Entitlements or issuing Offer Securities) by or in accordance with the Listing Rules, ASIC, ASX, any applicable laws or an order of a court of competent jurisdiction, or otherwise are or will become unable or unwilling to do any of these things or a third party applies to a court of competent jurisdiction seeking orders to prevent, or which will have the effect of preventing any of these things;

Underwriting agreement – Termination Rights

- j) **(force majeure)** there is an event or occurrence, including any statute, order, rule, regulation, directive or request (including one compliance with which is in accordance with the general practice of persons to whom the directive or request is addressed) of any Government Agency which makes it illegal for the Joint Lead Managers to satisfy an obligation under this document, or to market, promote or settle the Offer;
- k) **(listing)**
- i. the Issuer ceases to be admitted to the official list of ASX or the Securities (or interests in them) cease trading or are suspended from official quotation or cease to be quoted on the ASX; or
 - ii. ASX makes any official statement to any person, or indicates to the Issuer or the Joint Lead Managers that it will not grant permission for the official quotation of the Institutional Acceptance Securities, Institutional Shortfall Securities, Placement Securities, Retail Acceptance Securities or Retail Shortfall Securities; or
 - iii. permission for the official quotation of the Institutional Acceptance Securities, Institutional Shortfall Securities, Placement Securities, Retail Acceptance Securities or Retail Shortfall Securities is granted before the date of issue of those Offer Securities, the approval is subsequently withdrawn, qualified or withheld;
- l) **(applications)** an application is made by ASIC for an order under Part 9.5 of the Corporations Act in relation to the Offer Materials or the Offer or ASIC commences, or gives notice of an intention to hold, any investigation or hearing in relation to the Offer or any of the Offer Materials or prosecutes or commences proceedings against or gives notice of an intention to prosecute or commence proceedings against the Issuer;
- m) **(no misleading or deceptive conduct)** the Issuer engages in conduct that is misleading or deceptive or which is likely to mislead or deceive in connection with the making of the Offer;
- n) **(withdrawal)** the Issuer withdraws or indicates that it does not intend to proceed with the Offer or any part of the Offer or withdraws a document forming part of the Offer Materials;
- o) **(market disruption)** either of the following occurs:
- i. a general moratorium on commercial banking activities in Australia, the United States of America, Singapore, Hong Kong or the United Kingdom is declared by the relevant central banking authority in any of those countries; or
 - ii. trading in all securities quoted or listed on ASX, the London Stock Exchange, the Hong Kong Stock Exchange or the New York Stock Exchange is suspended or limited in a material respect for more than one day on which that exchange is open for trading;
- p) *** (hostilities)** any of the following occurs:
- i. there is an outbreak of hostilities not presently existing or a major escalation in existing hostilities occurs (in each case, whether or not a war or a national emergency has been declared);
 - ii. a declaration is made of a national emergency or war; or
 - iii. a terrorist act is perpetrated;
- involving any one or more of Australia, New Zealand, the United States of America, the United Kingdom, any member state of the European Union, the People's Republic of China, Hong Kong or Singapore, any diplomatic, military, commercial or political establishment of any of these countries elsewhere in the world;
- q) *** (political or economic conditions)** the occurrence of any adverse change or disruption to financial, political or economic conditions, currency exchange rates or controls or financial markets in Australia, New Zealand, any member state of the European Union, the United States of America, the United Kingdom, the People's Republic of China, Hong Kong or Singapore;
- r) *** (representations and warranties)** a representation and warranty contained in this document on the part of the Issuer is untrue or incorrect when given or taken to be given or becomes untrue or incorrect;
- s) **(Certificate)** any Certificate which is required to be furnished by the Issuer under this document is not furnished when required or is untrue, incorrect or misleading;
- t) **(delay)** any event specified in this document (including in the Timetable) to occur:
- i. before, or on, the Institutional Issue Date is delayed by 1 day or more; or
 - ii. after the Institutional Issue Date is delayed by 2 days or more,
- in each case, without the prior written consent of the Joint Lead Managers;
- u) **(unauthorised change)** the Issuer or an Issuer Group Member:
- i. disposes, or agrees to dispose, of the whole, or a substantial part, of its business or property other than as contemplated in the Offer Materials;
 - ii. ceases or threatens to cease to carry on business;
 - iii. alters its capital structure, other than as contemplated in the Offer Materials;

Underwriting agreement – Termination Rights

- v) **(constitution)** the Issuer or an Issuer Group Member amends its constitution or other constituent document of an Issuer Group Member or announces a proposal to amend its constitution other than an amendment disclosed to the Underwriters prior to the date of this document;
- w) * **(breach)** the Issuer fails to perform or observe any of its obligations under this document;
- x) * **(compliance)**:
 - i. a contravention by the Issuer or any Issuer Group Member of the Corporations Act, the Constitution (or equivalent applicable documents), the Listing Rules, any applicable laws, or a requirement, order or request made by or on behalf of the ASIC, ASX or any other Government Agency or any agreement entered into by it; or
 - ii. any Offer Materials or any aspect of the Offer does not comply with the Corporations Act, the Listing Rules, the ASX Waivers or any other applicable law or regulation;
- y) **(change in directors or management)** a change to the chief executive officer or the board of directors of the Issuer occurs, or any such changes are announced;
- u) * **(legal proceedings and offence by Directors)** any of the following occurs:
 - i. legal proceedings are commenced against the Company or any member of the Group;
 - ii. a director or senior member of management of the Issuer engages in any fraudulent conduct or activity, or is charged with an indictable offence;
 - iii. any Government Agency commences any public proceedings against the Issuer or any director in their capacity as a director of the Issuer, or announces that it intends to take such action; or
 - iv. any director of the Issuer is disqualified from managing a corporation under Part 2D.6 of the Corporations Act;
- aa) * **(public statements)**:
 - i. the Issuer or an entity in the Group issues a public statement concerning the Offer which has not been approved by the Joint Lead Managers; or
 - ii. a statement in any of the Public Information is or becomes misleading or deceptive or likely to mislead or deceive;
- bb) **(Encumbrance)** other than in the ordinary course of business a person Encumbers or agrees to Encumber, the whole or a substantial part of the business or property of the Issuer or the Issuer Group;
- cc) **(ASX Waivers or ASIC Modifications)** ASX withdraws, revokes or amends any ASX Waivers or ASIC Modifications;
- dd) **(Trading Halt)** the Trading Halt ends before the expiry of the relevant period referred to in the Timetable without the prior written consent of the Joint Lead Managers;
- ee) **(Insolvency)** an Insolvency Event occurs in relation to an Issuer Group Member or there is an act which has occurred or any omission made which would result in an Insolvency Event occurring in respect of any Issuer Group Member;
- ff) * **(prescribed occurrence)** an event specified in sections 652C(1) or (2) of the Corporations Act occurs, in relation to the Issuer or any other Issuer Group Member.

atturra

Thank you

CONTACT DETAILS

Stephen Kowal
CEO
02 9657 0999
Stephen.Kowal@atturra.com

Atturra Limited | ABN 34 654 662 638 | Level 2, 10 Bond Street, Sydney NSW 2000

