

**ASX Announcement**  
20 November 2024

**Traffic Technologies Entitlement Offer**  
**Despatch of Prospectus and Entitlement Offer documents**

Traffic Technologies Ltd (ACN 080 415 407) (ASX: TTI) (**TTI** or **Company**) refers to its non-renounceable pro-rata entitlement offer of new fully paid ordinary shares that was announced on Monday, 11 November 2024 (**Offer**). Under the Offer, Eligible Shareholders will be able to subscribe for shares on a 1 for 2 basis, and will also receive one (1) free attaching option for every one (1) Share issued under the entitlement offer.

The Offer is made under the replacement prospectus lodged by the Company with ASIC and ASX on Monday, 11 November 2024 (**Prospectus**).

Only registered holders of Shares with a registered address in Australia, New Zealand, Hong Kong and the United Kingdom on the Record Date will be eligible to participate in the Entitlement Offer (**Eligible Shareholders**). Shareholders who are not Eligible Shareholders will not be able to participate in the Entitlement Offer (**Ineligible Shareholders**).

The Company advises that it will today complete despatch of the Prospectus and Entitlement and Acceptance Forms to Eligible Shareholders, by way of despatch of the attached letter to Eligible Shareholders. A letter is also being despatched to Ineligible Shareholders, as also attached.

For further information on the Offer, please contact the Company's Share Registry, from 8.30am to 5.30pm (AEDT), Monday to Friday, on 1300 850 505 (from within Australia) or +61 3 9415 4000 (from outside Australia). If you have any questions in relation to whether an investment in the Company through the Offer is appropriate for you, please contact your stockbroker, accountant or other professional adviser.

This announcement was authorised for release to the market by the Board of Traffic Technologies Limited.

**For further information, please contact:**

Mr. Con Liosatos  
Managing Director  
T: +61 3 9430 0222  
E: con.liosatos@traffictld.com.au

To stay up to date on company news and announcements, please register your details on the Traffic Technologies investor portal: <https://tti.irmau.com/>.

## LETTER TO ELIGIBLE SHAREHOLDERS – NON-RENOUNCEABLE RIGHTS ISSUE

Dear Shareholder

On behalf of the Board, I am pleased to advise that the Company is undertaking a pro-rata non-renounceable entitlement offer of one (1) new Share for every two (2) Shares held by Eligible Shareholders registered at the Record Date at an issue price of \$0.005 (0.5 cents) per Share (**Offer Price**), together with one (1) free attaching Option for every one (1) new Share applied for and issued, with an Exercise Price of \$0.01 (1 cent) and an Expiry Date, being 24 months from the date of issue (**New Options**), to raise approximately \$2.8 million (before costs and excluding any additional capital that may be raised upon the exercise of the New Options) (**Entitlement Offer**).

The replacement prospectus dated 11 November 2024 and released to the market on that date (**Prospectus**) contains details of the Offer. You should read the Prospectus carefully.

### Business overview

Demand for the Company's products and services remains strong with significant investment by Federal and State governments in road infrastructure projects across Australia. The Company's order book remains solid with forward orders of over \$8m and several long-term customer term contracts extending for up to 5 years to the value of over \$21m.

Whilst revenue for the past year continued to be affected by capital constraints within the Company's existing working capital facilities, the Company is addressing the issue with several initiatives. These include rationalising the composition of its working capital facilities to ensure a more appropriate facility structure in line with the current requirements of the business. This has resulted in the completion of refinancing of some of its debt facilities, including entering into a convertible note agreement for USD \$3m, a share placement and a manufacturing service agreement with the Season Group, a Hong Kong-based electronic manufacturing services provider.

The aim of the Offer is to provide further working capital to increase its orders of new equipment and materials to enable the Company to better service its customers.

### Entitlement Offer overview

Under the Entitlement Offer, Eligible Shareholders are entitled to subscribe for 1 Share at the Offer Price for every 2 Shares held at 7:00pm (AEDT) on the Record Date of Friday, 15 November 2024 (**Entitlement**).

**This letter is to notify you that the Entitlement Offer is now open and to provide you with instructions on how to obtain a copy of the Prospectus and your personalised Entitlement and Acceptance Form.**

#### How to obtain a copy of the Prospectus and your personalised Entitlement and Acceptance Form:

- 1. ONLINE:** To accept the offer and subscribe for New Shares under the Entitlement Offer, Eligible Shareholders can view a copy of the Prospectus and their personalised Entitlement and Acceptance Form online at [www.computersharecas.com.au/ttioffer](http://www.computersharecas.com.au/ttioffer). To access the website, you will need your SRN or HIN, which is displayed at the top of this letter.
- 2. PAPER:** You can request a paper copy of the Prospectus and your personalised Entitlement and Acceptance Form by contacting the Information Line which can be reached on 1300 850 505 (from within Australia) or +61 3 9415 4000 (from outside Australia).

To participate, you must ensure that you have completed your application by paying application monies (**Application Monies**) by BPAY® or EFT (for eligible overseas holders only), so that they are received by the Share Registry before 5:00pm (AEDT) on Friday, 6 December 2024.

If you do not wish to take up any of your Entitlement, you do not have to take any action. The Entitlement Offer is non-renounceable so Entitlements will not be tradeable.

**Indicative Timetable**

Event	Date*
Announcement of Entitlement Offer Lodgement of Prospectus with ASIC and ASX	Monday, 11 November 2024
"Ex" date (being the date that Shares start trading without the Entitlements to participate in the Entitlement Offer)	Thursday, 14 November 2024
Record Date for determining Entitlements	Friday, 15 November 2024
Despatch Prospectus and entitlement forms to Eligible Shareholders Ineligible Shareholders letters despatched and announcement of despatch Opening Date	Wednesday, 20 November 2024
Last day to extend Closing Date	Tuesday, 3 December 2024
Closing Date	Friday, 6 December 2024
Securities quoted on a deferred settlement basis	Monday, 9 December 2024
Announcement of the results of the Entitlement Offer and shortfall (if any)	Wednesday, 11 December 2024
Issue date and lodgement of Appendix 2A with ASX for Securities issued under the Entitlement Offer	Friday, 13 December 2024
Quotation of Securities issued under the Entitlement Offer	Monday, 16 December 2024

The above dates are indicative only and may be subject to change.

**Further information**

Further details of the Entitlement Offer, as well as the risks associated with investing in the Entitlement Offer are set out in the Prospectus which you should read carefully and in its entirety.

Con Liosatos has indicated that he will participate in this Entitlement Offer.

**Queries**

If you have any questions in relation to how to participate in the Offer, please contact the Share Registry, from 8.30am to 5.00pm (AEDT), Monday to Friday, on 1300 850 505 (from within Australia) or +61 3 9415 4000 (from outside Australia). If you have any questions in relation to whether an investment in the Company through the Offer is appropriate for you, please contact your stockbroker, accountant or other professional adviser.

Thank you for your continued support of Traffic Technologies Ltd.

Yours sincerely

Cary Stynes

Non-Executive Chairman

*The Prospectus is important and should be read in its entirety. If you do not understand its contents or are in doubt as to the course you should follow, you should consult your stockbroker, accountant or professional adviser before deciding to apply for Shares or New Options under the Entitlement Offer. The Shares and New Options offered by the Prospectus should be considered as speculative. Nothing contained in this document constitutes investment, legal, tax or other advice. Investors should seek appropriate professional advice before making any investment decision. All amounts are in Australian dollars unless otherwise indicated. Not for release to US wire services or distribution in the United States.*

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## LETTER TO INELIGIBLE SHAREHOLDERS – NON-RENOUCEABLE RIGHTS ISSUE

Dear Shareholder

Pursuant to the replacement prospectus lodged with ASX and ASIC on Monday, 11 November 2024 (**Prospectus**), Traffic Technologies Ltd ACN 080 415 407 (ASX: TTI) (**TTI** or **Company**) is undertaking a non-renounceable pro-rata entitlement offer of new fully paid ordinary shares in TTI (**Shares**) on a 1 for 2 basis, at an issue price of \$0.005 per Share to raise approximately \$2.8 million (before costs), whereby participants will also receive one (1) free attaching option for every one (1) Share issued under the entitlement offer (**New Option**) (collectively, "**the Offer**").

Capitalised terms used, but not defined in this letter have the meaning given to those terms in the Prospectus.

This letter is to inform you about the Offer and to explain why you will not be able to subscribe for Shares and New Options under the Offer. This letter is not an offer to issue Shares or New Options to you, nor an invitation to you to apply for Shares or New Options. **You are not required to do anything in response to this letter.**

### Offer

The Offer is being made to Eligible Shareholders (as defined below) on the basis of 1 Share for every 2 existing Shares held in the Company, with 1 free-attaching New Option for every 1 Share issued (**Entitlement**) as at 7.00 pm (AEDT) on Friday, 15 November 2024 (**Record Date**).

Eligible Shareholders will be able to take up their Entitlement as well as apply for additional Shares and Options not subscribed under the Offer. Further details about the Offer are set out in the Prospectus which is available on ASX's website.

Shareholders who are eligible to participate in the Offer (**Eligible Shareholders**) are those who:

- (a) are registered as the holder of shares in the Company as at 7.00 pm (AEDT) on the Record Date;
- (b) are recorded in the Company's register of members as having a registered address in Australia, New Zealand, Hong Kong or the United Kingdom;
- (c) are as far as the Company is aware, are not located in the United States and are not a person (including a nominee or custodian) acting for the account or benefit of a person in the United States; and
- (d) are not otherwise ineligible under all applicable securities laws to receive an offer under the Offer.

### Eligibility criteria

In determining eligibility, pursuant to Listing Rule 7.7.1(a) and section 9A(3) of the Corporations Act, the Company has had regard to the legal and regulatory requirements of making offers of securities in certain countries, the number of Shareholders in those countries and the number of Shares they hold, the value of Shares and New Options to which those Shareholders would otherwise be entitled to and the cost of complying with the legal and regulatory requirement in those countries.

The Company has determined, pursuant to Listing Rule 7.7.1(a) and section 9A(3) of the Corporations Act, that it would be unreasonable to make offers under the Offer to all Shareholders with addresses outside of Australia, New Zealand, Hong Kong or the United Kingdom or such persons not otherwise elected at the Company's discretion (**Ineligible Shareholders**). This is due to the legal and regulatory requirements in countries other than Australia, New Zealand, Hong Kong or the United Kingdom, and the potential costs to the Company of complying with these requirements, compared with the relatively small number of shareholders in those countries, the relatively small number of existing Shares they hold and the relatively low value of the Shares and New Options for which those Shareholders would otherwise be entitled to subscribe.

Accordingly, the Offer is not being extended to Ineligible Shareholders. Any Entitlements to Shares and New Options of such Ineligible Shareholders will form part of the shortfall of the Offer.

**No right to participate**

Unfortunately, according to our records, you do not satisfy the eligibility criteria for an Eligible Shareholder. Accordingly, in compliance with ASX Listing Rule 7.7.1(b) and section 9A(3) of the Corporations Act, the Company wishes to advise you that it will not be extending the Offer to you and you will not be able to subscribe for Shares and New Options under the Offer. You will not be sent the documents relating to the Offer or be able to subscribe for Shares and New Options under the Offer.

**Further information**

For further information on the Offer please contact the Company's Share Registry, from 8.30am to 5.30pm (AEDT), Monday to Friday, on 1300 850 505 (from within Australia) or +61 3 9415 4000 (from outside Australia). If you have any questions in relation to whether an investment in the Company through the Offer is appropriate for you, please contact your stockbroker, accountant or other professional adviser.

On behalf of the Board and management of Traffic Technologies Ltd, we thank you for your continued interest and support of the Company.

Yours sincerely

Cary Stynes

Non-Executive Chairman

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