

This is a Supplementary Prospectus dated 13 December 2021 and is intended to be read with the first supplementary prospectus dated 24 November 2021 and the Prospectus dated 17 November 2021 relating to the Offer to apply for Shares in the Company.

Atturra Limited ACN 654 662 638 Second Supplementary Prospectus

Important Information

This supplementary prospectus is dated 13 December 2021 (**Second Supplementary Prospectus**) and was lodged with the Australian Securities and Investments Commission (**ASIC**) on the same date. This Second Supplementary Prospectus supplements the supplementary prospectus dated 24 November 2021 (**First Supplementary Prospectus**) and the prospectus dated 17 November 2021 (**Prospectus**) issued by Atturra Limited ACN 654 662 638 (**Company**) in relation to the Offer of Shares by the Company. Unless otherwise indicated, terms defined in the Prospectus have the same meaning in this Second Supplementary Prospectus.

Neither ASIC nor ASX takes any responsibility for the contents of this Second Supplementary Prospectus. This Second Supplementary Prospectus must be read together with the Prospectus. Other than the changes set out below, all other details in the First Supplementary Prospectus and the Prospectus remain unchanged.

Pursuant to section 719(4) of the *Corporations Act 2001* (Cth) (**Corporations Act**), the Prospectus is taken to include this Second Supplementary Prospectus. If there is a conflict between the Prospectus and the Second Supplementary Prospectus, the Second Supplementary Prospectus will prevail.

This Second Supplementary Prospectus provides important information to assist investors in deciding whether to invest in the Company and should be read in its entirety. If, after reading this Second Supplementary Prospectus, you have any questions, you should consult your professional adviser.

This Second Supplementary Prospectus, the First Supplementary Prospectus and the Prospectus will generally be made available in electronic form, copies of which can be downloaded from the Company's website at <https://atturra.com/au-en/ipo>.

As at the date of this Second Supplementary Prospectus, the Company has not issued any Shares pursuant to the Prospectus.

1. Reasons for the Second Supplementary Prospectus

This Second Supplementary Prospectus has been prepared to provide additional information to investors as set out in Section 2 below with respect to the Performance Rights to be issued to Stephen Kowal.

2. Updates to the Prospectus

- 2.1** Section 8.3.6.1 of the Prospectus (page 123) is amended by including the following sentence underneath the second paragraph, as follows:

"The maximum of number of securities that can be issued under the LTI Plan is 2,550,000 Performance Rights."

- 2.2** Section 8.3.6.2 of the Prospectus (page 126) is amended by including the following sentence underneath the first paragraph, as follows:

"The maximum of number of securities that can be issued under the Exempt Employee Incentive Plan is 800,000 Plan Shares."

2.3 The following is included as a new section, entitled "Section 8.3.6.3 Rights attaching to Performance Rights", as follows:

The Performance Rights are to be issued to remunerate or incentivise Stephen Kowal and are not ordinary course of business remuneration securities.

The Company is in an important stage of development and the proposed issue of the Performance Rights seeks to align the efforts of Stephen Kowal in seeking to achieve growth of the Share price and in the creation of Shareholder value. In addition, the Board also believes that incentivising with Performance Rights is a prudent means of conserving the Company's available cash reserves and aligning Stephen Kowal interests with that of the broader shareholder group. The Board further considers that it is appropriate to incentivise Stephen Kowal to continue to attract and maintain highly experienced and qualified executives in a competitive market.

The Board determined that the number of Performance Rights to be issued to Stephen Kowal based on a valuation of \$375,000, which was obtained by looking at the contracted long term incentive plan in the CEO contract which had a long term incentive value of \$375,000. This value was based on the board reviewing the market incentives of similar roles, and the growth expectations of the board and determined that that was an appropriate total salary package. The salary package of Stephen Kowal is \$375,000 salary, \$375,000 short term incentive and \$375,000 long term incentive.

Mr Kowal holds a total of 6,872,943 Shares, for which he paid a total consideration of \$242,673.30. These Shares were issued over the last 3 years. Mr Kowal will also be liable for tax on the difference between the value of the shares and consideration paid to the Company.

The following terms and conditions apply to the Performance Rights to be issued to Mr Stephen Kowal:

- (a) **(Plan)**: The Performance Rights are to be issued under the Company's LTI Plan. The below terms of the Performance Rights are to be read subject to the rules of the Company's LTI Plan, as summarised in Section 8.3.6.1.
- (b) **(Entitlement)**: Subject to the terms and conditions set out below, each Performance Right, once vested, entitles Mr Kowal to the issue of one Share.
- (c) **(Performance Criteria)**: Subject to these terms and conditions, a Performance Right will only vest if the Board determines that the following Performance Criteria have been satisfied:
 - (i) for the FYE 30 June 2022, the Company must meet or exceed the Prospectus EBIT forecast; and
 - (ii) as at the date of release of the audited annual results for the FYE 30 June 2024 the total shareholder return for the Company (ie, dividends plus increase or decrease in share price) must be 78% or greater than the IPO issue price, based on the 30-day Volume Weighted Average Price of Atturra ordinary shares for the 30 days before the date of announcement of the 2024 annual results,(together, the **Performance Criteria**).
- (d) **(Allocation of Shares)**: If both the Performance Criteria are satisfied, the Performance Rights will vest and the Company will allocate to Mr Kowal:
 - (i) half of the 750,000 Shares in December 2024; and
 - (ii) the other half of the 750,000 Shares in December 2025,

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provided that, in each case, Mr Kowal continues to be an employee of a subsidiary of the Company as at December 2024 (to be able to receive the first 375,000 Shares) and as at December 2025 (to be able to receive the second 375,000 Shares), as the case may be.

- (e) **(Notification of Share allocation):** The Company must ensure that, as soon as reasonably practicable after the allocation of Shares, Mr Kowal is given written notice specifying the number of Shares allocated, the acquisition date of those Shares, and the acquisition price of those Shares.
- (f) **(Consideration):** The Performance Rights will be granted for nil cash consideration and no consideration will be payable upon the issue of Shares after vesting.
- (g) **(Expiry Date):** Each Performance Right will expire on the earlier to occur of:
 - (i) 30 June 2026; and
 - (ii) the Performance Right lapsing and being forfeited under these terms and conditions or as otherwise set out in the LTI Plan,

(Expiry Date). For the avoidance of doubt any vested but unexercised Performance Rights will automatically lapse on the Expiry Date.
- (h) **(Transfer):** The Performance Rights are not transferable.
- (i) **(No rights to return of capital):** The Performance Rights do not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- (j) **(No rights on winding up):** The Performance Rights do not entitle the holder to participate in the surplus profits or assets of the Company upon the winding up of the Company.
- (k) **(Quotation):** No application for quotation of the Performance Rights will be made by the Company.
- (l) **(Dividend and voting rights):** The Performance Rights do not confer on the holder an entitlement to vote at general meetings of the Company or to receive dividends.
- (m) **(Shares issued on exercise):** All Shares issued upon the conversion of Performance Rights will upon issue rank pari passu in all respects with the then Shares of the Company.
- (n) **(Restrictions on transfer of Shares):** If the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on conversion of the Performance Rights may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act. Except as set out in the Company's Trading Policy and applicable laws, no other specific disposal restrictions apply to any Shares that are issued or transferred as a result of the conversion of the Performance Rights.
- (o) **(Reorganisation of capital):** In the event of any reorganisation (including consolidation, subdivision, reduction, capital return, buy back or cancellation) of the issued share capital of the Company, the rights attaching to Performance Rights shall be proportionately adjusted for any increase or decrease in the number of issued Shares.
- (p) **(Participation in entitlements and bonus issues):** The Performance Rights do not entitle Mr Kowal (in his capacity as a holder of Performance Rights) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.

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3. Consents

The Company confirms that as at the date of this Second Supplementary Prospectus, each of the parties that have been named as having consented to being named in the Prospectus have not withdrawn that consent.

4. Directors' belief

The Directors believe that the information contained in this Second Supplementary Prospectus is not materially adverse from the point of view of an investor.

5. Directors' authorisation

This Second Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors. In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Second Supplementary Prospectus with ASIC.

Signed for and on behalf of Atturra Limited by:



Mr Shan Kanji
Chairman

Dated: 13 December 2021