

PRE-QUOTATION DISCLOSURE

Atturra Limited (**Atturra** or **Company**) provides the following pre-quotations disclosures and confirmations to ASX Limited (**ASX**) to satisfy the conditions for admission of the Company's fully paid ordinary shares (**Shares**) to the official list of the ASX.

All capitalised terms used in this announcement have the meaning given in the prospectus issued by the Company and lodged with ASIC on 17 November 2021 (**Prospectus**) unless otherwise stated.

1. Completion of the Restructure and issues of securities

The Company confirms that:

- a) the conditions precedent to the Restructure have been satisfied (without waiver); and
- b) the completion of the Restructure, including completion of the issue of 150,277,368 Shares to the Selling Shareholders has been completed.

The Company further confirms it has completed the issue of 750,000 Performance Rights to Stephen Kowal.

2. Capital Structure

The Company's capital structure is as follows:

Security	Number
Shares	200,550,449
Performance Rights	750,000

3. Restricted Securities

The Company confirms that the following securities are subject to voluntary escrow restrictions for the periods outlined below:

Security	Number	Restriction Period
Shares	29,175,250*	Until 1 October 2022
Shares	82,172,066	Until 1 October 2023
Shares	38,930,053	Until 1 October 2024

*4,677,240 of the 29,175,250 Shares held in voluntary escrow until 1 October 2022 are held by an entity controlled by Jeff Bugden who is a

Atturra Limited
ABN 34 654 662 638

Sydney +61 2 9657 0999
Melbourne +61 3 9935 8333
Brisbane +61 7 3810 0000
Canberra +61 2 6154 5900

retired member of Atturra. In certain circumstances he can sell those Shares between 21 March 2022 and 1 October 2022.

4. Departures from Corporate Governance Principles

The Company's departures from the ASX Recommendations are set out in the following table:

ASX Recommendation	Explanation for departure
<p>Recommendation 2.4</p> <p>A majority of the board of a listed entity should be Independent Directors.</p>	<p>The Board considers that Mr Kanji and Mr Kowal are not Independent Directors. Accordingly, the Company does not satisfy recommendation 2.4. However, the Company is not at the size or complexity to warrant the appointment of an additional Independent Director.</p>
<p>Recommendation 2.5</p> <p>The chair of the board of a listed entity should be an Independent Director and, in particular, should not be the same person as the CEO of the entity.</p>	<p>The Board has appointed Mr Kanji as the Non-Independent Chairman of the Board. Accordingly, the Company does not satisfy recommendation 2.5. However, the Board considers Mr Kanji to be the most appropriate person to act as the Chairman of the Board given his experience and knowledge of the Company and industry.</p>

5. Terms of the waivers

ASX Listing Rule 1.1 Condition 12

ASX has granted the Company a waiver from ASX Listing Rule 1.1 Condition 12 to the extent necessary to permit the Company to have on issue 750,000 Performance Rights issued to a director with a nil exercise price issued under the Company's incentive plan, on the condition that the full terms and conditions of the Performance Rights are disclosed to the market by way of a supplementary prospectus.

ASX Listing Rule 6.1

ASX has confirmed to the Company that the terms of the 750,000 Performance Rights issued to Mr Stephen Kowal, a director of the Company, are appropriate and equitable pursuant to ASX Listing Rule 6.1 on the following conditions:

1. The Company discloses the following details in respect of the Performance Rights:
 - (a) the party to whom the Performance Rights are to be issued;
 - (b) any relationship the recipient of the Performance Rights or an associate of the recipient has with the entity;
 - (c) In respect of those Performance Rights to be issued to incentivise employees of the Company:
 - (i) a statement that Performance Rights are to be issued to remunerate or incentivise a director and are not ordinary course of business remuneration securities;
 - (ii) details of the role (if any) the director will play in meeting the respective performance milestones;
 - (iii) details of the existing total remuneration package of the director;
 - (iv) if the director or any of their associates hold securities in the entity, details of those securities and the consideration they paid or provided for those securities;
 - (v) an explanation why it was considered necessary or appropriate to further remunerate or incentivise the director to achieve the applicable performance milestones;
 - (vi) details of how the Company determined the number of Performance Rights issued to the director and why it was considered that number to be appropriate and equitable;
 - (b) The number of ordinary shares that the Performance Rights will convert into if the applicable performance milestones are met and the impact that will have on the Company's capital structure.

- (c) The full terms of the Performance Rights, including:
 - (i) The Performance Rights are not quoted.
 - (ii) The Performance Rights are not transferrable.
 - (iii) The Performance Rights do not confer any right to vote, except as otherwise required by law.
 - (iv) The Performance Rights do not permit the holder to participate in new issues of capital such as bonus issues and entitlement issues.
 - (v) The Performance Rights do not carry an entitlement to a dividend.
 - (vi) The Performance Rights do not permit the holder to participate in a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
 - (vii) The Performance Rights do not carry an entitlement to participate in the surplus profit or asset of the Company upon winding up of the Company.
 - (viii) Each Performance Right is converted into one fully paid ordinary share on achievement of the relevant milestone.
 - (ix) If the relevant class of Performance Rights is not converted into a share by the relevant expiry date then all the Performance Rights of that class lapse.
- 2. The Company makes an announcement immediately upon satisfaction of any milestones, the conversion of any of the Performance Rights and the expiry of any of the Performances Rights.
- 3. The terms and conditions of the Performance Rights, including without limitation the relevant milestones that have to be satisfied before each Performance Rights converts into an

ordinary share, are not to be changed without the prior approval of ASX and the Company's shareholders.

4. Upon conversion of the Performance Rights, the Company will apply to the ASX for quotation of the shares within the requisite time period.
5. The Company discloses the following in each annual report and annual audited financial accounts, half yearly report issued by the Company in respect of any period during which any of the Performance Rights remain on issue or were converted or cancelled:
 - (a) The number of Performance Rights on issue during the relevant period;
 - (b) A summary of the terms and conditions of the Performance Rights, including without limitation the number of ordinary shares into which they are convertible and the relevant milestones;
 - (c) Whether any of the Performance Rights were converted or cancelled during that period; and
 - (d) Whether any milestones were met during the period.

This announcement has been authorised for release by the CEO and Executive Director.

For further information please contact:

Kunal Shah

Company Secretary
E: Company.Secretary@atturra.com

About Atturra:

Atturra (previously known as FTS Group) is one of Australia's most extensive privately-owned IT services and consulting companies, focused on providing end-to-end transformation services to its clients. Atturra goes to market directly and through several key service offerings, including advisory and consulting, business



applications, cloud services, data and integration, management control solutions and change management and adoption.

Atturra is headquartered in Sydney and has offices in Melbourne, Canberra, and Brisbane. With more than 550 people across Australia, Atturra helps both the public and private sectors adapt and grow by delivering business and technology outcomes. Visit atturra.com to know more.