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MR SAM SAMPLE  
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123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

11 November 2021

Dear Shareholder

**Traffic Technologies Ltd Rights Issue Offer - Ineligible Shareholders**

On 3 November 2021, Traffic Technologies Ltd (**Company**) announced that it is undertaking a non-renounceable right issue of 7 ordinary shares in the capital of the Company (**Share**) for every 10 Shares held at the record date of 7.00pm (AEDT) on Monday 8 November 2021 (**Record Date**), at an issue price of \$0.03 per Share to raise up to approximately \$10.13 million (before costs) (**Offer**).

The Offer is being made without a prospectus or other disclosure document in accordance with section 708AA of the Corporations Act. A copy of the above announcement with further details of the Offer is available on the Company's website ([www.trafficltd.com.au](http://www.trafficltd.com.au)) and on the ASX Announcement Platform. A copy of the Rights Issue Offer Document has been lodged with the ASX and is available on the Company's website ([www.trafficltd.com.au](http://www.trafficltd.com.au)) and on the ASX Announcement Platform.

As permitted by law, the Company has decided that it is unreasonable to make the Offer to any Shareholder with a registered address outside Australia or New Zealand as at the Record Date, having regard to:

- (a) the number of Shareholders with addresses in such other countries as a proportion of total Shareholders in the Company;
- (b) the number and value of the Shares those Shareholders would be offered under the Offer; and
- (c) the cost to the Company of complying with applicable legal and regulatory requirements in such other countries.

Accordingly, the Offer will not be made to shareholders resident in the jurisdiction in which your shareholding is registered.

This letter is to inform you that under the terms of the Offer, you are an ineligible shareholder and therefore not eligible to subscribe for Shares under the Offer and no entitlements will be issued to you. This letter is not an offer to issue Shares or entitlements to you, nor an invitation for you to apply for Shares under the Offer.

If you have any questions regarding your shareholding, please contact the Lead Manager on 03 8080 5795 (within Australia) + 61 3 8080 5795 (outside Australia), or email [advisers@reachmarkets.com.au](mailto:advisers@reachmarkets.com.au).

We also invite you to join Traffic Technologies Managing Director Con Liosatos for a shareholder briefing, during which Con will discuss the Companies growth and successful acquisition as well as how TTI is looking to replace debt for equity and are now EBIT positive. This is a live and interactive online session, and participants are encouraged to ask questions. Register here - <https://trafficechnologies.investorportal.com.au/shareholder-briefing/>

Yours faithfully

Peter Crafter  
Company Secretary  
**Traffic Technologies Ltd**

## Important Information

This letter is for information purposes only and does not constitute an offer, invitation or recommendation to subscribe for, retain or purchase any securities in the Company in any jurisdiction. This letter does not constitute financial product advice and does not and will not form part of any contract for the acquisition of shares in the Company.

This letter does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. No action has been made or will be taken to register, qualify or otherwise permit a public offering of the New Shares in any jurisdiction outside Australia or New Zealand. In particular, neither the entitlements nor the New Shares have been, or will be, registered under the U.S. Securities Act, as amended (the "**Securities Act**") or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Entitlements may not be exercised or taken up by, and the New Shares may not be offered or sold to, persons in the United States or persons who are acting for the account or benefit of persons in the United States unless they are offered and sold in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws.

Certain statements made in this letter are forward-looking statements. These forward-looking statements are not historical facts but rather are based on the Company's current expectations, estimates and projections about the industry in which the Company operates, and beliefs and assumptions. Words such as "anticipates", "expects", "intends", "plans", "believes", "seeks", "estimates", and similar expressions are intended to identify forward-looking statements. These statements are not guarantees of future performance and are subject to known and unknown risks, uncertainties and other factors, some of which are beyond the control of the Company, are difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements. The Company cautions shareholders and prospective shareholders not to place undue reliance on these forward-looking statements, which reflect the view of the Company only as of the date of this letter. The forward-looking statements made in this letter relate only to events as of the date on which the statements are made. The Company will not undertake any obligation to release publicly any revisions or updates to these forward-looking statements to reflect events, circumstances or unanticipated events occurring after the date of this letter except as required by law or by any appropriate regulatory authority.