

27 April 2022

## ASX ANNOUNCEMENT

### Update on Senetas investment in EON Reality Inc

- EON Reality Inc has announced it has signed a definitive business combination agreement to pursue a NASDAQ listing
- The NASDAQ listing would be via a special purpose acquisition company (SPAC) together with Arogo Capital Acquisition Corp (NASDAQ: AOGOU, AOGO, AOGOW) (Arogo)
- The transaction is subject to a number of preconditions including approval by Arogo stockholders, SEC and Nasdaq approvals, satisfaction or waiver of closing conditions in the merger agreement, and is currently estimated to close in the second half of 2022

Senetas Corporation Ltd (ASX: SEN) (Senetas), is pleased to refer to the attached announcement made overnight by EON Reality Inc (EON) in relation to the pursuit of a proposed merger with a subsidiary of Arogo and NASDAQ listing. Senetas is delighted that EON is moving towards a potential liquidity event that will assist in ascribing a value to Senetas' investment in EON.

Senetas' investment in EON was made during the financial year ended 30 June 2000 and was subsequently written off by the Board based on the Board's inability to ascribe a carrying value for the investment. Senetas has continued to hold the investment in EON at a nil carrying value and whilst the announcement is encouraging, and the Board is supportive of the proposed transaction, for the reasons set out below, Senetas intends to maintain this nil carrying value until such time as there is a liquidity event that provides the Board with an independent value of the EON investment.

Senetas' investment in EON is in the form of Series B and C convertible stock that once converted is expected to represent approximately 2.24% of EON's current issued share capital (i.e. prior to the proposed merger with Arogo's subsidiary). The merger with Arogo's subsidiary will dilute the stock holdings of EON's members, the extent to which will not be known until the extent of redemptions by Arogo's stock holders is known.

Senetas' stock holding also carries certain dividend rights that date back to the year 2000. If the proposed merger with a subsidiary of Arogo and NASDAQ listing of EON were to proceed on the terms currently proposed, Senetas' dividend entitlement will also convert to common stock. The conversion of this dividend entitlement will potentially represent an additional approximately 0.87% of EON's current issued share capital (prior to the impact of the proposed merger and issue of stock by EON to Arogo's stock holders), with 50% of this additional stock being held in escrow until 2 years following the closing of the proposed transaction. In total this would potentially give Senetas a stock holding that would represent approximately 3.11% of EON's current issued share capital (including the escrowed stock) prior to the impact of the proposed merger and issue of stock by EON to Arogo's stock holders.

The ultimate percentage of EON stock that Senetas may hold at the time of a Nasdaq listing of EON, should the transaction proceed, will largely depend on the level of participation or redemption by the Arogo SPAC stockholders in the merger. Including the 24 month escrowed stock referred above, and assuming EON does not raise further capital over that 24 month escrow period, Senetas currently estimates that its holding of the post merger EON entity may be in the





range of 2.3% to 2.5%, with final numbers to be confirmed if and when closing of the merger occurs.

Senetas notes that the proposed NASDAQ listing of EON via a SPAC is subject to a number of preconditions referred to in the attached announcement from EON and is still highly speculative. Further, even if the listing proceeds as planned, there is no guarantee that Senetas would be able to realise any of its investment in EON in the immediate future or at prices at which the transaction occurs.

Accordingly, due to the number of contingencies still outstanding, Senetas has not ascribed any value to its investment in EON at this stage. This may change in the future as more details come to light, and Senetas will continue to keep the market updated as and when appropriate.

The Senetas Board has approved this announcement.

## END

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## ABOUT SENETAS

Senetas is a global leader in high-performance encryption security solutions. Senetas cybersecurity solutions are developed and manufactured in Australia. **Senetas high-speed encryptors** protect network data in transit without compromising performance. They include certified high-assurance hardware encryptors for core IT network infrastructure and virtualised encryption to the network edge. For secure user-friendly file sharing and collaboration, **SureDrop** is the most secure application also providing 100% data sovereignty control and protection against malware and zero-day attacks.

All Senetas solutions share a crypto-agile and quantum-ready end-to-end encryption platform.

Senetas solutions are used to protect much of the world's most sensitive data, from enterprise, government, defence and intelligence agency data, to technology service provider and critical national infrastructure customers against data breaches and cyber-attacks. Leveraging end-to-end encryption, state-of-the-art key management and quantum-ready design, they provide long-term data protection without compromising network and application performance, or user experience.

Senetas encryption solutions are used in more than 40 countries. They are distributed and supported internationally by Thales, the world's largest security company.

[www.senetas.com](http://www.senetas.com)



## **Announcement released by EON Reality, Inc.**

*EON Reality, Inc. Will Become a Public Company Listed on NASDAQ Under the Name EON Reality, Inc.*

**Miami, FL; Irvine, CA, April 26, 2022** – Arogo Capital Acquisition Corp. (NASDAQ: “AOGOU, AOGO, AOGOW”) (“Arogo”), a special purpose acquisition corporation, announced today that it has entered into a definitive business combination agreement with EON Reality, Inc. (“EON Reality”), a global leader in Virtual and Augmented Reality and Knowledge Metaverse industry and education solutions. Upon closing of the transaction, the combined entity, which will retain the name of EON Reality, Inc., will be led by seasoned chief executive officer, Dan Lejerskar, Founder, Chairman and CEO of the current EON Reality. With over 20-years experience as a solution and thought leader in Virtual and Augmented Reality, EON Reality has grown into a global leader for academic and industry training solutions. EON Reality believes that knowledge is a human right which should be available, accessible, and affordable for every person on the planet!

To achieve this goal, EON Reality has developed the de-facto standard for XR education and industry solutions that support devices from mobile phones to head-mounted displays to large-scale screens and even to facilities. As a result of the culmination of years of work with global enterprises and world-class academic institutions, EON Reality’s EON-XR serves as the primary product and content delivery vehicle for XR education and industry solutions. Founded around EON Reality’s fundamental human right principles that a person should “Learn, Train, Perform”, **EON-XR** contains the backend support and architecture that large organizations need to quickly and efficiently build, deploy, and scale XR applications to supplement their employees’ current training and increase productivity efforts.

### **Management Comments**

“Virtual and Augmented Reality and Knowledge Metaverse are among the biggest opportunities right now with immense growth potentials ahead. Amidst all the excitements and rush to enter this space, EON Reality stands out distinctly and firmly on strong foundations built over the many years with a clear purpose of making knowledge available, accessible and affordable for every person on the planet, and we are extremely delighted to be announcing this business combination to deliver lasting, positive impact,” says Suradech Taweesaengsakulthai, CEO and Director of Arogo.

“EON Reality is among the most exciting technology companies we have encountered in the Virtual and Augmented Reality and the **Knowledge Metaverse** spaces, with what the company has been able to achieve over the years and with all the exciting plans and growth opportunities globally in the upcoming future. I’m confident that with this business combination, EON Reality will be propelled onto a new growth trajectory in existing and new markets in significant ways,” added Raymond Chee, Chief Strategy Officer of Arogo.

“EON Reality has been a driving force behind the expansion of XR technology utilization and the Knowledge Metaverse globally for two decades now.” “Partnering with Arogo, whose management team knows the technology industry and how to scale a company of our size, is the next step in our strategy for growth. We are targeting to reach a billion users over the coming years and thus make experiential learning a de-facto standard in knowledge transfer across the globe” says Dan Lejerskar, Founder, Chairman and CEO of EON Reality.

### **Transaction Overview**

Under the terms of the business combination agreement, EON Reality will combine with a subsidiary of Arogo. and will become a publicly traded entity under the name “EON Reality,



Inc." EON Reality will apply to list its common stock under the symbol EOXR and its warrants, if any, under the symbol EOXRW. The transaction implies a proforma company enterprise value of approximately \$655 million. The transaction is expected to provide EON Reality with approximately \$101 million in cash proceeds to its balance sheet, assuming no redemptions and before the payment of transactional fees and expenses. The acquisition has been unanimously approved by the board of directors of Arogo. The business combination has also been approved by the board of directors and the majority of shareholders of EON Reality.

The transaction is expected to close by the second half of 2022, subject to, among other things, the approval by Arogo stockholders, satisfaction or waiver of the conditions stated in the business combination agreement, and other customary closing conditions, including a registration statement being declared effective by the U.S. Securities and Exchange Commission (the "SEC") and approval by Nasdaq to list the securities of the emerged company.

### **About EON Reality**

EON Reality is a leading company in Augmented and Virtual Reality-based experience creation for education and industry as well as the reputed creators of the Knowledge Metaverse. EON Reality's over 20 years of existence and success are tied to its belief that knowledge is a human right and should be available, accessible, and affordable for every person on the planet. To carry this out, EON Reality developed and launched EON-XR, a SaaS-based platform dedicated to the democratization of XR content creation that brings code-free XR development and publishing to smartphones, tablets, laptops, and any other XR-focused devices. EON-XR can be used in devices of different sizes, in different shapes and at different types of locations: from hand-held mobile devices, to head-mounted displays, to large-scale screens, and even at mega-size facilities. EON Reality's global network now comprises of more than 1.1 million licenses who are collectively building the Knowledge Metaverse in more than 100 locations. EON Reality has also created the world's leading XR library for education and industry with access to at least 2.16 million 3D assets and counting. For further information, visit [www.eonreality.com](http://www.eonreality.com).

### **About Arogo Capital Acquisition Corp.**

Arogo Capital Acquisition Corp. is a blank check company. The Company aims to acquire one and more businesses and assets, via a merger, capital stock exchange, asset acquisition, stock purchase, and reorganization. For more information, visit [www.arogocapital.com](http://www.arogocapital.com).

### **Advisors**

ARC Group Ltd. is serving as sole financial advisor to Arogo. EF Hutton, division of Benchmark Investments, LLC, is serving as capital markets advisor. Nelson Mullins Riley & Scarborough LLP is serving as legal advisor to Arogo. Seyfarth Shaw LLP is serving as legal advisor to EON Reality.

### **Additional Information and Where to Find It**

For additional information on the proposed business combination transaction, see Arogo's Current Report on Form 8-K, which was filed concurrently with this press release. In connection with the proposed business combination transaction, Arogo intends to file relevant materials with the Securities and Exchange Commission (the "SEC"), including a registration statement on Form S-4, which will include a proxy statement/prospectus of Arogo, and other documents regarding the proposed business combination transaction. Arogo's stockholders and other interested persons are advised to read, when available, the preliminary proxy statement/prospectus and the amendments thereto and the definitive



proxy statement and documents incorporated by reference therein filed in connection with the proposed business combination transaction, as these materials will contain important information about EON Reality, Arogo and the proposed business combination transaction. Promptly after the Form S-4 is declared effective by the SEC, Arogo will mail the definitive proxy statement/prospectus and a proxy card to each stockholder entitled to vote at the meeting relating to the approval of the business combination and other proposals set forth in the proxy statement/prospectus. Before making any voting or investment decision, investors and stockholders of Arogo are urged to carefully read the entire registration statement and proxy statement/prospectus, when they become available, and any other relevant documents filed with the SEC, as well as any amendments or supplements to these documents, because they will contain important information about the proposed business combination transaction. The documents filed by Arogo with the SEC may be obtained free of charge at the SEC's website at [www.sec.gov](http://www.sec.gov), (Registration No. 333-259338), or by directing a request to Arogo Capital Acquisition Corp., 848 Brickell Avenue, Penthouse 5, Miami, FL 33131.