



ASX / Media Release

NOTICE UNDER SECTION 708AA(12) OF THE CORPORATIONS ACT 2001 (CTH) - UPDATE ON STRATEGIC PROCESS

This notice is given by Pivotal Systems Corporations (ARBN 626 346 325) (ASX: PVS) (**Company** or **Pivotal**) under section 708AA(12) of the Corporations Act 2001 (Cth) as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84, ASIC Class Order 14/827 (Offers of CHESS Depositary Interests) and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73 (**Corporations Act**).

On 11 April 2023, the Company announced an accelerated renounceable pro-rata entitlement offer of 4 new CHESS Depositary Interests (**New Securities**) for each CDI / Share held by eligible existing security holders at 7.00pm (Sydney time) on 17 April 2023, at a price of A\$0.008 per New Security to raise up to approximately A\$5.1 million (US\$3.4 million) (**Entitlement Offer**). Further details of the Entitlement Offer are set out in the Retail Offer Booklet despatched to eligible shareholders on 20 April 2023.

The purpose of this notice is to provide shareholders with an update regarding the strategic process being undertaken by the Company since its previous notice under section 708AA(2)(f) on 11 April 2023.

As previously announced, Pivotal has appointed Needham & Co. to undertake a review of strategic alternatives for the business. The due diligence phase of the strategic process is now substantially complete and the Company is moving forward to the next stage of the process. There remains, however, no guarantee that a higher price for Pivotal securities will be obtained from the process than under the Entitlement Offer or that an exit event will occur at all.

The Company confirms that in respect of the Entitlement Offer that:

- a) the New Securities will be offered for issue without disclosure to investors under Part 6D.2 of the Corporations Act;
- b) this notice is given under section 708(12) of the Corporations Act, updating its previous section 708AA(2)(f) notice dated 11 April 2023;
- b) as at the date of this notice, the Company has complied with:
 - a. the provisions of 601CK of the Corporations Act, as it applies to the Company; and
 - b. section 674 of the Corporations Act,
- c) as at the date of this notice, there is no information that is 'excluded information' within the meaning of sections 708AA(8) and 708AA(9) of the Corporations Act; and
- d) the potential effect the Entitlement Offer will have on the control of the Company and the consequences of that effect will depend on a number of factors, including the extent to which eligible securityholders take up their entitlements and any additional New Securities under the top-up facility for the Entitlement Offer and the level of demand for and allocation of any shortfall under the Entitlement Offer. Certain existing shareholders have agreed to take up their pro rata entitlement and to apply for New Securities from any shortfall, which would increase their percentage holdings in the Company. To the extent that existing substantial (10%+) shareholders and their associates (including Anzu Partners and Anzu RBI Mezzanine Preferred LLC) subscribe for New Securities from

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the shortfall, this will be subject to shareholder approval at the Company's upcoming Annual General Meeting.

THIS NOTICE DATED 26 APRIL 2023 HAS BEEN AUTHORISED FOR LODGEMENT TO ASX BY THE BOARD OF DIRECTORS OF PIVOTAL SYSTEMS.

- ENDS -

For further information, interview and photos:

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If investors wish to subscribe to Pivotal Systems' email alert service for ASX Announcements, please follow this [link](#).

Safe Harbor Statement

This press release contains forward-looking statements, which address a variety of subjects including, for example, our statements regarding expected growth rates, expected product offerings, product development, marketing position and technical advances. Statements that are not historical facts, including statements about our beliefs, plans and expectations, are forward-looking statements. Such statements are based on our current expectations and information currently available to management and are subject to a number of factors and uncertainties, which could cause actual results to differ materially from those described in the forward-looking statements. The Company's management believes that these forward-looking statements are reasonable as and when made. However, you should not place undue reliance on any such forward-looking statements because such statements speak only as of the date when made. We do not undertake any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law or the ASX Listing Rules. In addition, forward-looking statements are subject to certain risks and uncertainties that could cause actual results, events and developments to differ materially from our historical experience and our present expectations or projections.

About Pivotal Systems Corporation (ASX: PVS)

Pivotal Systems Corporation (ARBN 626 346 325), is a company incorporated in Delaware, USA, whose stockholders have limited liability. Pivotal Systems provides the best-in-class gas flow monitoring and control technology platform for the global semiconductor industry. The Company's proprietary hardware and software utilizes advanced machine learning to enable preventative diagnostic capability resulting in an order of magnitude increase in fab productivity and capital efficiency for existing and future technology nodes. For more information on Pivotal Systems Corporation, visit <https://www.pivotalsys.com/>.

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Notice to U.S. persons: restriction on purchasing CDIs

Pivotal Systems is incorporated in the State of Delaware and its securities have not been registered under the U.S. Securities Act of 1933 or the laws of any state or other jurisdiction in the United States. Trading of Pivotal Systems' CHESS Depositary Interests ("CDIs") on the Australian Securities Exchange is not subject to the registration requirements of the U.S. Securities Act in reliance on Regulation S under the U.S. Securities Act and a related 'no action' letter issued by the U.S. Securities and Exchange Commission to the ASX in 2000. As a result, the CDIs are "restricted securities" (as defined in Rule 144 under the U.S. Securities Act) and may not be sold or otherwise transferred except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. For instance, U.S. persons who are qualified institutional buyers ("QIBs", as defined in Rule 144A under the U.S. Securities Act) may purchase CDIs in reliance on the exemption from registration provided by Rule 144A. To enforce the transfer restrictions, the CDIs bear a FOR Financial Product designation on the ASX. This designation restricts CDIs from being purchased by U.S. persons except those who are QIBs. In addition, hedging transactions with regard to the CDIs may only be conducted in compliance with the U.S. Securities Act.

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