

ASX Announcement

27 March 2024

SHARE PURCHASE PLAN – LETTER TO ELIGIBLE SHAREHOLDERS AND OFFER BOOKLET

Traffic Technologies Ltd ACN 080 415 407 (ASX: TTI) (**TTI** or **Company**) refers to its announcement to market on 21 March 2024 regarding its intention to conduct a share purchase plan (**SPP**).

Further to that announcement, attached are:

- a copy of a letter (**SPP Offer Letter**) being sent to each TTI shareholder who, as at 7.00pm (AEDT) on 20 March 2024, was shown on TTI's register of shareholders to have an address in Australia or New Zealand and who was outside the United States (**Eligible Shareholder**); and
- a copy of the SPP offer booklet available for download at www.computersharecas.com.au/ttispp.

Eligible Shareholders who have provided an e-mail address will be sent an e-mail communication. Eligible Shareholders who have not provided an e-mail address will receive the SPP Offer Letter via post.

The SPP offer opens today and is expected to close at 5.00pm (AEST) on Friday, 26 April 2024.

Announcement authorised for release by the Board of Traffic Technologies Ltd.

For further information, please contact:

Traffic Technologies
Mr. Con Liosatos (Managing Director)
T: +61 3 9430 0222
E: con.liosatos@traffictld.com.au



Traffic Technologies Limited
ABN 21 080 415 407

For all enquiries:

Phone:



(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

TTI
MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

27 March 2024

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Dear Shareholder

Invitation to participate in Share Purchase Plan

Traffic Technologies Ltd (**TTI**) is pleased to present to Eligible Shareholders the opportunity to increase their investment in TTI through an offer of fully paid ordinary shares under this Share Purchase Plan (**SPP**).

Funds raised pursuant to the SPP are intended to be used towards the following:

- providing working capital to purchase materials for the completion of works on its current order book and long term contracts;
- accelerating the cost reduction programme as previously announced and which is delivering upon expectations to date; and
- assist in the reorganisation, consolidation and relocation of production facilities into fewer and less expensive properties.

Applicants should be aware that funds raised under the SPP may need to be supplemented by additional capital to be raised via equity or debt to meet TTI's current and future funding requirements. The Board is also reviewing a number of additional options including divestments of non core businesses and partnerships with other companies. These discussions are preliminary in nature and there can be no guarantee that a deal or deals will eventuate. TTI will update the market if and when these transactions progress.

There are a number of shareholders in TTI who hold less than a marketable parcel of TTI Shares. The SPP also provides an opportunity for those shareholders to increase their shareholdings to marketable parcels. A number of the Company's major shareholders have indicated that they intend to participate in the SPP.

SPP

The SPP is offered exclusively to all shareholders who were recorded on TTI's share register at 7:00pm (AEDT) on 20 March 2024 with an address on the share register in Australia and New Zealand that are not in the United States and are not acting for the account or benefit of a person in the United States (each an **Eligible Shareholder**).



Traffic Technologies Ltd

320 Darebin Road, Fairfield 3078 Victoria Australia

+61 3 9430 0222 tt@trafficltd.com.au www.trafficltd.com.au

The SPP provides Eligible Shareholders with an opportunity to buy a parcel of shares in TTI with no brokerage or transaction costs, irrespective of their existing shareholdings, up to a maximum of \$30,000.

The offer price of the SPP Shares (**Offer Price**) will be \$0.0062 (0.62 cents).

The minimum application amount for New Shares is \$1,000, and subsequently in additional \$1,000 increments up to the maximum application amount for New Shares of \$30,000.

TTI has not set a target raise amount for the SPP. However, in accordance with Exception 5 of ASX Listing Rule 7.2, the Company may issue up to a maximum of 227,301,056 shares pursuant to the SPP, being 30% of the number shares currently on issue. At an issue price of \$0.0062 (0.62 cents) per share, this would raise approximately \$1.409 million (excluding fees and expenses).

In the event of oversubscriptions, TTI may scale back the number of New Shares that will be allotted under the SPP such that you may be allocated fewer New Shares than the number for which you applied. In such circumstances, you will receive a proportionate refund of your application monies (greater than \$2.00 and without interest). To the extent it is necessary to scale the number of New Shares that will be issued to Eligible Shareholders under the SPP, TTI intends to do so having regard to the pro rata holdings of Eligible Shareholders (ie as at the Record Date, being 7.00pm (AEDT) 20 March 2024) who apply for New Shares. TTI may also, where considered appropriate, scale back the number of New Shares that will be issued to Eligible Shareholders who apply for New Shares in its absolute discretion.

Participation in the SPP is optional and the right to participate is not transferrable. The offer to participate in the SPP closes at 5:00pm (AEST) on 26 April 2024.

Full details on the SPP and how to participate are available on the offer website at www.computersharecas.com.au/ttispp.

If you wish to participate in the SPP, Eligible Shareholders can either participate as follows:

- **Online** – Eligible Shareholders can make an application online through the SPP offer website at www.computersharecas.com.au/ttispp and receive personalised BPAY® payment details. You will need to provide your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) and postcode and follow the instructions to apply for New Shares.; or
- **Paper** – Eligible Shareholders can also contact TTI's SPP offer information line on 1300 850 505 (within Australia) or +613 9415 4000 (outside Australia) between 8.30am and 5.00pm (AEDT) Monday to Friday during the SPP offer period to request a copy of the SPP booklet and their personalised application form.

Shareholders in the United States are not eligible to participate in the SPP. Similarly, Shareholders (including Custodians and nominees) who hold Shares on behalf of persons in the United States or elsewhere outside Australia and New Zealand, or are acting for the account or benefit of such persons, are not eligible to participate in the SPP on behalf of those persons.

If you have any questions in relation to how to participate in the SPP, please contact Computershare Investor Services Pty Limited during the SPP offer period on 1300 850 505 (within Australia) or +613 9415 4000 (outside Australia) between 8.30am and 5.00pm (AEDT) Monday to Friday.

TTI appreciates your continued support of our company.

Yours sincerely

Con Liosatos
Managing Director

Traffic Technologies Ltd

ACN 080 415 407

Share Purchase Plan Offer Booklet

27 March 2024

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

This is an important document and should be read carefully and in its entirety. The Share Purchase Plan does not take into account the individual investment objectives, financial situation or particular needs of any Eligible Shareholder. If you are in any doubt about the action you should take or the contents of this document, please seek independent financial advice from your broker, accountant, solicitor or other professional adviser without delay. The contents of this document have not been reviewed by any regulatory authority. An investment in TTI shares should be considered as a speculative investment.

Traffic Technologies Ltd ACN 080 415 407

Share Purchase Plan

As announced to ASX on 21 March 2024, each Eligible Shareholder has the opportunity to participate in the Share Purchase Plan offer (**SPP**) by applying for up to \$30,000 fully paid ordinary shares in Traffic Technologies Ltd (ACN 080 415 407) (ASX:TTI) (**TTI (New Shares)**) without incurring brokerage or transaction costs.

New Shares issued under the SPP are expected to be issued on 3 May 2024 (**Allotment Date**) and will rank equally with existing fully paid ordinary shares in TTI (**TTI Shares**) and carry the same voting rights and other entitlements. The New Shares are expected to commence quotation on ASX on 6 May 2024.

Further details of the SPP are set out in the attached documents.

This is an important document that requires your attention.

In particular, if you participate in the SPP, you are accepting the risk that the market price of TTI Shares may change between the date on which you make your application and the Allotment Date.

TTI recommends that you seek independent advice from your financial or other professional advisers regarding your participation in the SPP.

Key SPP dates*

Event	Date
Record Date	20 March 2024
Announcement of SPP	21 March 2024
Lodge cleansing notice	26 March 2024
SPP offer opening date, SPP booklet made available and invitation letter sent to Eligible Shareholders	27 March 2024
SPP offer closing date	26 April 2024
Announcement of results of SPP	3 May 2024
Allotment Date for New Shares	3 May 2024
New Shares commence trading on ASX	6 May 2024

**TTI reserves the right to vary any of the above indicative dates other than the Record Date.*

Important notice

This Booklet contains important information. You should read it carefully and in its entirety.

The offer of New Shares under the SPP is made in accordance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* (Australia), which grants relief from the requirement to issue a disclosure document for the SPP. This Booklet is not a prospectus under Chapter 6D of the *Corporations Act 2001* (Cth) (**Corporations Act**).

If you have any questions in relation to how to participate in the SPP, please contact Computershare Investor Services Pty Limited during the SPP offer period on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) between 8.30am and 5.00pm (AEDT) Monday to Friday.

This Booklet does not constitute or provide financial advice and has been prepared without taking into account your particular objectives, financial situation or needs. If you are in any doubt about whether to participate in the SPP, you should seek advice from your financial, taxation or other professional adviser before participating.

This Booklet does not constitute an offer to sell, or a solicitation of an offer to buy, any New Shares in the United States or in any jurisdiction in which such an offer would be illegal. The New Shares have not been, and will not be, registered under the U.S. Securities Act of 1933 or the securities laws of any U.S. state or other jurisdiction of the United States, and may not be offered or sold, directly or indirectly, in the United States except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act, and the securities laws of any state or other jurisdiction in the United States.

New Zealand

The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of TTI with registered addresses in New Zealand to whom the offer of the New Shares is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

This Booklet has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This Booklet is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

27 March 2024

Dear Shareholder

Invitation to participate in Share Purchase Plan

Traffic Technologies Ltd (**TTI**) is pleased to present to Eligible Shareholders the opportunity to increase their investment in TTI through an offer of fully paid ordinary shares under this Share Purchase Plan (**SPP**).

Funds raised pursuant to the SPP are intended to be used towards the following:

- providing working capital to purchase materials for the completion of works on its current order book and long term contracts;
- accelerating the cost reduction programme as previously announced and which is delivering upon expectations to date; and
- assist in the reorganisation, consolidation and relocation of production facilities into fewer and less expensive properties.

Applicants should be aware that funds raised under the SPP may need to be supplemented by additional capital to be raised via equity or debt to meet TTI's current and future funding requirements. The Board is also reviewing a number of additional options including divestments of non core businesses and partnerships with other companies. These discussions are preliminary in nature and there can be no guarantee that a deal or deals will eventuate. TTI will update the market if and when these transactions progress.

There are a number of shareholders in TTI who hold less than a marketable parcel of TTI Shares. The SPP also provides an opportunity for those shareholders to increase their shareholdings to marketable parcels. A number of the Company's major shareholders have indicated that they intend to participate in the SPP.

SPP

The SPP is offered exclusively to all shareholders who were recorded on TTI's share register at 7:00pm (AEDT) on 20 March 2024 with an address on the share register in Australia and New Zealand that are not in the United States and are not acting for the account or benefit of a person in the United States (each an **Eligible Shareholder**).

The SPP provides Eligible Shareholders with an opportunity to buy a parcel of shares in TTI with no brokerage or transaction costs, irrespective of their existing shareholdings, up to a maximum of \$30,000.

The offer price of the SPP Shares (**Offer Price**) will be \$0.0062 (0.62 cents).

The minimum application amount for New Shares is \$1,000, and subsequently in additional \$1,000 increments up to the maximum application amount for New Shares of \$30,000.

TTI has not set a target raise amount for the SPP. However, in accordance with Exception 5 of ASX Listing Rule 7.2, the Company may issue up to a maximum of 227,301,056 shares pursuant to the SPP, being 30% of the number shares currently on issue. At an issue price of \$0.0062 (0.62 cents) per share, this would raise approximately \$1.409 million (excluding fees and expenses).

In the event of oversubscriptions, TTI may scale back the number of New Shares that will be allotted under the SPP such that you may be allocated fewer New Shares than the number for which you applied. In such circumstances, you will receive a proportionate refund of your application monies (greater than \$2.00 and without interest). To the extent it is necessary to scale the number of New Shares that will be issued to Eligible Shareholders under the SPP, TTI intends to do so having regard to the pro rata holdings of Eligible Shareholders (ie as at the Record Date,

being 7.00pm (AEDT) 20 March 2024) who apply for New Shares. TTI may also, where considered appropriate, scale back the number of New Shares that will be issued to Eligible Shareholders who apply for New Shares in its absolute discretion.

Participation in the SPP is optional and the right to participate is not transferrable. The offer to participate in the SPP closes at 5:00pm (AEST) on 26 April 2024.

Full details on the SPP and how to participate are contained in the attached documents.

If you wish to participate in the SPP, Eligible Shareholders can either participate as follows:

- **Online** – Eligible Shareholders can make an application online through the SPP offer website at www.computersharecas.com.au/ttispp and receive personalised BPAY® payment details. You will need to provide your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) and postcode and follow the instructions to apply for New Shares.; or
- **Paper** – Eligible Shareholders can also contact TTI’s SPP offer information line on 1300 850 505 (within Australia) or +613 9415 4000 (outside Australia) between 8.30am and 5.00pm (AEDT) Monday to Friday during the SPP offer period to request a copy of the SPP booklet and their personalised application form.

Shareholders in the United States are not eligible to participate in the SPP. Similarly, Shareholders (including Custodians and nominees) who hold Shares on behalf of persons in the United States or elsewhere outside Australia and New Zealand, or are acting for the account or benefit of such persons, are not eligible to participate in the SPP on behalf of those persons.

If you have any questions in relation to how to participate in the SPP, please contact Computershare Investor Services Pty Limited during the SPP offer period on 1300 850 505 (within Australia) or +613 9415 4000 (outside Australia) between 8.30am and 5.00pm (AEDT) Monday to Friday.

TTI appreciates your continued support of our company.

Yours sincerely

Con Liosatos
Managing Director

Frequently asked questions

What is the Share Purchase Plan?

The Share Purchase Plan (or **SPP**) provides Eligible Shareholders with an opportunity to purchase additional fully paid ordinary shares in TTI (**New Shares**), without brokerage or transaction costs.

All New Shares issued under the SPP will rank equally with existing ordinary shares in TTI (**TTI Shares**), including with respect to voting rights and other entitlements.

Am I an Eligible Shareholder?

You are an Eligible Shareholder if, at 7:00pm (AEDT) on 20 March 2024 (**Record Date**), you were registered as a holder of TTI Shares with an address on the share register in Australia or New Zealand.

What is the Offer Price of the New Shares?

The offer price of the SPP Shares (**Offer Price**) will be \$0.0062 (0.62 cents).

The market price or value of Shares is subject to market volatility. This means that there is a risk that the price or value of Shares may be higher or lower, at any time, than the Offer Price of the SPP Shares you receive. The market price may change between the date of this SPP booklet and the date when SPP Shares are issued or allotted to you under the SPP. You agree to pay the Offer Price per SPP Share for the number of SPP Shares that are allocated to you under the SPP in accordance with the terms and conditions of the SPP.

How many New Shares can I apply for under the SPP?

Each Eligible Shareholder is entitled to apply for New Shares in \$1,000 increments from a minimum of \$1,000 up to a maximum of \$30,000. The \$30,000 limit applies regardless of the number of TTI Shares that the Eligible Shareholder owns as at the Record Date.

If TTI receives an application for New Shares (**Application**) for an amount that does not equal one of the amounts specified above, TTI may either:

- reject the Application and refund in full the Application money (without interest) to the Eligible Shareholder; or
- apply the dollar amount of the payment to the highest designated parcel that is less than the amount of the payment and refund the excess Application money (greater than \$2.00 and without interest) to the Eligible Shareholder.

If an Eligible Shareholder holds TTI Shares in more than one capacity (e.g. as both a joint holder and a sole holder), then the maximum amount that Eligible Shareholder can apply for under the SPP in all capacities is an aggregate of \$30,000.

By applying for New Shares under the SPP, you will have agreed to be bound by the terms and conditions of the SPP set out in the attached terms and conditions and the personalised application form (**Application Form**).

Can I transfer my rights under the SPP?

The offer made under the SPP is non-renounceable and therefore you cannot transfer your right to apply for New Shares under the SPP to another person.

How do I apply for New Shares under the SPP?

If you wish to participate in the SPP, Eligible Shareholders can either participate as follows:

- **Online** – Eligible Shareholders can make an application online through the SPP offer website at www.computersharecas.com.au/ttispp and receive personalised BPAY® payment details. You will need to provide your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) and postcode and follow the instructions to apply for New Shares; or
- **Paper** –Eligible Shareholders can contact TTI’s SPP offer information line on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) between 8.30am and 5.00pm (AEDT) Monday to Friday during the SPP offer period to request a copy of the SPP booklet and their personalised application form.

To participate in the SPP, you must ensure that your Application Money submitted by BPAY® is received before 5.00pm (AEST) on 26 April 2024 in accordance with the instructions set out on the application form and in the SPP Offer Booklet.

Applications for New Shares can only be made in \$1,000 increments and must be for a minimum of \$1,000 and a maximum of \$30,000.

In order to pay by BPAY®, you must have an Australian bank account enabled for this purpose. BPAY® customers must use the customer reference number shown on the Application Form which is required to identify your individual holding. When making a BPAY® payment, you are not required to return your Application Form.

An Application cannot be withdrawn or revoked once payment has been received.

How much is TTI seeking to raise?

The Company has not set a target raise amount for the SPP. However, in accordance with Exception 5 of ASX Listing Rule 7.2, the Company may issue up to a maximum of 227,301,056 shares pursuant to the SPP, being 30% of the number shares currently on issue. At an issue price of \$0.0062 (0.62 cents) per share, this would raise approximately \$1.409 million (excluding fees and expenses).

In the event of oversubscriptions, TTI may (in its absolute discretion) however decide to accept applications (in whole or in part) under the SPP that results in TTI raising less than the amounts received, provided that the total number of New Shares issued under the SPP does not exceed the prescribed limits under the ASX Listing Rules. No Eligible Shareholder will be entitled to apply for more than \$30,000 worth of New Shares under the SPP.

Will I receive the full amount that I apply for?

TTI has a discretion as to the amount raised under the SPP, and this includes reserving the right to scale back the size of the SPP offer.

If the total value of Applications received under the SPP is greater than the prescribed limits under the ASX Listing Rules, TTI may, at its absolute discretion, scale back the number of New Shares that will be allotted under the SPP and you may be allocated fewer New Shares than the number for which you applied. In such a case, you will receive a proportionate refund of your Application monies (greater than \$2.00 and without interest).

If a scale back is undertaken, Applications may be scaled at the discretion of TTI.

To the extent it is necessary to scale the number of New Shares that will be issued to Eligible Shareholders under the SPP, TTI intends to do so having regard to the pro rata shareholdings of Eligible Shareholders (i.e. as at the Record Date) who apply for New Shares. TTI may also, where considered appropriate, scale back the number of New Shares that will be issued to Eligible Shareholders who apply for New Shares in its absolute discretion.

TTI will make an announcement to the ASX on the outcome of the SPP on or around 3 May 2024, including regarding the final size of the SPP and any scale back applied to Applications received under the SPP. SPP Shares will be issued to successful applicants on or around 3 May 2024.

How long does the SPP remain open?

The SPP opens on 27 March 2024 and is expected to close at 5:00pm (AEST) on 26 April 2024.

If you wish to participate, you should ensure that your BPAY® payment is received by TTI's share registry, Computershare Investor Services Pty Limited, by no later than 5:00pm (AEST) on 26 April 2024.

Is participation in the SPP mandatory?

Participation in the SPP is voluntary. Before participating in the SPP and applying for New Shares, TTI recommends that you seek independent advice from your financial or other professional advisers.

Is the SPP underwritten?

No, the SPP is not underwritten.

Further assistance

If you have any questions in relation to the SPP, please contact your financial or other professional advisers.

If you have any questions in relation to how to participate in the SPP, please contact Computershare Investor Services Pty Limited during the SPP offer period on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) between 8.30am and 5.00pm (AEDT) Monday to Friday.

SPP Terms and Conditions

Purpose

The purpose of the Share Purchase Plan (**SPP**) is to offer existing shareholders of Traffic Technologies Ltd ACN 080 415 407 (**TTI**) the opportunity to acquire additional fully paid ordinary shares in TTI (**New Shares**) up to a maximum value of \$30,000, without the need to pay brokerage or transaction costs and without the need for TTI to issue a prospectus.

This document sets out the terms and conditions of the offer under the SPP.

Shareholder eligibility to participate

Participation in the SPP is only open to each person registered as a holder of ordinary shares in TTI (**TTI Shares**) at 7:00pm (AEDT) on 20 March 2024 (**Record Date**), who has an address on the share register in Australia or New Zealand (each an **Eligible Shareholder**).

Due to foreign securities laws, it is not practical for shareholders who are resident in countries other than Australia or New Zealand to participate in the SPP.

Participation in the SPP is optional and is subject to these terms and conditions. Offers made under the SPP are non-renounceable meaning that Eligible Shareholders may not transfer their rights to New Shares offered under the SPP.

Joint shareholders are taken to be a single registered holding for the purpose of the SPP, and the joint holders are entitled to participate in the SPP in respect of that single holding only. If the same joint holders receive more than one offer under the SPP, those joint holders may only apply for an aggregate maximum parcel of shares (ie \$30,000) between any joint or individual holdings.

If an Eligible Shareholder is a "Custodian" (as defined in *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* (Australia)) (**Custodian**) and is the registered holder of TTI Shares on behalf of one or more persons who have a registered address in either Australia or New Zealand and who is not in the United States and is not acting for the account or benefit of a person in the United States (each an **Eligible Beneficiary**), the offer is made to that Eligible Shareholder and it has the discretion whether to extend the offer to the Eligible Beneficiaries. Custodians must complete and submit a certificate that certifies the matters required by paragraph 8(3) of *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* (Australia) (**Custodian Certificate**) when making an Application on behalf of Eligible Beneficiaries. To request a Custodian Certificate please email custodians@computershare.com.au. Applications received from Custodians must be accompanied by a duly completed and signed Custodian Certificate. Applications that are not accompanied by a duly completed Custodian Certificate will be rejected.

If an Eligible Shareholder holds TTI Shares as a trustee or nominee for another person, but is not a Custodian, that Eligible Shareholder cannot participate for the beneficiaries of that trust in the manner described above. In this case, the rules for multiple single holders apply.

By electing to participate in the SPP, an Eligible Shareholder is deemed to have certified that the aggregated maximum amount subscribed for under the SPP does not exceed \$30,000. Furthermore, Eligible Shareholders are deemed to have confirmed, in relation to all New Shares applied for by them under the SPP, that they do not make an Application for any other person in circumstances which might involve any breach of securities law of any jurisdiction other than Australia and New Zealand and have agreed to be bound by TTI's constitution in respect of all the New Shares issued to them under the SPP.

Offer Price

The offer price of the SPP Shares (**Offer Price**) will be \$0.0062 (0.62 cents).

The market price or value of Shares is subject to market volatility. This means that there is a risk that the price or value of Shares may be higher or lower, at any time, than the Offer Price of the SPP Shares you receive. The market price may change between the date of this SPP booklet and the date when SPP Shares are issued or allotted to you under the SPP. You agree to pay the Offer Price per SPP Share for the number of SPP Shares that are allocated to you under the SPP in accordance with the terms and conditions of the SPP.

Application and notices

Before taking any action, you should carefully read this SPP Offer Booklet.

Eligible Shareholders may apply to purchase a parcel of New Shares under the SPP in \$1,000 increments from a minimum of \$1,000 up to a maximum of \$30,000. The \$30,000 limit applies regardless of the number of TTI Shares that the Eligible Shareholder owns as at the Record Date

If you wish to participate in the SPP, Eligible Shareholders should do one of the following:

- **Pay by BPAY®** - You can make a payment by BPAY®. To do this, you must use the Reference Number show on the Application Form or obtaining by making an Application via the SPP website at www.computersharecas.com.au/ttispp. If you make your payment with BPAY® you do not need to return your Application Form. You will not be able to withdraw or revoke your Application or BPAY® payment once you have submitted it or made it or change the amount of the parcel you have applied for.
- **New Zealand Shareholders** – If you are an Eligible Shareholder in New Zealand who does not have an Australian bank account or cannot pay via BPAY®, you should contact TTI's SPP offer information line on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) between 8.30am and 5.00pm (AEDT) Monday to Friday during the SPP offer period to request a copy of the SPP booklet and their personalised application form.

Applications for New Shares under the SPP offer will not be accepted unless received by TTI's share registry, Computershare Investor Services Pty Limited, by no later than 5:00pm (AEST) on 26 April 2024 (**Closing Date**).

Any Applications for less than \$1,000 will be returned (without interest).

Oversubscriptions or refunds (greater than \$2.00) will be returned without interest by direct credit to the shareholder's bank account recorded on their shareholding or by cheque to the shareholder's registered address on TTI's share register.

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your Application or payment once it has been accepted, except as allowed by law.

Acknowledgements

By returning a completed Application Form and providing payment or making a payment by BPAY®, you:

- (a) are deemed to have accepted the SPP offer and you irrevocably and unconditionally agree to the terms and conditions of the SPP and the terms and conditions of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP;
- (b) warrant that all details and statements in your Application are true and complete and not misleading;
- (c) agree that your Application will be irrevocable and unconditional (that is, it cannot be withdrawn);

- (d) agree that your Application is only effective when received by TTI's share registry, and not when it is posted;
- (e) warrant that you are an Eligible Shareholder and eligible to lawfully participate in the SPP and apply for the New Shares, in each case in accordance with these terms and conditions as well as any applicable laws;
- (f) acknowledge that no interest will be paid on any Application monies held pending the issue of New Shares or subsequently refunded to you for any reason;
- (g) acknowledge that TTI and its officers and agents are not liable for any consequence of the exercise or non-exercise of its discretions referred to in these terms and conditions;
- (h) agree to pay the Offer Price per New Share up to the maximum value of your BPAY® payment;
- (i) acknowledge and agree that:
 - (i) you are not in the United States and are not acting for the account or benefit of a person in the United States;
 - (ii) the New Shares have not been, and will not be, registered under the *United States Securities Act of 1933*, as amended (**US Securities Act**) or the securities laws of any state or other jurisdiction of the United States, and accordingly, the New Shares may not be offered, sold or otherwise transferred without registration under the US Securities Act unless the New Shares are offered, sold or otherwise transferred in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act, and the securities laws of any state or other jurisdiction in the United States;
 - (iii) you have not, and will not, send this Booklet or any materials relating to the SPP to any person in the United States or to any person located in any other country outside Australia and New Zealand;
 - (iv) if in the future you decide to sell or otherwise transfer the New Shares, you will only do so in the regular way for transactions on the ASX where neither you nor any person acting on your behalf know, or have reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States; and
 - (v) if you are acting as a trustee, nominee or Custodian, each beneficial holder on whose behalf you are participating is a resident in Australia or New Zealand, and you have not sent this Booklet, or any materials relating to the SPP, to any person in the United States or elsewhere outside Australia and New Zealand;
- (j) if you are applying on your own behalf (and not as a Custodian), acknowledge and agree that:
 - (i) you are not applying for New Shares for which Application monies of more than \$30,000 are payable under the SPP (including by instructing a Custodian to acquire New Shares on your behalf under the SPP);
 - (ii) the total Application monies payable for the following does not exceed \$30,000:
 - (A) the New Shares the subject of the Application;
 - (B) any other TTI Shares issued to you under a SPP or any similar arrangement in the 12 months before the Application;
 - (C) any other New Shares which you have instructed a Custodian to acquire on your behalf under the SPP; and

- (D) any other TTI Shares issued to a Custodian in the 12 months before the Application as a result of an instruction given by you to the Custodian to apply for TTI Shares on your behalf under an arrangement similar to the SPP,

even though you may have received more than one offer under the SPP or received offers in more than one capacity under the SPP;

- (k) if you are a Custodian and are applying for New Shares on behalf of an Eligible Beneficiary on whose behalf you hold TTI Shares, acknowledge and agree that:
 - (i) you are a Custodian (as that term is defined in *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* (Australia));
 - (ii) you held TTI Shares on behalf of the Eligible Beneficiary as at the Record Date who has instructed you to apply for New Shares on their behalf under the SPP and that the Eligible Beneficiary has been given a copy of this Booklet;
 - (iii) you are not applying for New Shares on behalf of any Eligible Beneficiary for which Application monies of more than \$30,000 are payable under the SPP;
 - (iv) your Application will not be accepted unless you duly complete and submit a Custodian Certificate; and
 - (v) the information in the Custodian Certificate submitted with your Application Form is true, correct and not misleading;
- (l) accept the risk associated with any refund that may be dispatched to you by cheque to your address shown on TTI's share register;
- (m) agree to be bound by the constitution of TTI (as it may be amended from time to time in the future);
- (n) acknowledge that none of TTI, its officers, advisers or agents, has provided you with any financial product or investment advice or taxation advice in relation to the SPP, or has any obligation to provide such advice;
- (o) acknowledge that an investment in TTI is speculative and involves many risks (many of which are outside the control of TTI) and that any such investment may result in the loss of some or all your invested capital;
- (p) acknowledge that TTI may at any time irrevocably determine that your Application is valid, in accordance with the terms and conditions of the SPP;
- (q) authorised TTI and its officers and agents to do anything on your behalf necessary or desirable for New Shares to be issued to you in accordance with the terms of this SPP offer; and
- (r) authorise TTI, and its officers and agents, to correct minor or easily rectified errors in, or omissions from, your Application Form and to complete the Application Form by the insertion of any missing minor detail.

Discretion to scale back or increase the size of the offer

TTI may in its absolute discretion, scale back the size of the SPP to the extent and in the manner it sees fit. If the total value of Applications received under the SPP is greater than the prescribed limits under the ASX Listing Rules, TTI may scale back the number of New Shares that will be allotted under the SPP.

If a scale back is undertaken, Applications will be scaled back at the discretion of TTI, having regard to the pro rata shareholdings of Eligible Shareholders as at the Record Date. However, TTI may also, where appropriate, scale back the number of New Shares to be issued at its absolute discretion.

Accordingly, if TTI undertakes a scale back you may not receive the full amount or any of the New Shares for which you have applied. If this is the case, the difference between the Application monies received, and the number of New Shares issued to you multiplied by the Offer Price, will be refunded to you (greater than \$2.00 and without interest) by cheque forwarded to your address on TTI's share register. If the scale back produces a fractional number of New Shares when applied to a parcel of New Shares, the number of New Shares allocated will be rounded down to the nearest whole number of New Shares.

TTI will make an announcement to the ASX on the outcome of the SPP on or around 3 May 2024, including regarding the final size of the SPP and any scale back applied to Applications received under the SPP. SPP Shares will be issued to successful applicants on or around 3 May 2024.

New Shares issued under the SPP

New Shares issued under the SPP will rank equally in all respects with all other TTI Shares from the Allotment Date.

Modification and termination of the SPP

TTI may modify or terminate the SPP at any time.

TTI will notify ASX of any modification to, or termination of the SPP. The omission to give notice of any modification to, or termination of, the SPP or the failure of ASX to receive such notice will not invalidate that modification or termination.

Dispute resolution

TTI may settle in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any participant or application, and the decision of TTI will be conclusive and binding on all participants and other persons to whom the determination relates.

TTI reserves the right to waive strict compliance with any provision of these terms and conditions. The powers of TTI under these terms and conditions may be exercised by the directors of TTI or any delegate of the directors of TTI in their sole and absolute discretion.

Privacy

By applying for New Shares under the SPP, you acknowledge that you will be providing personal information to TTI and its share registry. TTI and its share registry may collect personal information to process your application for New Shares, implement the SPP and administer your shareholding. The personal information held by the share registry is also used to facilitate payments and to make corporate communications (including financial results, annual reports and other information to be communicated to holders of TTI Shares) and to ensure compliance with legal and regulatory requirements, including Australian taxation and company laws.

Chapter 2C of the Corporations Act requires information about you as securityholder (including your name, address and details of the securities you hold) to be included in TTI's public register (which is maintained by the share registry). This information must continue to be held in the public register even if you cease to be a shareholder. This information may be disclosed to stock brokers, third party service providers, professional advisers, to related entities of TTI and its agents and contractors and to ASX and other regulatory authorities and in any case, where disclosure is otherwise required or allowed by law. In some cases, your personal information may be given to persons outside of Australia. A copy of TTI's privacy policy may be found at www.trafficltd.com.au.

ASIC relief

This offer of New Shares under the SPP is made in accordance with the relief granted under *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* (Australia). This ASIC instrument grants relief from the requirement to prepare a prospectus for the offer of New Shares under the SPP.

Contact details

If Eligible Shareholders have any questions regarding the SPP or how to deal with this offer, they should contact their professional advisers or stockbrokers.

If Eligible Shareholders have any questions in relation to how to participate in the SPP, they may contact Computershare Investor Services Pty Limited during the SPP offer period on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) between 8.30am and 5.00pm (AEDT) Monday to Friday.