ALLIANCE

PROPERTY & INFRASTRUCTURE SERVICES

Integrated Property, Infrastructure & Advisory Services

CONFIDENTIAL INVESTOR INFORMATION MEMORANDUM

A connected operating platform for contractor, supplier and complex asset-service delivery

Victoria | New South Wales | Queensland | South Australia | ACT | Tasmania | Western Australia

One platform. One network. One accountable partner.

Growth capital, valuation milestones and staged investor participation framework linked to a maximum $25 million capital raise.

Maximum aggregate investment: $25.0 million

STAGE 1 $1.00 | STAGE 2 $1.50 | STAGE 3 $2.25+

ALLIANCE PROPERTY & INFRASTRUCTURE SERVICES

INTEGRATED PROPERTY, INFRASTRUCTURE & ADVISORY SERVICES

IMPORTANT NOTICE

A confidential information memorandum — not an offer

This presentation supports informed discussion with selected recipients. Any investment opportunity will be governed only by final, executed transaction documents.

01

Confidentiality

Keep this presentation and related discussion confidential, using it only to assess a potential investment and sharing it only with advisers who are bound by confidence.

02

Independent assessment

Recipients should obtain their own legal, financial, accounting and taxation advice. APIS does not provide personal financial product advice through this presentation.

03

Forward-looking information

Strategy, targets, assumptions, use of funds, market opportunity and financial illustrations are forward-looking and subject to material uncertainty. Actual outcomes may differ materially.

04

Financial case

The 10-year model is an illustrative management target case. It is not an audited forecast, valuation, investor-return calculation or promise of future performance.

DETAILED CONTENTS

The APIS investor memorandum and documentation pack

A complete navigation map covering the investment case, operating framework, capital plan, evidence controls and investor documentation.

PART I

INVESTMENT CASE

Integrated Property, Infrastructure & Advisory Services

A stronger operating layer for a fragmented industry

APIS brings client needs, contractor and supplier capability, workflow technology and delivery governance into one accountable operating environment.

THE OPPORTUNITY

Complex portfolios still carry too much operational friction

The cost is not only financial. It is delayed decisions, uneven service, avoidable risk and time lost to coordination.

1

Fragmented requests

Emails, calls, spreadsheets and disconnected systems obscure the status of work.

2

Supplier complexity

Contractor capability, compliance, availability and performance are difficult to see in one place.

3

Manual coordination

Quotes, approvals, variations, attendance, updates and close-out often rely on individual effort.

4

Limited portfolio insight

Without connected data, leaders struggle to compare cost, service, risk and performance across sites.

One accountable environment — from request to insight

The APIS proposition is designed to connect people, process, technology and delivery capacity rather than add another disconnected tool.

01 **Client request** → 02 **Assessment & controls** → 03 **Smart allocation** → 04 **Coordinated delivery** → 05 **Evidence & approval** → 06 **Performance insight**

VALUE

The client outcome

A more visible, controlled and responsive way to manage requests, contractors, suppliers, projects, compliance and service performance.

MODEL

The APIS position

A scalable commercial position at the intersection of advisory, procurement, managed delivery, service coordination and digital workflow.

The operating system for contractor, supplier and job management

A practical digital layer for service requests, allocation, compliance, quotes, approvals, projects, performance and asset information.

1

Capture

Record site, asset, scope, priority, trade, service level, access and safety requirements.

2

Assess

Apply authority, workflow, budget, compliance and escalation controls before commitment.

3

Allocate

Match service area, capability, capacity, compliance, performance and availability to the work.

4

Improve

Turn job, cost, service, compliance and performance data into better portfolio decisions.

Designed for simple jobs — and complex multi-trade programs

The same operating disciplines can support reactive work, planned maintenance, project scopes, variations and multi-site service delivery.

01

Simple request

Log, triage, allocate, attend, complete.

02

Planned works

Schedule, quote, approve, coordinate, report.

03

Complex project

Stage, sequence, manage variations, assure quality, close out.

A single operating rhythm, appropriate to the job's complexity.

COMMERCIAL MODEL

A connected business model, not a single-service offer

APIS is designed to enter through a defined client need, prove value, expand scope and build recurring portfolio relationships.

01

Consulting & advisory

Audits, strategic reviews, procurement strategy, asset and facilities advice.

02

Procurement programs

Vendor optimisation, savings initiatives, supplier management and contracts.

03

Managed services

Portfolio, contract or service-delivery scope with recurring-revenue potential.

04

Service coordination

Job allocation, contractor management, maintenance coordination and reporting.

05

Contractor Connect™

Workflow, reporting, network participation and technology-enabled service management.

Built around portfolios where coordination, compliance and visibility matter

APIS is designed to serve asset owners, managers and operators with different portfolio sizes, risk profiles and operating requirements.

- Commercial & industrial
- Retail & hospitality
- **Residential, strata & owners corporations**
- Government & education
- Health & aged care
- Infrastructure & asset owners

Operational gains that can compound across a portfolio

The client value proposition is grounded in better allocation, stronger controls, clearer reporting and a more productive use of internal resources.

01

Visibility

Open jobs, work in progress, quotes, compliance, spend and service performance in one environment.

02

Efficiency

Less manual chasing, fewer duplicate records and clearer workflows for approvals and communication.

03

Control

Defined authority, escalation, contractor compliance, quality assurance and accountability.

04

Performance

Comparable service, response-time, cost, quality and contractor-performance insight.

From proof of value to recurring portfolio revenue

The intended commercial pathway is staged: enter through a defined need, demonstrate value, then grow recurring delivery and network capability.

1

Enter

Advisory, audit or cost-optimisation engagement

→

2

Prove

Document outcomes, strengthen relationships and create references

→

3

Convert

Procurement programs, service coordination and recurring scope

→

4

Expand

Portfolio density, cross-sell and national delivery capability

Investment focus: the quality of the conversion engine, not simply the size of a pipeline.

A focused route to early traction

The early operating case centres on a disciplined account strategy, consultative entry points and evidence-led conversion to recurring revenue.

FOCUSED ACCOUNT STRATEGY

50 accounts

A controlled target list and relationship plan

EARLY ADVISORY WINS

6 wins

Management operating case, not contracted revenue

PROCUREMENT CONVERSIONS

3 conversions

A bridge to recurring client scope

MANAGED SERVICE CONVERSIONS

2 conversions

Service-delivery expansion opportunity

The early commercial model

Management's early pathway aggregates consulting, procurement and managed-service conversions into an initial revenue ambition. It remains an operating assumption requiring client contracts, conversion evidence, delivery capacity and disciplined pipeline management.

A controlled path from initial traction to national capability

Each stage must earn the right to progress through client evidence, delivery performance, capital discipline and governance maturity.

Years 1–2	**Establish**	Focused verticals, early audits, initial client evidence and disciplined CRM.
Year 3	**Convert**	Recurring client base, documented margins, service KPIs and platform pilot evidence.
Years 4–5	**Expand**	Foundation portfolios, regional rollout, onboarding and cross-sell.
Years 6–7	**Nationalise**	National coverage, enterprise contracts, standardised data and governance maturity.
Years 8–10	**Target scale**	Portfolio density, platform and network monetisation, mature risk systems.

PART II

OPERATING MODEL

A connected service-delivery architecture

APIS is designed to combine advisory, procurement, managed delivery, contractor ecosystems, technology and governance as one operating model.

Six operating layers designed to turn complexity into control

The intended APIS architecture puts client outcomes at the centre and connects strategy, governance, technology and delivery.

01

Client ecosystem

Owners, operators, managers and institutional stakeholders set requirements and outcomes.

02

Strategic advisory

Asset, facilities, procurement, sustainability, transformation and risk capability.

03

Enterprise management

Program, contractor, supplier, financial, risk, performance and compliance governance.

04

Technology

Contractor Connect™, workflow, dashboards, mobility, data and analytics.

05

Delivery

Contractors, suppliers, consultants, projects and service teams execute the work.

06

Performance

KPI reporting, client feedback, cost, compliance and continuous improvement.

Seven connected domains — one accountable client experience

The proposition is intentionally broader than a single trade or facilities-management service.

01

Consulting & advisory

02

Engineering & technical

03

Procurement & commercial

04

Managed services

05

Projects & capital works

06

Contractor Connect™

07

Enterprise support

The APIS opportunity is to orchestrate these domains into a repeatable, data-enabled operating system for client portfolios.

DELIVERY LIFECYCLE

A disciplined rhythm from client request to continuous improvement

The operating model links field delivery to client experience, governance and future commercial opportunity.

Request → Assess → Plan → Allocate → Deliver ↘

→ Quality review → Acceptance → Report → Improve

Client lifecycle: prospect → lead → client → engagement → expansion → partnership → advocate

Contractor Connect™ connects the operating environment

The platform ambition is to link people, decisions, field activity, compliance and portfolio insight across the service lifecycle.

- User, contractor & supplier management
- Compliance & credential controls
- **Job workflow & smart allocation**
- Quote, approval & variation workflows
- Reporting, analytics & dashboards
- Communication & procurement integration

Scale depends on qualified coverage — not headline numbers

The contractor, supplier and Consultant Partner ecosystem must be measured by capability, compliance, availability, performance and economics.

01

Coverage

Trade and regional coverage, contingency and capacity mapping.

02

Compliance

Licences, insurance, WHS, credentials and onboarding controls.

03

Quality

Performance measures, client feedback, service standards and QA.

04

Economics

Rate cards, cost to serve, payment terms, margin and retention.

Institutional discipline before scale

The operating model envisages a Board-led control framework spanning capital, delivery, technology, risk and investor communication.

1. **Capital allocation & forecast approval**
2. **Client contracts & delegated authority**
3. **Contractor, supplier & quality controls**
4. **Privacy, cyber security & data management**
5. **Risk appetite, assurance & reporting**

IMMEDIATE PRIORITIES

Build the evidence base before the next stage of scale

The most important early work is to establish strong operating foundations, not merely expand activity.

01 **Finalise corporate governance, capability material, Contractor Connect™ requirements, CRM and reporting.**

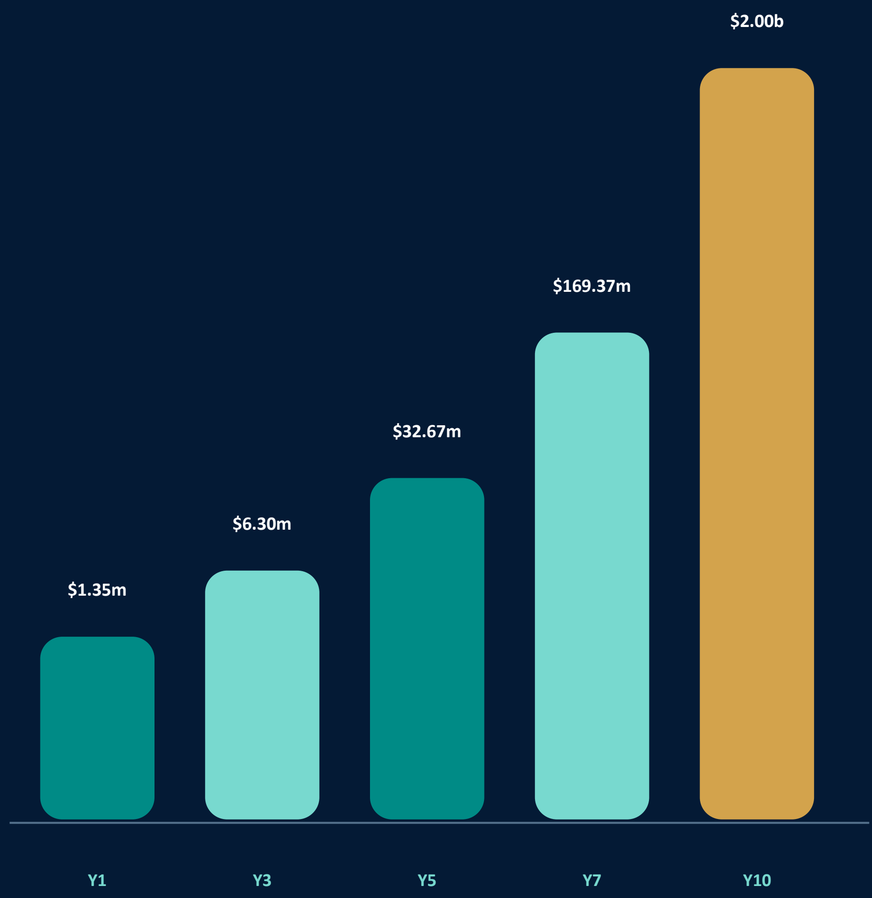
02 **Recruit initial Consultant Partners, commence contractor acquisition and build strategic partnerships.**

03 **Secure foundation clients and establish a national sales pipeline with controlled investor information.**

04 **Assess readiness before each phase across leadership, technology, operations, finance, governance and capital.**

A long-range management ambition with clear conditions

The 10-year model is deliberately presented as an illustrative target case. It requires substantial execution evidence, capital discipline and governance at every stage.



Illustrative management target case

The long-range model briefly

Illustrative management planning case. Not audited, not independently verified, not financial product advice and not a promise of performance.

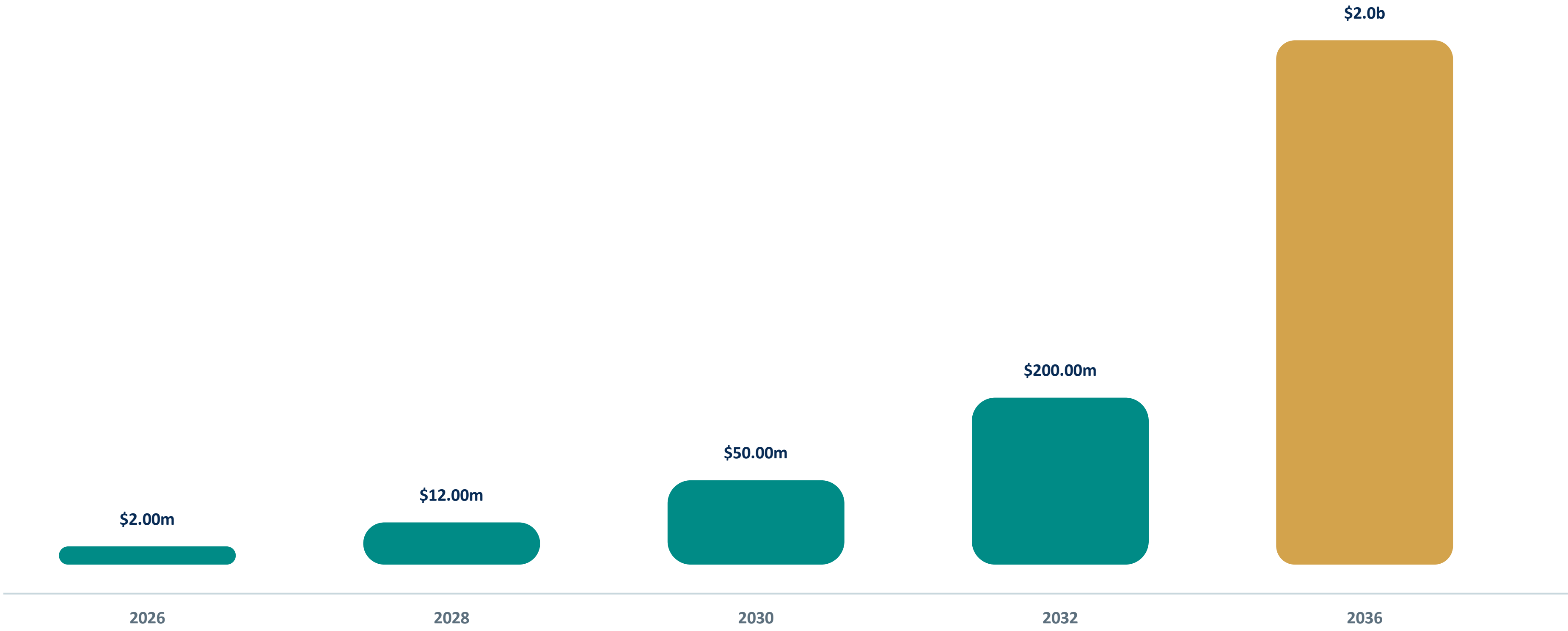
2026 REVENUE	2029 REVENUE	2032 REVENUE	2036 REVENUE
$2.0m	**$25.0m**	**$200.0m**	**$2.00b**
Operating establishment case	Early national growth case	Scale and recurring-service case	Illustrative long-range target case

What the number represents

A strategic destination, not a forecast guarantee. The 2036 target depends on enterprise portfolio wins, recurring managed-service conversion, Contractor Connect adoption, network capacity, disciplined capital deployment and mature governance.

Revenue is expected to shift from early proof points to portfolio-scale recurring delivery

Illustrative 2026-2036 management planning pathway in Australian dollars.



Illustrative management target case — not a forecast or valuation.

The target case assumes an increasingly recurring managed-services base

As the model matures, the share of managed services / facilities management rises, and Contractor Connect™ forms part of the value-creation proposition.

Revenue character	**10%**	Recurring revenue in 2026	**60%**	Recurring revenue in 2036
Project profile	**90%**	Project revenue in 2026	**40%**	Project revenue in 2036
Managed services	**$0.2m**	2026 revenue target	**$900m**	2036 revenue target
Contractor Connect	**$0m**	2026 revenue target	**$300m**	2036 revenue target
Spend managed	**$5m**	2026 procurement target	**$5.0b**	2036 procurement target

Illustrative operating outcomes — not a valuation

The profitability view reflects named margin, operating-expense, depreciation, finance-cost and tax assumptions. It does not model investor returns or value.

Metric	2026	2028	2030	2032	2036
Revenue	$2.0m	$12.0m	$50.0m	$200.0m	$2.00b
EBITDA	$0.1m	$1.0m	$6.0m	$30.0m	$360.0m
Net income	$0.1m	$0.2m	$3.5m	$19.8m	$244.5m
EBITDA margin	5.0%	8.0%	12.0%	15.0%	18.0%

Outputs are highly sensitive to gross margin, staffing, contractor economics, client concentration, working capital, technology spend, finance and tax.

EXECUTION CONDITIONS

What must be true for the long-range target case to work

The model is credible only if commercial, delivery, technology, capital and governance evidence advances together.

01

Client acquisition

Sustained enterprise wins, qualified pipeline, signed contracts and customer references.

02

Conversion engine

Audits and advisory convert into procurement, managed services and broader scope.

03

Network capacity

National coverage, compliant suppliers, quality assurance and productive capacity.

04

Platform monetisation

Product scope, adoption, pricing, security, integration and customer usage evidence.

05

Margin improvement

Service-line economics, procurement outcomes, pricing discipline and audited/review support.

06

Capital & governance

Approved budgets, cash planning, delegated authority and mature reporting controls.

The target case requires evidence gates, not blind extrapolation

Management must determine the appropriate use of the long-range scenario in any investor communication and maintain multiple evidence-backed cases as the business evolves.

GATE 01

Commercial evidence

Contracts, conversion, retention, service performance and margin outcomes.

GATE 02

Operating evidence

Network capacity, client delivery, quality, risk and workforce readiness.

GATE 03

Technology evidence

Product roadmap, IP, security, pilot activity, usage and support model.

GATE 04

Capital evidence

Board-approved budget, cashflow, funding plan and deployment controls.

PART IV

GOVERNANCE & RISK

Investment discipline needs operational proof

The business opportunity is significant. So too are execution, customer, delivery, technology, capital and regulatory risks that must be actively managed.

Capital should be deployed through Board-approved stage gates

The use of funds must be set out in final transaction documents and supported by an approved budget, cashflow plan and milestone reporting.

01

Technology & platform capability

02

Commercial activation

03

Working capital & contract mobilisation

04

Governance, risk & advisory

05

Contractor, supplier & partner network development

Scale creates opportunity — and material execution risk

Investment in APIS is speculative. The long-range target case amplifies the importance of disciplined execution and clear disclosure.

RISK 01

Target-case growth

The long-range revenue target may not be achieved.

RISK 02

Commercialisation

Pipeline may not convert; clients may not renew; scope or margin may differ.

RISK 03

Contractor ecosystem

Coverage, compliance, availability, quality and economics may not scale as planned.

RISK 04

Technology & data

Delivery, adoption, integration, cyber security and data quality may constrain outcomes.

RISK 05

Capital & liquidity

Additional funding may be needed and may not be available on acceptable terms.

RISK 06

Regulatory & people

Legal, privacy, WHS, procurement, insurance, leadership and operational maturity risk.

Controls are designed to make risk visible and manageable

No plan removes risk. The objective is to identify it early, assign responsibility and build reliable management responses.

01

Commercial

Qualified pipeline, contract discipline, cohort analysis, client performance measures and documented references.

02

Delivery

Onboarding, insurance, performance management, diversified coverage and contractual controls.

03

Technology

Product roadmap, security controls, pilot evidence, vendor management and continuity planning.

04

Capital

Cashflow planning, phased investment, Board oversight and clear investor communication.

What investors should expect to see in a maturing APIS

An investor-ready organisation should demonstrate controls that are current, owned, measurable and appropriately evidenced.

01 **Board capability, delegations and decision rights**

02 **Financial reporting, cashflow control and capital allocation**

03 **Client contracting, service-line economics and risk allocation**

04 **Contractor/supplier onboarding, compliance and performance**

05 **Privacy, cyber security, data quality and continuity**

06 **Risk register, insurance, assurance and reporting cadence**

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A controlled investment process

Investor terms, eligibility, payment and security issue are governed by final transaction documents, supported by diligence, privacy and compliance controls.

The final investment framework

The transaction must be documented in completed, Board-approved and legally reviewed transaction documents before any subscription is accepted.

PART A

Offer foundation

Issuer, security, offer schedule, parties, conditions precedent and final documentation.

PART B

Application & completion

Eligibility, application, allocation, payment verification, issue and investor register.

PART C

Investor acknowledgements

Independent assessment, forward-looking information, risk, no-advice and no-reliance provisions.

PART D

Ongoing terms

Confidentiality, information rights, transfers, privacy, compliance, liability, tax, notices and governing law.

Eligibility is confirmed before any investment is accepted

APIS may request evidence of investor eligibility, authority, identity, beneficial ownership, tax status, sanctions / AML and source of funds.

1. **Legal fundraising pathway and recipient eligibility**
2. **Investor identity, authority and beneficial ownership**
3. **Investor category and adviser / professional evidence where required**
4. **Privacy, tax, sanctions / AML and source-of-funds checks**
5. **Final offer documents, acknowledgements and cleared funds**

Information collected through the investor application process

The application stage is designed to support due diligence and compliance. It does not by itself create a binding subscription or allocation.

01

Applicant profile

Individual, company, trust, SMSF, partnership or other legal form.

02

Authority & ownership

Legal name, ACN / ABN, addresses, authorised signatory and beneficial-owner details as required.

03

Investment interest

Indicative amount, preferred structure, source of introduction and communication preferences.

04

Adviser & eligibility

Professional adviser details and the eligibility evidence requested for the selected process.

Supporting documents are requested according to applicant type

The final compliance process determines what evidence is required and how it is handled.

01

Individual

Certified identity document, proof of address and tax-residence information where required.

02

Company

Current ASIC extract, authorised-signatory evidence, directors and beneficial-owner information.

03

Trust / SMSF

Trust deed, trustee details, ABN / ACN, authority and beneficiary/controller information.

04

Foreign investor

Identity and beneficial-owner information, tax residence and specialist advice where required.

The decision must be informed, independent and confidential

The core investor acknowledgements support a disciplined and well-controlled investment process.

01 **Capacity and authority to enter final transaction documents**

02 **Independent assessment and professional advice considered or obtained**

03 **Understanding that the investment may be speculative, illiquid and result in loss**

04 **Recognition that long-range targets are illustrative and not a guarantee, valuation or investor-return statement**

05 **Reliance only on final authorised documents and no unauthorised statements**

06 **Confidentiality, privacy, transfer, tax, identity and compliance obligations**

A clear path from application to issue

Final terms will state the security, subscription amount, payment process, allocation, issue mechanics and rights attaching to the security.

1

Final offer

Completed transaction documents and investor eligibility confirmation.

→

2

Application

Approved form, authorised signatory and required supporting evidence.

→

3

Payment

Cleared funds using independently verified bank instructions.

→

4

Completion

Issue or allotment in accordance with final documents and updated register.

Investor rights and obligations are expressly documented

No information right, transfer right, anti-dilution protection, participation right or Board right is implied by this presentation.

01

Confidentiality

Protect non-public APIS information and disclose it only to permitted advisers, funders or where required by law.

02

Information rights

Any reporting, consent, pro-rata, participation or Board-observation right must be in final transaction documents.

03

Transfers & dilution

Security transfers and further issues may be subject to the constitution, shareholder agreement, instrument terms, Board approval and law.

04

Privacy & compliance

Investor information is used for application, corporate records, communications and lawful compliance purposes.

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One evidence environment, one controlled release process

The APIS data room is designed to create a trustworthy, current and auditable information environment for prospective investors.

A disciplined information environment for investor review

The data room should be managed as a controlled evidence environment — with access, version, update and archive protocols.

01

Named access

Invite-only access, confidentiality acceptance, role-based folders and access-register retention.

02

Version control

Each document carries an owner, version, issue date, status and approval record.

03

Material updates

Corrections and material updates are reviewed and made consistently available to authorised recipients.

04

Archive

A dated snapshot is preserved for each investor cohort or final-offer recipient.

The evidence set — corporate, financial, commercial and operations

The core data-room folders connect material investor claims to current documents, accountable owners and release controls.

FOLDER

01 Corporate

ASIC extract, constitution, cap table, shareholder / option / convertible register, directors, Board resolutions.

FOLDER

02 Financial

Historic accounts, management accounts, cashflow, tax, debt, model, assumptions, use-of-funds budget and review.

FOLDER

03 Offer documents

Final memorandum, terms, subscription form, investor certificate, legal advice and distribution register.

FOLDER

04 Commercial

Pipeline, material contracts, client evidence, pricing, service-line economics and customer references.

The evidence set — delivery, technology, governance and legal

Operational readiness, product status, governance maturity and legal compliance need to be evidenced before external reliance.

FOLDER

05 Operations

Delivery framework, contractor / supplier controls, insurance, WHS, quality and performance reporting.

FOLDER

06 Technology & IP

Contractor Connect™ roadmap, IP ownership, licences, integrations, privacy, security and continuity.

FOLDER

07 Governance & people

Board, delegations, risk register, policies, leadership, succession and organisation design.

FOLDER

08 Legal & compliance

Claims, disputes, regulation, privacy, employment, insurance, fundraising and compliance advice.

Every investor-facing claim needs evidence and an owner

A claim is not verified simply because it appears in an older document, brochure, model or presentation.

01	**Corporate identity**	Required evidence • accountable owner • current approval
02	**Business proposition & Contractor Connect™**	Required evidence • accountable owner • current approval
03	**Market, customer & pipeline statements**	Required evidence • accountable owner • current approval
04	**Financial case and assumptions**	Required evidence • accountable owner • current approval
05	**Use of funds**	Required evidence • accountable owner • current approval
06	**Governance, risk & offer terms**	Required evidence • accountable owner • current approval

Before investor access or final offer distribution

The final investor release should proceed only after the following checks are completed and appropriately approved.

- ✓ **Issuer identity, corporate structure and capital structure verified**
- ✓ **Financial statements, management case and long-range scenario reviewed**
- ✓ **Market, customer, pipeline and capability claims evidence-backed**
- ✓ **Final legal documents, distribution pathway and eligibility controls approved**
- ✓ **Contracts, IP, network, insurance, privacy, risk and governance evidence verified**
- ✓ **Final version archive created and access controls tested**

What APIS invites investors to assess

The investor conversation should centre on the operating engine, the quality of the evidence and the company's ability to execute with discipline.

01

Client outcomes

Does APIS solve a meaningful portfolio-management problem in a way clients will pay for?

02

Commercial engine

Can advisory, procurement, coordination and managed-service work convert into repeatable recurring revenue?

03

Operating capability

Can the contractor, supplier, Consultant Partner and technology ecosystem deliver reliably at scale?

04

Financial discipline

Are the assumptions, capital plan, margins and stage gates evidence-backed and well governed?

PART VII

CAPITAL, VALUATION & ENTERPRISE DETAIL

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The financial, capital and operating foundations behind the APIS ambition

The following pages bring the staged funding plan, balance-sheet framework, value drivers and detailed enterprise operating model into one investor discussion.

Illustrative 2026-2036 operating forecast

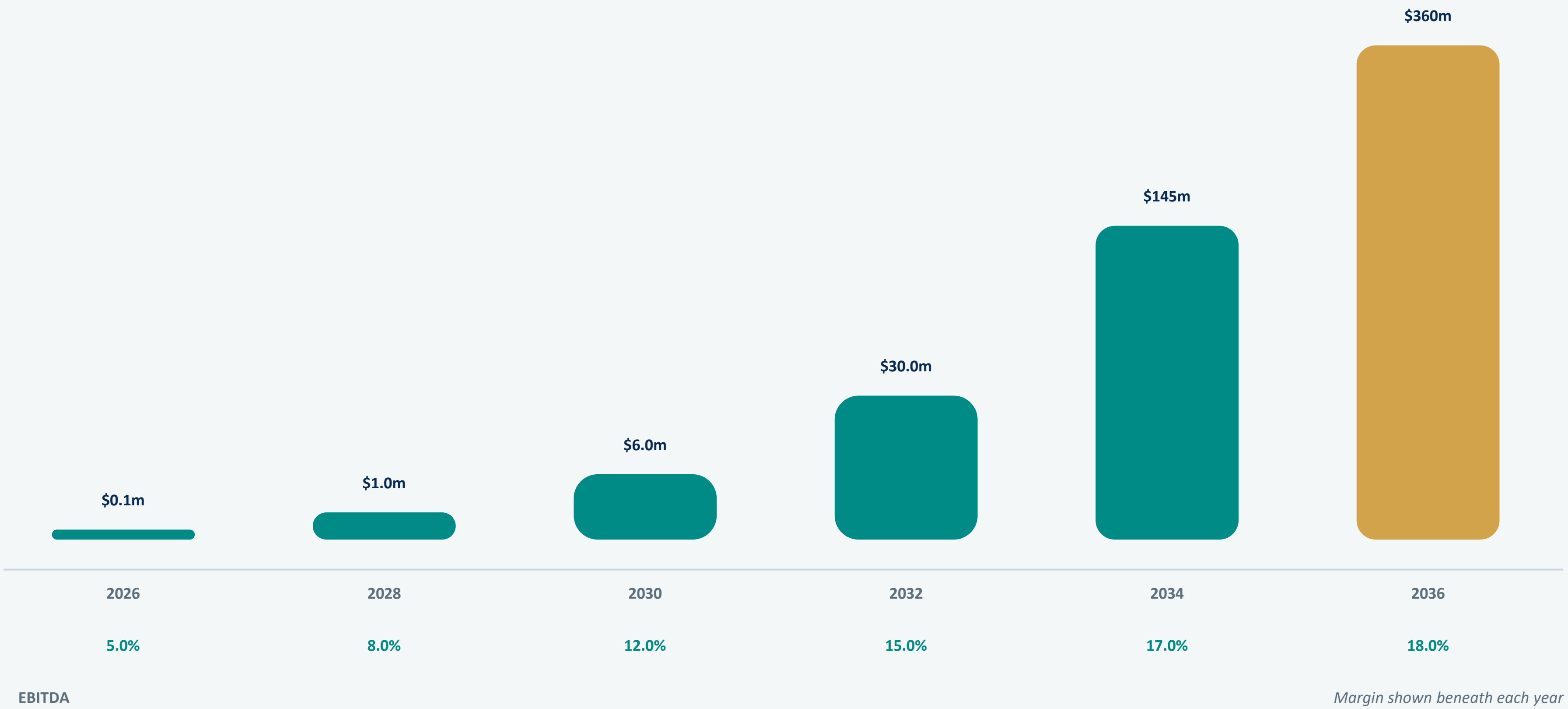
AUD millions. This is an operating-planning scenario, not a forecast guarantee or valuation.

Year	2026	2027	2028	2029	2030	2031	2032	2033	2034	2035	2036
Revenue	$2.0m	$5.0m	$12.0m	$25.0m	$50.0m	$100m	$200m	$450m	$850m	$1.35b	$2.0b
EBITDA	$0.1m	$0.4m	$1.0m	$2.5m	$6.0m	$14.0m	$30.0m	$72.0m	$145m	$243m	$360m
EBITDA margin	5.0%	7.0%	8.0%	10.0%	12.0%	14.0%	15.0%	16.0%	17.0%	18.0%	18.0%
Net income	$0.1m	$0.2m	$0.2m	$1.2m	$3.5m	$8.8m	$19.8m	$48.5m	$98.0m	$165m	$244m
Closing cash	$2.0m	$0.2m	$7.6m	$8.2m	$29.9m	$35.6m	$99.0m	$134m	$413m	$551m	$766m

Revenue, EBITDA margin and capital-expenditure assumptions are separately controlled in the accompanying financial model.

The model anticipates margin progression alongside scale

EBITDA grows from $0.1m in 2026 to $360m in the 2036 long-range management case, with margin progressing from 5.0% to 18.0%.



A diversified $2.0b target mix with recurring-service depth

The long-range mix seeks to balance managed services, procurement, Contractor Connect, projects, advisory and engineering capability.

45% OF 2036 REVENUE

Managed services

$900m

20% OF 2036 REVENUE

Procurement

$400m

15% OF 2036 REVENUE

Contractor Connect

$300m

10% OF 2036 REVENUE

Projects

$200m

5% OF 2036 REVENUE

Advisory

$100m

5% OF 2036 REVENUE

Engineering

$100m

Five capital milestones designed to fund the path from foundation to public-market readiness

The framework aggregates $280m of illustrative primary capital across four private rounds and an IPO / liquidity-event pathway.

2026	Round 1 - Founding	$2.5m
2028	Round 2 - Growth	$7.5m
2030	Round 3 - Scale	$20.0m
2032	Round 4 - Expansion	$50.0m
2034	IPO / liquidity event	$200m

Capital structure, security type, investor eligibility, pricing and offer mechanics require final Board and legal approval.

Foundation capital to establish the APIS operating engine

Illustrative foundation equity round supporting initial platform, client proof points, governance controls and commercial activation.

PRE-MONEY VALUE	PRIMARY RAISE	POST-MONEY VALUE	STARTING PRICE
$10.0m	**$2.5m**	**$12.5m**	**$1.00**
Illustrative enterprise milestone	Foundation capital requirement	Before incentive mechanics	Illustrative price per share

Primary uses

MVP development, first client proof points, commercial activation, early contractor and Consultant Partner ecosystem, working capital and governance foundations.

Capital for enterprise platform capability and regional delivery readiness

Illustrative Series A / growth equity round following early client traction, platform progress and repeatable operating evidence.

PRE-MONEY VALUE	PRIMARY RAISE	POST-MONEY VALUE	IMPLIED DILUTION
$30.0m	**$7.5m**	**$37.5m**	**20.0%**
Illustrative growth milestone	Growth-capital requirement	Illustrative transaction value	New-money ownership at close

Enterprise platform

Mobile capability

Client acquisition

Regional delivery readiness

Capital for national expansion and Contractor Connect commercialisation

Illustrative Series B / scale capital round supporting capability expansion, procurement scale, workforce growth and broader portfolio contracts.

PRE-MONEY VALUE	PRIMARY RAISE	POST-MONEY VALUE	IMPLIED DILUTION
$75.0m	**$20.0m**	**$95.0m**	**21.1%**
Illustrative scale milestone	National-scale capital	Illustrative transaction value	New-money ownership at close

Execution focus

1. **National client acquisition**
2. **Procurement program scale**
3. **Contractor Connect commercialisation**
4. **Workforce and control maturity**

ROUND 4 - EXPANSION

Capital for institutional scale, automation and portfolio density

Illustrative Series C / expansion capital round supporting data, automation, acquisition readiness and institutional operating controls.

PRE-MONEY VALUE

$250.0m

Illustrative expansion milestone

PRIMARY RAISE

$50.0m

Expansion capital

POST-MONEY VALUE

$300.0m

Illustrative transaction value

IMPLIED DILUTION

16.7%

New-money ownership at close

FOCUS

Enterprise build

Portfolio density, national delivery coverage, data/automation capability, commercial contracting and institutional risk controls.

DISCIPLINE

Acquisition readiness

Potential capability or regional opportunities require separate underwriting, integration planning, Board approval and transaction documentation.

Public-market readiness is a milestone - not an assured outcome

The model illustrates an IPO / liquidity-event capital pathway once financial reporting, governance, risk and investor-readiness requirements have matured.

ILLUSTRATIVE PRE-MONEY	PRIMARY CAPITAL	ILLUSTRATIVE POST-MONEY	NEW-MONEY DILUTION
$1.20b	**$200.0m**	**$1.40b**	**14.3%**
2034 enterprise-value milestone	Illustrative listing capital	Before transaction costs	Illustrative at close

IPO readiness requires

- **Appropriately reviewed financial information**
- **Mature governance, risk and reporting controls**
- **Credible operating evidence and contract base**
- **Legal, regulatory and investor-readiness workstreams**

FOUNDING-INVESTOR INCENTIVE

Reward early commitment while preserving disciplined governance

The following is an illustrative commercial framework only; no security, right or incentive exists unless it is approved and documented in final transaction documents.

01

15% allocation uplift

Additional allocation within the Round 1 pool. The model assumes 2.875m founding-investor shares on $2.5m gross proceeds.

02

Pro-rata participation

Opportunity to participate in future rounds in proportion to ownership, subject to final terms and applicable law.

03

Priority allocation

Consideration for allocation priority in future fundraising events, subject to Board discretion and final terms.

04

Strategic updates

Quarterly business updates and information access only to the extent expressly documented and legally permitted.

An illustrative founding-investor ownership pathway

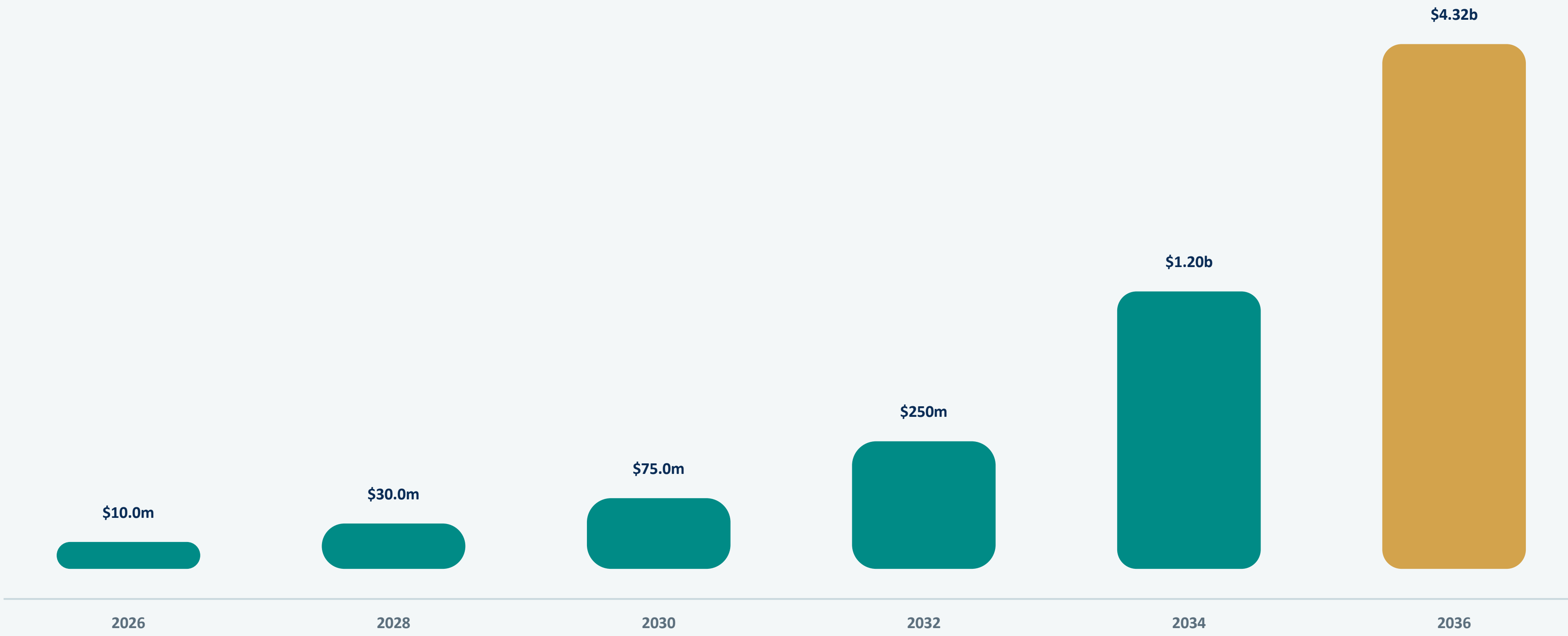
The model assumes a 10.0m fully diluted opening share base and the Round 1 15% founding allocation uplift. Pro-rata participation is not modelled.

Milestone	Post-money	Total shares	Founding shares	Founding ownership	Illustrative equity value
Round 1 - Founding	$12.5m	12.9m	2.9m	22.3%	$2.8m
Round 2 - Growth	$37.5m	16.1m	2.9m	17.9%	$6.7m
Round 3 - Scale	$95.0m	20.4m	2.9m	14.1%	$13.4m
Round 4 - Expansion	$300m	24.5m	2.9m	11.8%	$35.3m
IPO / liquidity event	$1.40b	28.5m	2.9m	10.1%	$141m

The equity-value column is a mathematical illustration at the stated post-money milestones, not an investor-return projection, liquidity assurance or valuation opinion.

Enterprise-value milestones are driven by operating evidence, not by aspiration alone

The illustrative enterprise-value path aligns capital milestones with revenue, profitability, recurring-revenue quality, delivery capability and governance maturity.



Illustrative enterprise-value milestones - not a valuation opinion or offer price.

WHAT INFLUENCES VALUATION

The quality of revenue and the reliability of the operating system matter

Valuation is affected by more than revenue scale. Investors will assess evidence of repeatability, margin quality, governance and risk management.

VERY HIGH

Recurring managed services

Contracted client scope, retention, gross margin and portfolio density.

VERY HIGH

Contractor Connect adoption

Product readiness, usage, pricing, integration and customer outcomes.

HIGH

Procurement capability

Spend under management, savings evidence, supplier economics and governance.

HIGH

National delivery capability

Coverage, compliance, service quality, capacity and risk controls.

VERY HIGH

Financial reporting & governance

Reliable accounts, cash control, Board oversight and disclosure discipline.

EXTERNAL

Market and liquidity conditions

Interest rates, market sentiment, public comparables and transaction conditions.

BALANCE SHEET

The capital plan is reflected in a formula-driven balance-sheet framework

All amounts are Australian dollars in millions. Cash, working capital, capitalised assets and equity are linked to the operating model.

	2026	2028	2030	2032	2034	2036
Cash	**$2.0m**	**$7.6m**	**$29.9m**	**$99.0m**	**$413m**	**$766m**
Accounts receivable	**$0.2m**	**$1.5m**	**$6.2m**	**$24.7m**	**$105m**	**$247m**
Net capitalised assets	**$0.5m**	**$2.5m**	**$3.6m**	**$8.5m**	**$21.3m**	**$41.5m**
Total assets	**$2.8m**	**$11.7m**	**$40.2m**	**$134m**	**$547m**	**$1.07b**
Total liabilities	**$0.2m**	**$1.2m**	**$5.1m**	**$20.4m**	**$86.9m**	**$204m**
Total equity	**$2.6m**	**$10.5m**	**$35.1m**	**$114m**	**$460m**	**$870m**

Balance-sheet schedules are illustrative and must be refined against actual contract terms, working-capital cycles, tax, funding costs and accounting policy.

Capital rounds bridge investment intensity and operating cash generation

The model shows formula-driven operating cash flow, capital expenditure, capital raises and closing cash through the long-range planning period.

2026	2028	2030	2032	2034	2036
$2.0m	$7.6m	$29.9m	$99.0m	$413m	$766m
CFO $0.0m | capex $0.5m	CFO $0.6m | capex $0.8m	CFO $3.7m | capex $2.0m	CFO $18.4m | capex $5.0m	CFO $90.1m | capex $12.0m	CFO $235m | capex $20.0m

Capital discipline

Capital is intended to be deployed through agreed gates, against client evidence, platform progress, delivery capability, working-capital requirements, reporting controls and Board-approved budgets.

Capital allocation supports both commercial growth and operating resilience

The model aligns capital deployment with technology, customer acquisition, operating capability, talent, working capital and governance.

35.0%	Technology development
20.0%	Sales & marketing
15.0%	Operations
15.0%	Talent acquisition
10.0%	Working capital
5.0%	Governance & compliance

Technology investment pathway: MVP | enterprise platform | mobile applications | integrations | analytics and AI | scalable national platform

ALLIANCE
PROPERTY & INFRASTRUCTURE SERVICES
Integrated Property, Infrastructure & Advisory Services

The operating architecture designed to support the APIS investment case

The following enterprise pages bring together the detailed market, service, technology, people, governance and transformation framework behind the APIS operating model.

A national integrated property, infrastructure and service-delivery platform

APIS is designed to transform how organisations manage assets, facilities, contractors, suppliers and operational service delivery across Australia.

1. **A single accountable partner**
2. **Technology-enabled operating platform**
3. **National delivery capability**
4. **Transparent reporting and governance**
5. **Specialist expertise and scalable networks**

Build an enterprise that integrates people, process, technology and accountability

The strategic ambition is to improve operational performance, reduce service-delivery risk, enhance contractor accountability and create measurable commercial value.

PILLAR 1

Client growth

PILLAR 2

Contractor Connect

PILLAR 3

Partner expansion

PILLAR 4

Technology

PILLAR 5

Strategic acquisitions

2036 enterprise ambition: 5,000+ active clients, 10,000+ contractors, 1,000+ suppliers, 300+ consultants, 1,000+ employees and $5b procurement spend under management.

Six operating layers connect strategy to delivery and continuous improvement

The architecture centres on client outcomes and brings advisory, governance, technology and field delivery into one operating system.

LAYER 01

Client ecosystem

Stakeholder requirements and outcomes.

LAYER 02

Strategic advisory

Direction, asset, procurement and transformation capability.

LAYER 03

Enterprise management

Financial, risk, supplier and performance governance.

LAYER 04

Technology

Workflows, dashboards, mobility, data and analytics.

LAYER 05

Delivery

Contractors, suppliers, consultants, projects and teams.

LAYER 06

Performance

KPI reporting, client feedback and continuous improvement.

Scale needs a visible decision-making architecture

APIS is designed around Board oversight, executive accountability, delegated authority, enterprise support functions and a structured benefits-realisation approach.

1. **Board and executive leadership**
2. **Enterprise risk, quality and compliance**
3. **Financial control and capital allocation**
4. **Client, contractor and supplier governance**
5. **Transformation, PMO and benefits realisation**

A connected ecosystem rather than a single-trade proposition

The portfolio combines specialist advice, delivery capability, procurement and technology to address property, infrastructure and operational complexity.

01

Consulting & advisory

02

Engineering & technical

03

Procurement & commercial

04

Managed services

05

Projects & capital works

06

Contractor Connect

07

Enterprise support

A digital operating environment linking clients, service providers and delivery

The platform ambition is to create a connected workflow for contractor management, compliance, allocation, reporting, procurement and performance management.

- Contractor and supplier management
- Compliance and credential controls
- Job and project workflow
- **Smart allocation and work coordination**
- Reporting, analytics and dashboards
- Procurement integration and communications

Technology is an operating capability, not merely a support function

The intended technology strategy spans mobility, workflow automation, business intelligence, cyber security, analytics, AI capability, client portals and sustainability reporting.

01

Data intelligence

Operational dashboards, reporting, data quality and decision support.

02

Cyber security

Privacy, access control, vendor management, resilience and business continuity.

03

Mobility

Field access, mobile workflows, rapid updates and real-time service coordination.

04

Innovation

Analytics, AI capability, automation and future-state platform scale.

Different sectors, one integrated operating proposition

APIS is designed to adapt its service model to sector-specific risk, compliance, asset and stakeholder requirements.

- Commercial, industrial, retail & hospitality
- Residential, strata & owners corporations
- **Government, education, health & aged care**
- Infrastructure operators & asset owners
- Property, facilities & building management teams
- Insurance and specialist asset-service stakeholders

Help clients define the right operating, commercial and asset strategy before delivery

Advisory work provides an entry point to operational improvement and can support broader procurement, managed-service and transformation engagements.

01

Operational reviews and performance improvement

Specialist input designed to create clearer priorities, governance and measurable improvement opportunities.

02

Asset and facilities strategy

Specialist input designed to create clearer priorities, governance and measurable improvement opportunities.

03

Procurement and commercial advisory

Specialist input designed to create clearer priorities, governance and measurable improvement opportunities.

04

Business transformation and governance

Specialist input designed to create clearer priorities, governance and measurable improvement opportunities.

05

Technical and infrastructure advice

Specialist input designed to create clearer priorities, governance and measurable improvement opportunities.

06

ESG, sustainability and risk advisory

Specialist input designed to create clearer priorities, governance and measurable improvement opportunities.

Integrate planned, reactive and multi-trade service delivery across portfolios

The facilities and property-services proposition is designed to improve visibility, contractor coordination, asset performance, compliance and stakeholder experience.

1. **Maintenance and repairs**
2. **Planned maintenance**
3. **Facilities and asset management**
4. **Refurbishment and capital works**
5. **Essential services and compliance**
6. **Multi-trade contractor coordination**

Turn supplier complexity into controlled commercial advantage

Procurement is positioned as a strategic lever for cost optimisation, supplier performance, contract governance and spend visibility.

01

Strategic sourcing

Category strategies, supplier selection and commercial alignment.

02

Supplier management

Onboarding, performance, compliance, service capacity and relationship management.

03

Contract management

Scope, risk allocation, commercial controls, renewals and performance obligations.

04

Spend under management

Portfolio-scale visibility, savings initiatives and governance of procurement outcomes.

Specialist capability for asset performance, remediation and infrastructure programs

Engineering and technical services extend APIS beyond routine service coordination into complex assets, programs, projects and technical delivery.

01

Engineering assessments

Technical and delivery capability tailored to client risk, asset condition, program scope and compliance requirements.

02

Technical due diligence

Technical and delivery capability tailored to client risk, asset condition, program scope and compliance requirements.

03

Infrastructure planning

Technical and delivery capability tailored to client risk, asset condition, program scope and compliance requirements.

04

Capital works delivery

Technical and delivery capability tailored to client risk, asset condition, program scope and compliance requirements.

05

Remediation and renewals

Technical and delivery capability tailored to client risk, asset condition, program scope and compliance requirements.

06

Project governance and quality assurance

Technical and delivery capability tailored to client risk, asset condition, program scope and compliance requirements.

A delivery model designed to create repeatable portfolio outcomes

Managed services combines operational coordination, service delivery, reporting, contractor ecosystems and client accountability into a scalable operating model.

- Facilities management
- Asset management
- Service delivery management
- Operations management
- National coordination
- **Performance reporting and continuous improvement**

Build measurable environmental, social and governance outcomes into operating delivery

The framework considers carbon, energy, waste, safety, diversity, social procurement, community value and transparent reporting as operational performance measures.

01

Carbon and energy efficiency

Define the measure, data owner, reporting method and improvement action so ESG becomes operationally meaningful.

02

Waste and environmental management

Define the measure, data owner, reporting method and improvement action so ESG becomes operationally meaningful.

03

Safety and workforce wellbeing

Define the measure, data owner, reporting method and improvement action so ESG becomes operationally meaningful.

04

Diversity and social procurement

Define the measure, data owner, reporting method and improvement action so ESG becomes operationally meaningful.

05

Community and stakeholder value

Define the measure, data owner, reporting method and improvement action so ESG becomes operationally meaningful.

06

Governance and transparent reporting

Define the measure, data owner, reporting method and improvement action so ESG becomes operationally meaningful.

Protect service quality and enterprise resilience as the organisation scales

The control framework spans compliance, contractors, safety, operations, financial performance, technology, client satisfaction and organisational resilience.

01 **Risk register and escalation**

02 **Contractor qualification and compliance**

03 **WHS, insurance and quality assurance**

04 **Privacy, cyber and data resilience**

05 **Client satisfaction, SLA and performance measures**

06 **Business continuity and operating resilience**

A phased geographic and commercial growth plan

The roadmap seeks to build a Melbourne foundation before progressively establishing capability in other priority Australian markets as evidence, capacity and capital permit.

Timing	Market
Foundation	Victoria
2027	New South Wales
2028	Queensland
2029	South Australia
2030	Western Australia
2031	Australian Capital Territory

A national sales engine requires disciplined relationships, thought leadership and conversion evidence

The commercial framework combines direct sales, strategic partners, existing-client expansion, consultant and contractor networks and targeted digital marketing.

35%

Direct sales

35% illustrative channel contribution in the commercial design; execution requires evidence of conversion, retention and cost to acquire.

20%

Strategic partnerships

20% illustrative channel contribution in the commercial design; execution requires evidence of conversion, retention and cost to acquire.

20%

Existing clients

20% illustrative channel contribution in the commercial design; execution requires evidence of conversion, retention and cost to acquire.

10%

Consultant network

10% illustrative channel contribution in the commercial design; execution requires evidence of conversion, retention and cost to acquire.

10%

Contractor network

10% illustrative channel contribution in the commercial design; execution requires evidence of conversion, retention and cost to acquire.

5%

Digital marketing

5% illustrative channel contribution in the commercial design; execution requires evidence of conversion, retention and cost to acquire.

The network must be capable, compliant and productive

People, Consultant Partners, contractors and suppliers are central to the intended delivery model. Scale depends on quality, governance, retention and capacity - not simply headcount.

Active clients	Contractors	Consultants	Employees
20 → 5,000+	**100 → 10,000+**	**10 → 300+**	**10 → 1,000+**
2026 to 2036 ambition	2026 to 2036 ambition	2026 to 2036 ambition	2026 to 2036 ambition

Convert strategy into visible measures, accountable work and staged execution

The target operating model combines market/client, service delivery, contractor ecosystem, technology, governance, enterprise services and leadership in one integrated framework.

HORIZON 01

Foundation

Foundation: core services, governance, early clients and Contractor Connect MVP

HORIZON 02

Growth

Growth: national scaling, recurring services, platform maturity and organisational capability

HORIZON 03

Expansion

Expansion: acquisitions, technology commercialisation and broader portfolio scope

HORIZON 04

Market leadership

Market leadership: institutional readiness, mature network and enterprise optimisation

ALLIANCE

PROPERTY & INFRASTRUCTURE SERVICES

Integrated Property, Infrastructure & Advisory Services

A controlled application, confidentiality and diligence process

The following pages integrate the investor application, confidentiality undertaking and due diligence framework into the memorandum.

Four controls work together to make the investor process orderly and accountable

The forms and controls below are designed for use only once the issuer, fundraising pathway, legal documents and investor cohort have been approved.

01

Application framework

Applicant identity, authority, indicative interest and supporting information.

02

Confidentiality undertaking

Controlled treatment of non-public information and adviser access.

03

Diligence & verification

Questions, document requests, KYC, privacy and payment controls.

04

Subscription completion

Final terms, payment, issue, register and evidence completion.

Control principle: an expression of interest, diligence response or draft form does not create an allocation, payment instruction or binding subscription.

Complete only under the final approved legal process

The application pack is a controlled information and diligence framework. It is not an offer, acceptance, payment instruction or commitment by APIS to issue securities.

CONTROL 01

Not an offer

No security is offered or issued through preliminary materials or an indicative expression of interest.

CONTROL 02

Independent advice

Applicants should obtain legal, financial, accounting and taxation advice before any investment decision.

CONTROL 03

Payment security

Funds are transferred only after final documents and independently verified payment instructions are issued.

CONTROL 04

Eligibility

The lawful investor cohort and distribution process are confirmed before the application can be accepted.

Capture only the information needed to assess identity, authority and eligibility

Final privacy wording must identify the issuer, collection purpose, permitted disclosures, retention and access/correction process.

01	**Applicant type & legal name**	Individual, company, trust, SMSF, partnership or other; full legal name.
02	**Registration & address**	ACN/ABN/trust details; registered or residential address and contact details.
03	**Tax & beneficial ownership**	Tax residence and beneficial owner/controller information only where required.
04	**Authorised signatory**	Name, role and authority evidence such as constitution, Board or trustee authority.
05	**Investor record controls**	Internal reference, communication preference and authorised adviser contact details.

Express interest without creating a binding subscription

No allocation occurs through this stage. APIS may accept, reject, scale back or defer an application only under final documents, legal requirements and the Board-approved process.

FIELD 01

Proposed investment

Indicative amount in Australian dollars, subject to final terms.

FIELD 02

Preferred structure

Equity, convertible, strategic or other structure to be confirmed.

FIELD 03

Offer reference

Final offer reference and allocation terms are inserted only after approval.

FIELD 04

Eligibility evidence

Investor category, adviser confirmation or other evidence as required.

FIELD 05

Adviser details

Name, firm and professional contact details where an adviser is nominated.

FIELD 06

Questions & conditions

Material questions, requested information and communication preference.

Evidence is tailored to applicant type and the final compliance process

APIS should collect only information reasonably needed for the application, corporate records, investor communications and lawful compliance obligations.

EVIDENCE

Individual

Certified identity and address evidence; tax-residence information where required.

EVIDENCE

Company

Current corporate extract, authorised signatory evidence, director and beneficial-owner details.

EVIDENCE

Trust or SMSF

Trust deed, trustee details, registration information and authority evidence.

EVIDENCE

Foreign investor

Identity, beneficial ownership and tax-residence information; specialist review where applicable.

EVIDENCE

Source of funds

Evidence reasonably requested under the final compliance process.

EVIDENCE

Payment verification

Final approved payment instructions independently verified through a known APIS contact channel.

A responsible investment decision is independent, informed and controlled

The following acknowledgements protect both prospective investors and APIS. They must be confirmed in final documents after Australian legal review.

1. The opportunity may be speculative, illiquid and result in loss of some or all capital invested.
2. The investor has had the opportunity to seek independent legal, financial, accounting and taxation advice.
3. The investor relies only on final authorised transaction documents, not informal statements or preliminary material.
4. Long-range operating targets are illustrative planning scenarios, not guaranteed forecasts, valuations or investor-return statements.
5. Non-public information and diligence discussions remain confidential except for permitted advisers bound by confidence.
6. **Applicant information is true, complete and current, and changes are notified before final acceptance.**

Make investor questions visible, owned and capable of a documented response

Execution confirms applicant information, confidentiality and acknowledgement of the process. It does not itself create a binding subscription or require APIS to issue securities.

01 **Commercial, client and pipeline questions**

02 **Financial model and long-range planning questions**

03 **Contractor Connect, technology and intellectual-property questions**

04 **Governance, risk, legal and taxation questions**

05 **Management meeting request and preferred attendees**

06 **Additional documents requested**

Internal confirmation records applicant name, authority, eligibility review, KYC/privacy status, final documents issued and outstanding follow-up.

ALLIANCE
PROPERTY & INFRASTRUCTURE SERVICES
Integrated Property, Infrastructure & Advisory Services

Controlled evidence for investor access

The data-room section establishes named access, current evidence, accountable owners, release controls and a final archive record.

Create a controlled evidence environment before investor access

A prior presentation, brochure, model or discussion is not verification by itself. Each investor-facing claim requires current evidence, ownership and approval for the final purpose.

CONTROL 01

Accountability

Name a data-room owner, legal reviewer and financial reviewer before release.

CONTROL 02

Named access

Use named invitations, confidentiality acceptance, role-based access and an access register.

CONTROL 03

Version control

Every item shows its owner, version, issue date, status and approval record.

CONTROL 04

Material updates

Review and make material updates or corrections consistently available to authorised recipients.

CONTROL 05

Archive

Preserve a dated snapshot of material shared with each investor cohort or final-offer recipient.

Corporate, financial, offer and commercial evidence

The first four folders establish the legal issuer, financial case, transaction documentation and commercial evidence base.

FOLDER

01 Corporate

Corporate extract, constitution, cap table, registers, directors/officers and Board resolutions.

FOLDER

02 Financial

Accounts, management reporting, cashflow, tax, debt, model, assumptions, budget and review evidence.

FOLDER

03 Offer documents

Final memorandum, terms, subscription form, investor certificate, legal advice and distribution register.

FOLDER

04 Commercial

Pipeline, material contracts, client evidence, pricing, service economics and customer references.

Operations, technology, governance and legal-compliance evidence

The second set of folders tests delivery readiness, product scope, organisational controls and legal/compliance matters before external reliance.

FOLDER

05 Operations

Delivery framework, contractor and supplier controls, insurance, WHS, quality and performance reporting.

FOLDER

06 Technology & IP

Contractor Connect roadmap, IP ownership, licences, integrations, privacy, security and continuity.

FOLDER

07 Governance & people

Board, delegations, risk register, policies, leadership, succession and workforce controls.

FOLDER

08 Legal & compliance

Claims, disputes, regulatory matters, privacy, employment, insurance and fundraising advice.

Every investor-facing claim needs evidence, an owner and approval

Claims are verified only when evidence is current, attributable, fit for the investor purpose and approved under the final disclosure process.

01	**Corporate identity**	Current corporate records
02	**Business proposition**	Approved operating and product material
03	**Market & customer claims**	Dated evidence, CRM or contracts
04	**Financial case**	Model, assumptions, review and Board decision
05	**Use of funds**	Approved budget and cashflow
06	**Governance & risk**	Policies, certificates, registers and records
07	**Offer terms**	Legal advice, final terms and Board resolution
08	**Technology & IP**	Scope, ownership, licences and security evidence

FINAL RELEASE CHECKLIST

No investor access or final offer distribution without the relevant approvals

The checks below create a clear evidence trail for the Board, legal adviser, financial reviewer and investor communications process.

CHECK **Data-room access controls tested and confidentiality acceptance recorded**

CHECK **Issuer identity, corporate structure and capital records verified**

CHECK **Financial statements, model and target-case communication reviewed**

CHECK **Market, customer and pipeline statements evidence-backed**

CHECK **Final legal documents and distribution pathway approved**

CHECK **Material contracts, IP, insurance, contractor controls and risk reviewed**

CHECK **Final release archive saved with date, version and recipient cohort**

CHECK **Board, legal and financial sign-off recorded before release**

PART XI

SUBSCRIPTION CONDITIONS & SCHEDULES

A documented pathway from offer foundation to completed issue and register

All commercial particulars, investor rights and legal mechanics remain subject to final Board approval and Australian legal review.

Final documents establish the issuer, security, conditions and legal pathway

Draft terms bind no party until completed in all material respects, incorporated into final transaction documents, approved by the Board and executed by authorised parties.

PART A - 01

Verified issuer

Legal entity, registration details, registered office and notice details confirmed against current corporate records.

PART A - 02

Final documents

Offer schedule, subscription agreement, constitution, shareholder arrangements, instrument terms, privacy notice and Board resolutions as applicable.

PART A - 03

Conditions precedent

Board approval, legal pathway, corporate approvals, eligibility/KYC, final documents and verified cleared funds where required.

PART A - 04

Commercial particulars

Security type, price, offer size, allocation, rights, use of funds, payment, refund and dispute arrangements.

A controlled sequence from investor eligibility through to corporate records

The Company may request evidence of eligibility, authority, identity, beneficial ownership, tax status, sanctions/AML and source of funds before accepting an application.

1 Eligibility

Confirm applicable investor cohort and evidence requirements.

2 Application

Receive the approved, complete and authorised application with requested evidence.

3 Allocation

Accept, reject, scale back or defer under final documents and applicable law.

4 Payment

Issue final payment instructions; investor independently verifies bank details.

5 Completion

Verify cleared funds, execute final documents and complete conditions.

6 Issue & register

Issue/allot the security and update the relevant corporate register.

Final documents should make the investment basis, risks and no-advice position explicit

An investor acknowledges capacity and authority, makes an independent assessment and relies only on representations expressly included in final executed documents.

01	Investment may be speculative, illiquid and result in loss of some or all capital invested.
02	Targets, market statements, capital plans and exit possibilities are uncertain and may differ materially from actual outcomes.
03	The investor has obtained, or chosen not to obtain, independent professional advice.
04	Long-range operating and valuation scenarios are illustrative management planning concepts, not forecasts or return projections.
05	No personal financial product advice is provided through the memorandum or supporting materials.
06	**Nothing excludes rights, remedies or obligations that cannot lawfully be excluded.**

Investor rights and obligations exist only where expressly documented

No information, Board observation, consent, participation, anti-dilution or transfer right is implied by this memorandum or by earlier discussions.

TERM 01

Confidentiality

Protect non-public information and permit disclosure only to authorised advisers, funders or as required by law.

TERM 02

Information rights

Any reporting, information, Board observation, consent or participation right is expressly stated in final documents.

TERM 03

Transfers & dilution

Transfer restrictions, further issues, pre-emptive arrangements and dilution protections apply only as final documents provide.

TERM 04

Privacy & compliance

Investor data is used only for the approved application, corporate-record, communication and compliance purposes.

TERM 05

Liability & tax

Liability provisions and taxation consequences require tailored legal and independent tax advice.

TERM 06

Disputes & law

Notice, execution, dispute process, governing law and forum are confirmed in final executed documents.

Commercial particulars must be completed before issue or circulation

The completed offer schedule is the place for Board-approved commercial details. Blank or preliminary particulars are not final terms.

FIELD 01 **Issuer legal name, registration details and notice address**

FIELD 02 **Fundraising pathway and distribution controls**

FIELD 03 **Security type, price, subscription amount and conversion terms**

FIELD 04 **Offer size, minimum, maximum, allocation and offer period**

FIELD 05 **Investor eligibility evidence and conditions precedent**

FIELD 06 **Use of funds, milestones and investor reporting**

FIELD 07 **Investor rights, transfer restrictions and further-issue treatment**

FIELD 08 **Payment instructions, application-money treatment and refunds**

FIELD 09 **Governing law, dispute forum and execution process**

FIELD 10 **Approved disclosure wording and material-update process**

The final applicant record combines commercial particulars with binding acknowledgements

The document is completed only after the offer schedule and legal terms have been finalised, and all applicable eligibility, privacy and compliance checks are complete.

- 01 **Investor legal name and registration details**
- 02 **Security applied for and subscription amount**
- 03 **Authorised signatory and capacity**
- 04 **Eligibility evidence and adviser details**
- 05 **Payment reference and verified instructions**

Final acknowledgements

1. Final documents have been read.
2. Independent advice has been obtained or considered.
3. Risk, confidentiality and privacy terms are acknowledged.
4. Authority and applicant information are confirmed.
5. No reliance is placed on unauthorised statements.

Final execution occurs only after the corporate, financial, legal and investor records are complete

The Company, accountant and Australian legal advisers should confirm the required approvals and evidence before the security is issued or corporate registers are updated.

COMPLETE BEFORE ISSUE

Corporate identity & capital structure

Current corporate extract, constitution, cap table and relevant registers.

COMPLETE BEFORE ISSUE

Financial information

Accounts, management information, approved model, assumptions and use-of-funds budget.

COMPLETE BEFORE ISSUE

Long-range target governance

Board decision on planning targets and approved investor communication wording.

COMPLETE BEFORE ISSUE

Legal offer pathway

Written Australian legal advice, final terms, distribution controls and execution documents.

COMPLETE BEFORE ISSUE

Investor eligibility & KYC

Authority, privacy, identity, sanctions/AML and other evidence where required.

COMPLETE BEFORE ISSUE

Issue, allotment & register

Signed documents, cleared funds, issue confirmation and updated corporate records.

ALLIANCE

PROPERTY & INFRASTRUCTURE SERVICES

Integrated Property, Infrastructure & Advisory Services

BUILD THE OPERATING LAYER COMPLEX PORTFOLIOS NEED

A controlled, evidence-led pathway to a more connected APIS enterprise.

Victoria | New South Wales | Queensland | South Australia | ACT | Tasmania | Western Australia

Investor relations

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