

ASX ANNOUNCEMENT

14 November 2024

ASX Market Announcements Office
Level 40, Central Park
152 – 158 St George's Terrace
Perth WA 6000

Notice under section 708AA(2)(f) of the Corporations Act 2001 (Cth)

Orbital Corporation Limited ACN 009 344 058 (ASX:OEC) (**Orbital** or **Company**) has today announced that it is undertaking a renounceable pro-rata entitlement offer of new fully paid ordinary shares in Orbital (**New Shares**) (**Rights Issue**) to raise gross proceeds of up to approximately A\$2.0 million (before costs).

Under the Rights Issue, eligible shareholders will be invited to subscribe for one New Share for every eight existing fully paid ordinary shares in the Company held as at the record date, 7.00pm (Sydney time) on 19 November 2024, at an issue price of A\$0.11 per New Share.

Further details regarding the Rights Issue are detailed in the Offer Booklet, ASX announcement and investor presentation accompanying this notice.

The Company hereby notifies ASX under paragraph 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**), as modified by the Australian Securities and Investments Commission (ASIC) Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (**ASIC Instrument**) that:

- (a) the Company will offer the New Shares under the Rights Issue without disclosure to investors under Part 6D.2 of the Corporations Act;
- (b) this notice is being given under section 708AA(2)(f) of the Corporations Act as modified by the ASIC Instrument;
- (c) as at the date of this notice, the Company has complied with:
 - (i) the provisions of Chapter 2M of the Corporations Act, as they apply to the Company; and
 - (ii) sections 674 and 674A of the Corporations Act;
- (d) as at the date of this notice, there is no excluded information as defined in section 708AA(8) and section 708AA(9) of the Corporations Act which is required to be disclosed by the Company;
- (e) the potential effect which the issue of New Shares pursuant to the Rights Issue will have on the control of the Company is as follows:

- (i) if all eligible shareholders take up their entitlements under the Rights Issue, the New Shares issued under the Rights Issue will have no effect on the control of the Company and all shareholders will hold the same percentage interest in the Company, subject only to changes resulting from ineligible shareholders being unable to participate in the Rights Issue;
 - (ii) in the more likely event that there is a shortfall in the Rights Issue, eligible shareholders who do not subscribe for their full entitlement of New Shares under the Rights Issue (such as those who sell their rights to New Shares under the Rights Issue) will be diluted relative to those shareholders who subscribe for some or all of their entitlement, and will be diluted by any take up of the shortfall;
 - (iii) the voting power in the Company held by UIL Limited and its associates (together the **UIL Parties**) could increase from the current level of 31.0% to up to a maximum of 33.98%;
 - (iv) the voting power in the Company held by Boneyard Investments and its associates (together the **Boneyard Parties**) could increase from the current level of 15.33% to up to a maximum of 18.91%; and
- (f) the potential consequences of the effect which the issue of New Shares pursuant to the Rights Issue may have on the control of the Company is that the UIL Parties and Boneyard Parties may increase their abilities to influence the composition of the Company's board and the Company's management and strategic direction and to impact the outcome of resolutions of shareholders of the Company.

-ENDS-

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[About Orbital UAV](#)

Orbital UAV provides integrated propulsion systems and flight critical components for tactical unmanned aerial vehicles (UAVs). Our design thinking and patented technology enable us to meet the long endurance and high reliability requirements of the UAV market. We have offices in Australia and the United States to serve our prestigious client base.

[Forward-looking statements](#)

This release includes forward-looking statements that involve risks and uncertainties. These forward-looking statements are based upon the Company's expectations and beliefs concerning future events. Forward-looking statements are necessarily subject to risks, uncertainties and other factors, many of which are outside the control of the Company that could cause actual results to differ materially from such statements. Actual results and events may differ significantly from those projected in the forward-looking statements as a result of a number of factors including, but not limited to, those detailed from time to time in the Company's Annual Reports. The Company makes no undertaking to subsequently update or revise the forward-looking statements made in this release to reflect events or circumstances after the date of this release.