

THE MERGER OF AURA & QORIA

ĀURA : AXQ
Merged Company

2 February 2026



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Disclaimer (cont.)

(ii) changes to the proposed structure of the Proposed Transaction that may be required as a result of applicable laws or regulations or as a condition to obtaining regulatory approval of the Proposed Transaction; (iii) the nature of the merger consideration in the form of Aura CDIs; (iv) the inability to meet stock exchange listing standards following the consummation of the Proposed Transaction; (v) integration risk; (vi) the inability to recognise the anticipated benefits of the Proposed Transaction, which may be affected by, among other things, competition, the ability of the combined company to grow and manage growth profitably, maintain key relationships and retain its management and key employees; (vii) costs related to the Proposed Transaction; (viii) changes in applicable laws or regulations; (ix) the possibility that the Company, Aura or the combined company may be adversely affected by other economic, business, and/or competitive factors; and (x) other risks and uncertainties set forth in the "Risk Factors" section included in the Appendix to this presentation. There may be additional risks that neither the Company nor Aura presently know or that the Company and Aura currently believe are immaterial that could also cause actual results to differ from those contained in the forward-looking statements.

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A letter from our founders

We built Aura and Qoria for deeply personal reasons. Aura with a focus on consumer digital security and Qoria on protecting children online, but both seeking to empower our communities to protect what's precious.

We've found over our journeys a clear merging of interests as our customers seek out trusted providers, single vendors and to close the gaps in their protections. We're also seeing a rapid pace of technical change, an explosion of risk, regulatory interest, funding and growth.

It's these trends that have brought us together.

The merger of Aura and Qoria will unite two mission-aligned industry leaders to establish a global industry leader in online safety and security. Our integrated product suites will connect the dots of life, delivering continuous protection while we live, learn, and work, from our first device to our last.

The proposed combination is expected to deliver value to shareholders by combining complementary products delivered across complementary channels. As we integrate, we will unlock powerful cross-selling opportunities, expand our offerings and go ever more global.

We seek to be the essential companion for every person and community navigating an ever-evolving digital world and we look forward to building this future with you.

Tim Levy

Qoria Founder & Managing Director
To serve as Managing Director of AXQ

Hari Ravichandran

Aura Founder & CEO
To serve as Chairman of AXQ

Contents

- 01. Overview
- 02. Aura
- 03. Qoria
- 04. Rationale
- 05. Investment highlights
- 06. Financials
- 07. AXQ Vision

Risks

Glossary





01. Overview

Overview

TRANSACTION OVERVIEW

What is happening	Aura and Qoria have entered into a Merger Implementation Deed (MID) under which Aura proposed to acquire 100% of Qoria's shares by way of a scheme of arrangement (Scheme), subject to the satisfaction of a number of conditions
Structure & Key Terms	<ul style="list-style-type: none">✓ Aura to acquire 100% of Qoria's shares by way of a Scheme, subject to conditions including Qoria shareholder and court approval, and list on the ASX under the ticker symbol "AXQ"¹✓ Qoria shareholders will receive 1 CDI² for every 17.2 ordinary shares of Qoria representing 35% of the issued shares of Aura on a fully diluted basis pre-equity placement discussed below³✓ Qoria's Board of Directors unanimously recommends shareholders vote in favour of the Scheme subject to the standard qualifications⁴✓ The transaction is expected to be value accretive to Qoria shareholders
Equity Placement	<ul style="list-style-type: none">✓ Binding commitments⁵ of US\$75 million have been received from existing Aura shareholders for an equity placement of CDIs in Aura, which will rank equally with all existing CDIs in Aura after implementation of the Scheme at an expected price of ~A\$12.38 per AXQ CDI, which equates to an implied per share price to Qoria of A\$0.72 and a ~A\$3.0 billion pre-money equity value of the combined business⁶✓ Participants are existing Aura shareholders and include Aura CEO Hari Ravichandran plus
Indicative Timetable	<ul style="list-style-type: none"><input type="checkbox"/> Scheme Booklet Dispatch Early May 2026<input type="checkbox"/> Scheme Meeting Early June 2026<input type="checkbox"/> Record Date Mid June 2026<input type="checkbox"/> Implementation Date Late June 2026<input type="checkbox"/> Commencement of Trading Late June 2026
Advisers	Qoria: Azure Capital, Stifel, Thomson Geer, Gibson Dunn, Unified Capital Partners, Canaccord Genuity Aura: Jefferies LLC, Herbert Smith Freehills Kramer, Latham & Watkins



Sources & Notes: (1) AXQ is the proposed ASX ticker code reserved with the ASX for the combined Aura and Qoria group following completion of the merger. (2) CDIs = CHESS Depository Interests. (3) The Exchange Ratio has been calculated assuming ~1,462m fully diluted shares outstanding (FDSO) in Qoria and ~158m FDSO in Aura. In the ordinary course, there may be some movement in the number of FDSO in either company before completion of the Proposed Transaction. Any movement will result in an adjustment to the Exchange Ratio such that Qoria shareholders receive Consideration Shares equal to 35% of the combined business on a fully diluted basis before the equity placement. (4) Standard qualifications: there being no Superior Proposal (as defined in the MID) emerging and the Independent Expert concluding (and continuing to conclude) in the Independent Expert's Report that the Scheme is in the best interests of Qoria shareholders. (5) Subject to conditions similar to those included in the MID. (6) AXQ equivalent equity placement price calculated as A\$0.72 * 17.2. The final AXQ equivalent per CDI pricing for the equity placement will be adjusted based on any changes to the Exchange Ratio. (7) Pre-money equity value of the combined business calculated as 1,462m / 17.2 / 35% * A\$12.38.

METRICS & CAPITAL STRUCTURE POST CLOSING

FINANCIAL PROFILE

Annual recurring revenue¹ **+US\$316m**
at 31 December 2025
Targeting >20% growth in CY26

Financials **Targeting positive free cash flow²**
For CY26 (from transaction completion)

Valuation **AUD\$3.0B pre-money equity value³**
Equivalent to AU\$0.72 per QOR.AX share

Equity placement **+US\$75m**
binding commitments from Aura insiders
Assumes expected price of AU\$12.38 per AXQ.AX CDI,
which equates to an implied QOR.AX share price of
AU\$0.72 per share.

CAPITAL STRUCTURE AT CLOSING

Shares on issue **~242m⁴**
subject to final reconciliations at closing

Balance sheet⁵ **~US\$65 - 70m cash**
with expected net debt between nil & US\$5m.
Group will also have an undrawn debt facility of
US\$50m

Aura Director interests **~25% of proforma securities on issue**
held by entities associated with proposed Aura
Directors have entered lock-up agreements⁶

Free float and ASX Ranking The transaction is expected to increase free float
market capitalisation and improve index
relevance, which should elevate the merged entity
into the ASX200 Index

Source & Notes: Exchange rate of 1.447 USD to AUD. (1) Annual Recurring Revenue is annualised subscription revenue generated from active contracts, calculated on a recurring basis and excluding one-off or non-recurring items. (2) Free cash flow is operating cash flow plus investing cash flow and lease payments, excluding net interest and business restructure costs. (3) Pre-money equity value of the combined business calculated as 1,462m / 17.2 / 35% * AU\$12.38. (4) Calculated based on ~1,462m FDSO in Qoria, a 17.2 Merger Ratio and a 35% ownership interest for existing Qoria shareholders in the merged entity before the equity placement. (5) Assumes conversion of convertible debt outstanding. Facility currently held by Aura with Banc of California. (6) Lock-up agreements have been entered by Hari Ravichandran and WndrCo under which they agree, subject to certain exceptions, not to dispose of any securities until after 31 December 2026 financial results are published on the ASX.

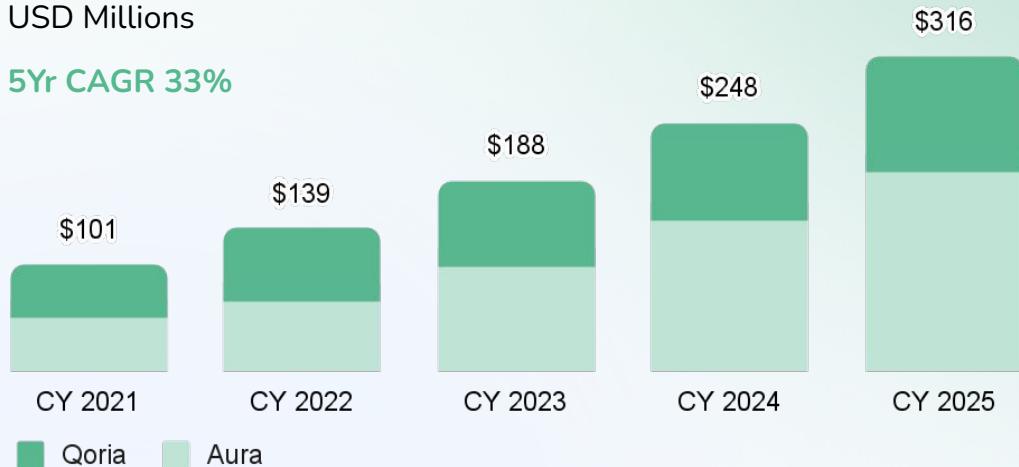
Overview

AURA X QORIA GLOBAL REACH & SCALE

Annual Recurring Revenue

USD Millions

5Yr CAGR 33%



SCHOOLS

32k

CY 2025 growth: 9%

EMPLOYERS

1.7k

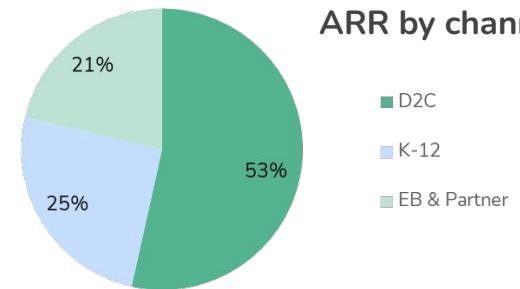
CY 2025 growth: 43%

SUBSCRIBERS

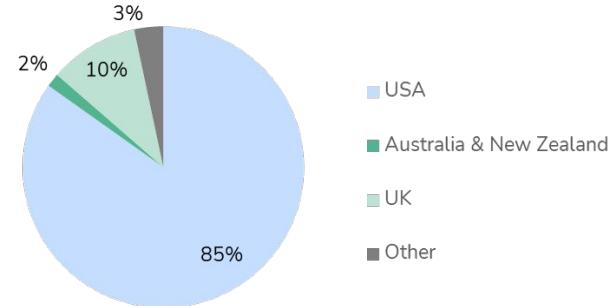
1.55m²

CY 2025 growth: 31%

ARR by channel¹



ARR by geography¹



Sources & Notes: Exchange rate of 1.447 USD to AUD. (1) ARR by channel and geography represent unaudited CY 2025 figures. (2) Paying subscriptions. Includes Qustodio plus Aura D2C and Employee Benefits accounts.

Overview

EXPERIENCED TEAM; TOP-TIER TECH INVESTORS

Board¹

 ĀURA	 Qoria	 Qoria	 ĀURA	 Qoria	 ĀURA
Hari Ravichandran Chairman Visionary Aura founder, and entrepreneur in technology. Current Aura CEO.	Peter Pawlowsch Deputy Chair, Lead Independent Experienced ASX executive and board member. Current Qoria Chair.	Tim Levy Managing Director Proven technology leader and accomplished executive. Current Qoria MD.	Sujay Jaswa Non Executive Director One of Silicon Valley's leading business innovators. Current Aura Chairman.	Matthew Stepka Non Executive Director Leading technology executive, AI industry leader and investor. Current Qoria Board Member.	Jeffrey Katzenberg Non Executive Director Entrepreneur and entertainment industry executive, Current Aura Board Member.

The proposed combined board is a mix of Aura and Qoria members. An additional board members is to be added prior to closing.²

Leaders

 Qoria	 ĀURA	 ĀURA	 ĀURA	 Qoria	 Qoria
Ben Jenkins Chief Financial Officer Experienced financial executive and ASX CFO. Current Qoria CFO.	Brian DeCenzo President Highly adaptable executive leader & former Investment banker. Current Aura CFO.	Rekha Singh Chief Technology Officer Experienced CTO in enterprise-grade platforms. Current Aura CTO.	Tom Clayton President, Security & SMB Seasoned executive in SaaS, GTM & operational execution. Current Aura President & COO.	Crispin Swan President, K12 World class enterprise sales executive & leader. Current Qoria COO.	Viktorija Milijjeva President, Family Safety World class consumer & digital marketing expert. Current Qustodio CEO.

Investors¹

WARBURG PINCUS **Accel**
TEN ELEVEN **MADRONE**

 **WnrdCo**
 **GENERAL CATALYST**

Accomplished leadership and A-grade investors.
Founder passion, ASX and industry experience,
deep connections. **Skin in the game.**

Sources & Notes: (1) All major investors have agreed to voluntary escrow and/or orderly sale terms. (2) Aura will nominate an additional director at a later date.



All-In-One digital safety

All-In-One digital safety

powered by Aura Intelligence

- Block scams with **Call, Text & Email Protection**
- Secure my data with **Password Manager & Vault**
- Protect myself with **Identity Protection & Insurance**
- Secure my privacy with **Privacy Assistant & VPN**
- Protect my Assets with **Transaction Monitoring**
- Secure my device with **Anti Virus**

Aura Parents

- Identify risks, support your child's wellbeing and set guardrails with **Aura Parents**

for SMBs

- Protect my business with **BYO Device protections**

Global Consumer Security Market

US\$ **44B**¹

+10% CAGR



Helping every child to thrive in their digital life

K12 digital safety & student wellbeing

Protect services with **Filter & Firewall**

Deliver safe learning with **Digital Classrooms**

Ensure student safety with **Digital Monitoring**

Drive student wellbeing with **Check Ins and Surveys**

Support learning outcomes with **Data Analytics**

Family safety & digital wellbeing

Protect my Kids with **Parental Controls**

Keep them safe with **Location Tracking**

Empower parents with **Parental Controls**

Empower children with **Online Safety Education**

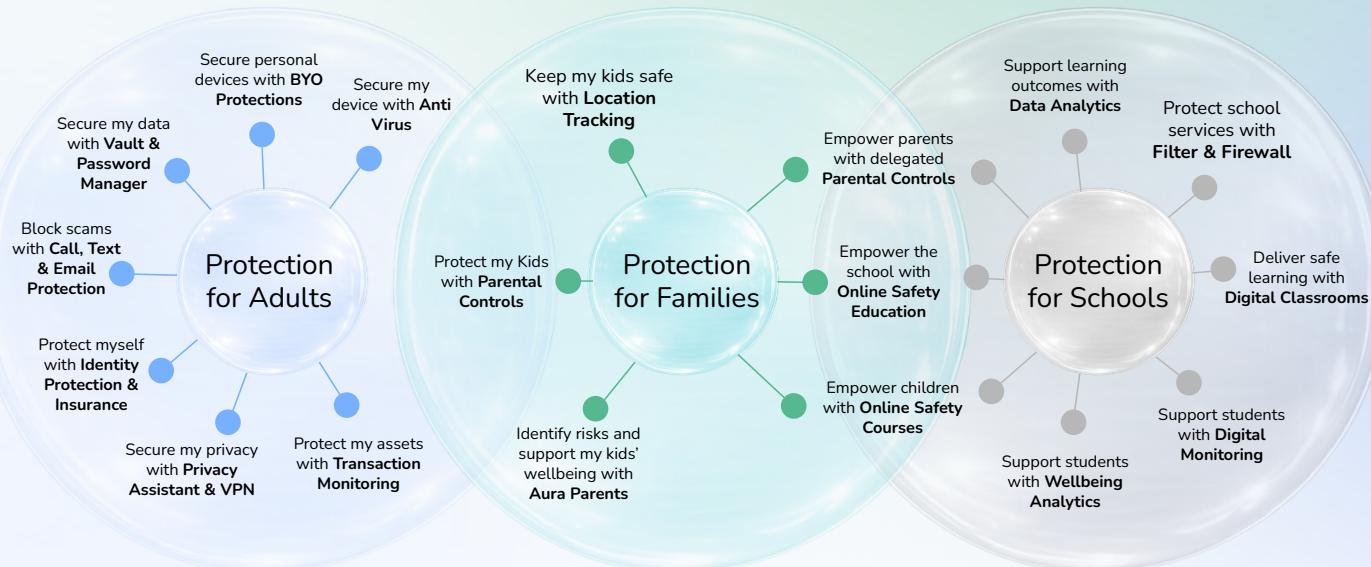
Sources & Notes: (1) [Consumer security](#) CAGR forecast 2026 - 2031 (2) [Parental Controls](#) CAGR forecast 2026 - 2034 (3) [US K12 Security & Safety](#) CAGR forecast 2026 - 2034.

Global K12 Safety Market

US\$ **3.0B**³

+11% CAGR

Empowering communities with lifetime digital protection for everything that matters most.



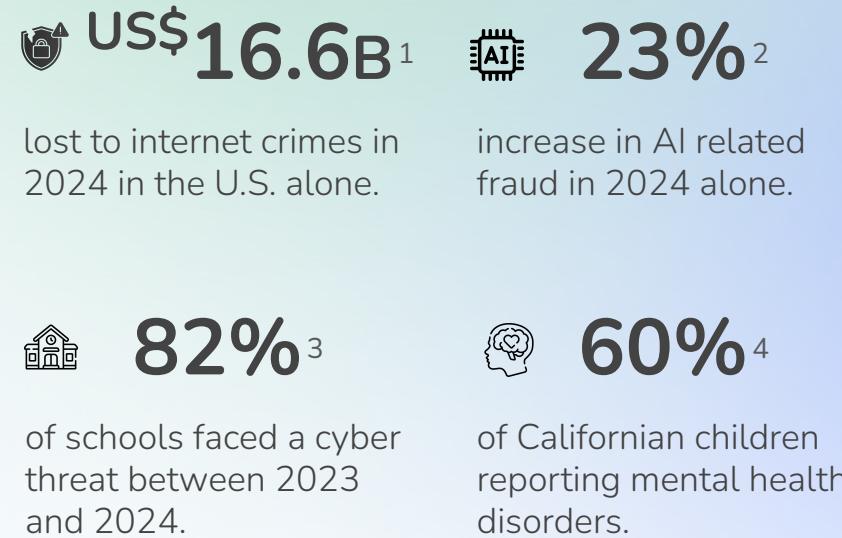
powered by Connected Intelligence

TOGETHER A UNIQUE OPPORTUNITY EMERGES TO TAKE ON ONE OF THE WORLD'S MOST CRITICAL CHALLENGES

Legacy approaches deliver protections in silos
creating **gaps where harms arise**.

**Together a unique opportunity
emerges** through our presence in homes,
schools and workplaces.

**Empowering communities with
lifetime digital protection for
everything that matters most**
making every adult, every parent and every
employer everywhere addressable.





02. Aura

About Aura

AURA OVERVIEW

Aura was founded by Hari Ravichandran in 2017 following personal experience of digital harms.

Aura's digital safety platform empowers users in our hyper-connected world. Powered by Aura Intelligence, its unified suite of security and wellbeing features transforms cross-context signals into robust protection for every stage of life.

Based in Boston U.S.A., Aura has grown rapidly with backing from a world-class board including:

- ✓ Jim Cash (Harvard)
- ✓ Brian Chang (Warburg Pincus)
- ✓ Robert Downey Jr. (Actor)
- ✓ Sameer Gandhi (Accel)
- ✓ Sujay Jaswa (WndrCo)
- ✓ Jeffrey Katzenberg (WndrCo)
- ✓ Bruce Lev (Loeb Partners)
- ✓ Trevor Oelschig (General Catalyst)
- ✓ Hari Ravichandran (CEO, Aura)
- ✓ Chandler Reedy (Warburg Pincus)

An experienced leadership team



Hari Ravichandran
Founder & CEO



Brian DeCenzo
CFO



Rekha Singh
Chief Technology Officer



Tom Clayton
President & COO



Key milestones

Founded as iSubscribed	Rebrands as Aura	Aura Suite launch Series F Growth Round @\$2.5B post-money valuation (Aura & Pango combined)	Aura Parents launch Life360 investment & partnership Aura for Business launch
2017	2019	2021	2025
⋮	⋮	⋮	⋮
2018 Acquires Intersections	2020 Aura merges with Pango	2022 MetLife partnership Parental controls launch	2024 Aura & Point Wild (f.k.a Pango) split Aura Standalone Series G Round @\$1.6B post-money valuation

Since its founding, Aura has **invested >US\$400m** to build powerful product and AI capabilities and bring the business to scale.

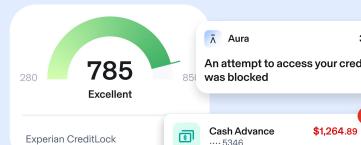
ALL-IN-ONE DIGITAL SAFETY - DIGITAL SECURITY

 Integrated features deliver **superior protection and effortless remediation**

 **Powered by Aura Intelligence**, converting cross-context signals into proactive, personalised protection

 **Family-centric design** connects the household with shared visibility and consent controls

Credit Monitoring & Transaction Alerts

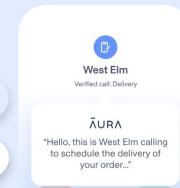


Real-time updates, access alerts and flags for suspicious activities in credit files. Helps maintain a healthy credit score.

Spam Call, Text, & Email Protection

Call screening assistant

Spam call blocked



Blocks spam calls and offers AI-powered call screening for unknown calls. Provides a summary of screening results on lock screen for unknown number.

ID Theft Protection & Insurance

Insurance

\$5,000,000

In protection for your family and your assets

Aura now
Your child's social security number was exposed online

Delivers timely fraud alerts to assist remediation. Reimburses victims of identity theft for eligible losses (such as stolen funds).

VPN & Anti Virus

Online security

VPN on

Network encrypted for 00:12

USA



3 threats resolved in the last 30 days

Encrypts online activities for safe browsing, shopping, and working. Blocks phishing and scam sites to avoid data theft and malware infections.

Privacy & Personal Data Removal

Data Removal



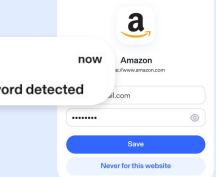
58 requests sent
Coming up: 3 requests

95 Data Brokers Removed

One-click privacy tools to keep data safe and secure online.

Password Manager & Vault

Save this account?



Securely stores sensitive digital information and passwords.

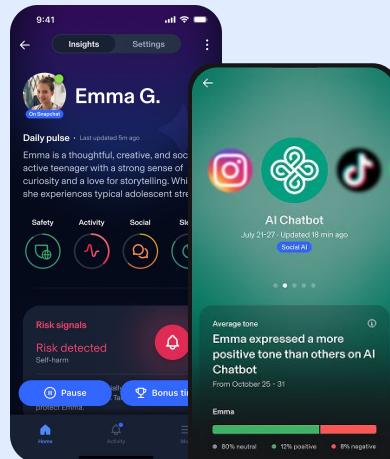
ALL-IN-ONE DIGITAL SAFETY - **DIGITAL SAFETY**

Launched in 2025, **Aura Parents** uses intelligent monitoring and alerts to help parents keep their children safe online – without invading trust.

Powered by Aura Intelligence, Aura's proprietary models identify meaningful behavioral shifts and alert parents to potential early warning signs.

Backed by six in-house psychologists, Aura's approach is **grounded in scientific research**.

Detect Digital Patterns



Intervene When It Matters Most



Behavior Anomalies



Dangerous Ideation



Wellbeing Trajectory



Social Interactions



Risk Signals



Cyber-bullying



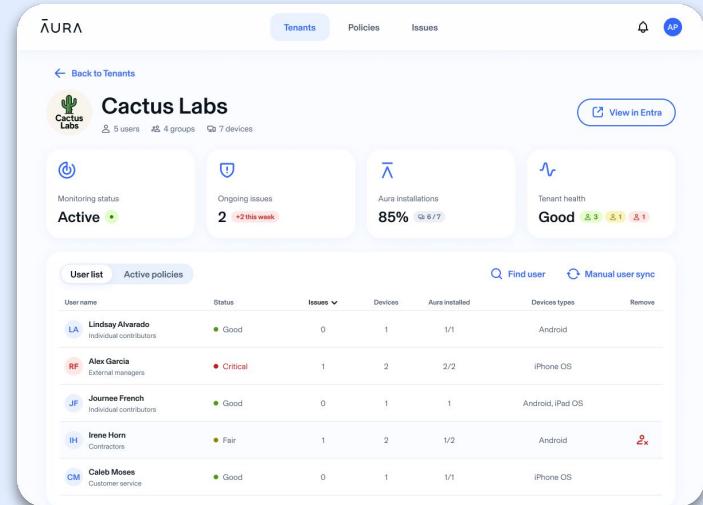
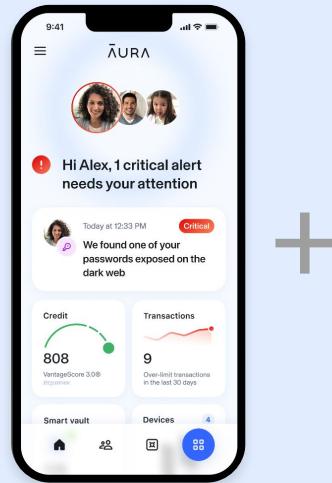
AI Chat Alerts

ALL-IN-ONE DIGITAL SAFETY - AURA FOR BUSINESS

Beta now live. Broader launch anticipated in Q2'26.

This first-of-its-kind solution **for Small & Medium Businesses** closes a critical security gap created by widespread – and often necessary reliance on – **personal devices for work**.

- Full security suite for employees + management layer for MSPs
- Fast to deploy, easy to manage, and adopted by employees
- Fully protects employees' right to privacy on their devices
- Initial distribution through high-leverage MSP channel



1 in 3 SMBs have been victims of cyber attacks ¹

75% of SMBs outsource IT to MSPs ²

There are ~40k MSPs in the U.S

TRUSTED BY EXPERTS. LOVED BY CONSUMERS.

Category-Leading ¹

	Avg. fraud alert speed	Fraud alerts delivered
--	------------------------	------------------------

Aura	3 mins	100%
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Norton	554 mins	100%
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McAfee	696 mins	72%
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Allstate	923 mins	92%
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Identity Force	1,995 mins	88%
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Expert-Endorsed

 **Aura is a more complete solution...**
It's a better option for a family who needs a range of coverage.

Wall Street Journal,
Personal Tech Column
April 2025

Award-Winning ²



2025 Best Family ID Protection

BUSINESS INSIDER

2025 Best Family ID Protection

Forbes

Best Value ID Protection 2025

2025 NATIONAL PSA CAMPAIGN WINNER
ONLINE SAFETY FOR CHILDREN

Highly-Rated ³



Apple App Store



4.7



Google Play Store



4.5

RAPID GROWTH, PROVEN CHANNELS

Performance Marketing (D2C)

- Typical high velocity direct to consumer performance marketing channel through search, social, web and AI platforms.

Affiliates & influencers (D2C)

- Referral partner and endorsers. Includes 20+ Digital Parenthood Partners and major digital technology magazines.

Metlife partnership (Partner)¹

- Exclusive partnership offering Aura through U.S. employee benefits.
- MetLife is a global benefits leader servicing >55k employers - including >80% of the Fortune 500 - and 50m U.S. employees and their dependents.
- 1.7k employers currently offer Aura as a benefit to employees.

~80% of employees desire identity protection as a workplace benefit.

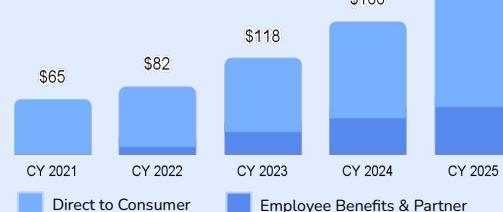
Managed service providers (Partner)²

- New channel offering BYO device protection for SMBs. No direct competitor.
- 40k MSPs servicing U.S. businesses.
- 75% of SMBs utilise MSPs.
- 1 in 3 SMBs have experienced a cyber attack.

Annual Recurring Revenue³

USD Millions

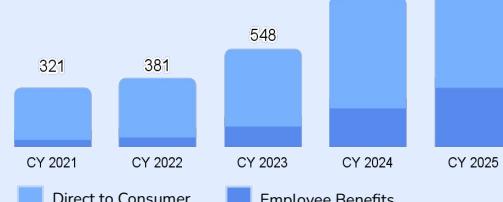
5Yr CAGR ~35%



Total Subscribers⁵

Thousands

5Yr CAGR ~38%



Total

1.15m
Subscribers

95%
Net Revenue
Retention⁴

D2C

773k
Subscribers

90%
Net Revenue
Retention

Employee Benefits

379k
Subscribers

109%
Net Revenue
Retention

Sources & Notes: Company data as of December 2025. (1) [MetLife Q2'25 Corporate Fact Sheet](#); [MetLife 2024 Employee Benefits Study](#); 1.7k includes employers accessed through MetLife and legacy employee benefits customers. (2) [Microsoft and Bredin SMB Cybersecurity Study 2024](#); [MSP Launchpad](#). (3) ARR defined as: (D2C GAAP Revenue/days in month x 365) + (Partner GAAP Revenue x 12). (4) Reflects blended net revenue retention across D2C and Employee Benefits. (5) Total subscribers includes Direct to Consumer subscribers and Employee Benefits subscribers. An additional ~543k users have access to the Aura product through the broader Aura Partner business.

DIRECT-TO-CONSUMER - SUBSCRIPTION TYPES

Aura's digital security solutions are delivered through one-year, two-year and monthly subscriptions across Family, Couple, and Individual plans. Select features are available on a standalone basis to introduce new users to the platform.

Family

5 adults, unlimited kids & devices

US\$32/mo

billed annually, or \$50/mo billed monthly

- Family & Child Identity Protection
- \$5M Identity Theft Insurance
- 3-Bureau Credit Monitoring
- Instant Credit Lock
- Home & Auto Title Monitoring
- Financial Transaction Alerts
- Antivirus, VPN, Password Manager
- Personal Data Removal
- Unused Digital Account Cleanup
- All [Aura Parents](#) features
- AI Spam Call & Message Protection
- 24/7 Customer Support
- U.S. Based Expert Fraud Remediation

Couple

2 adults & 20 devices

US\$22/mo

billed annually, or \$29/mo billed monthly

- Identity Theft Protection
- \$2M Identity Theft Insurance
- 3-Bureau Credit Monitoring
- Instant Credit Lock
- Home & Auto Title Monitoring
- Financial Transaction Alerts
- Antivirus, VPN, Password Manager
- Personal Data Removal
- Unused Digital Account Cleanup
- 24/7 Customer Support
- U.S. Based Expert Fraud Remediation

Individual

1 adult & 10 devices

US\$12/mo

billed annually, or \$15/mo billed monthly

- Identity Theft Protection
- \$1M Identity Theft Insurance
- 3-Bureau Credit Monitoring
- Instant Credit Lock
- Home & Auto Title Monitoring
- Financial Transaction Alerts
- Antivirus, VPN, Password Manager
- Personal Data Removal
- Unused Digital Account Cleanup
- 24/7 Customer Support
- U.S. Based Expert Fraud Remediation

Aura Parents

Unlimited kids & devices

US\$10/mo

billed annually, or \$13/mo billed monthly

Online Wellbeing:

- Day & Night Online Activity Overview
- Social Interactions
- Personalised Recommendations

Parental Controls:

- Content Filtering & Site Blocking
- Screen Time Limits & Scheduling
- Pause the Internet

Safe Gaming with Bullying & Predator Alerts:

- Cyberbullying & Predator Alerts for Gaming
- In-game Voice & Text Monitoring
- Weekly Gaming Activity Report

EMPLOYEE BENEFITS - METLIFE PARTNERSHIP



Huge Opportunity

Exclusive partnership with a global leader in employee benefits.

Metlife serves >55k U.S. employers - including >80% of the Fortune 500 - and 50m employees and their dependents.¹



Win-Win

Aura's differentiated product strengthens MetLife's portfolio.

→ ~80% of employees desire identity protection as a workplace benefit.²

Aura activates trusted, at-scale distribution.

1.7k employers offer
Aura as a benefit³

109% Net Dollar
Retention³

Distributed 3 Ways

STANDALONE

Employers offer Aura to employees through HR system.

Employer-paid or employee-paid through payroll deduction.

Largest channel.

LEGAL

Employees offered benefit bundle of Aura + legal insurance.

FEDVIP

Federal government workers offered benefit bundle of Aura + dental and vision coverage.

How it Works

AURA
enables MetLife to sell

METLIFE
engages with brokers

BROKERS
evaluate and pitch products

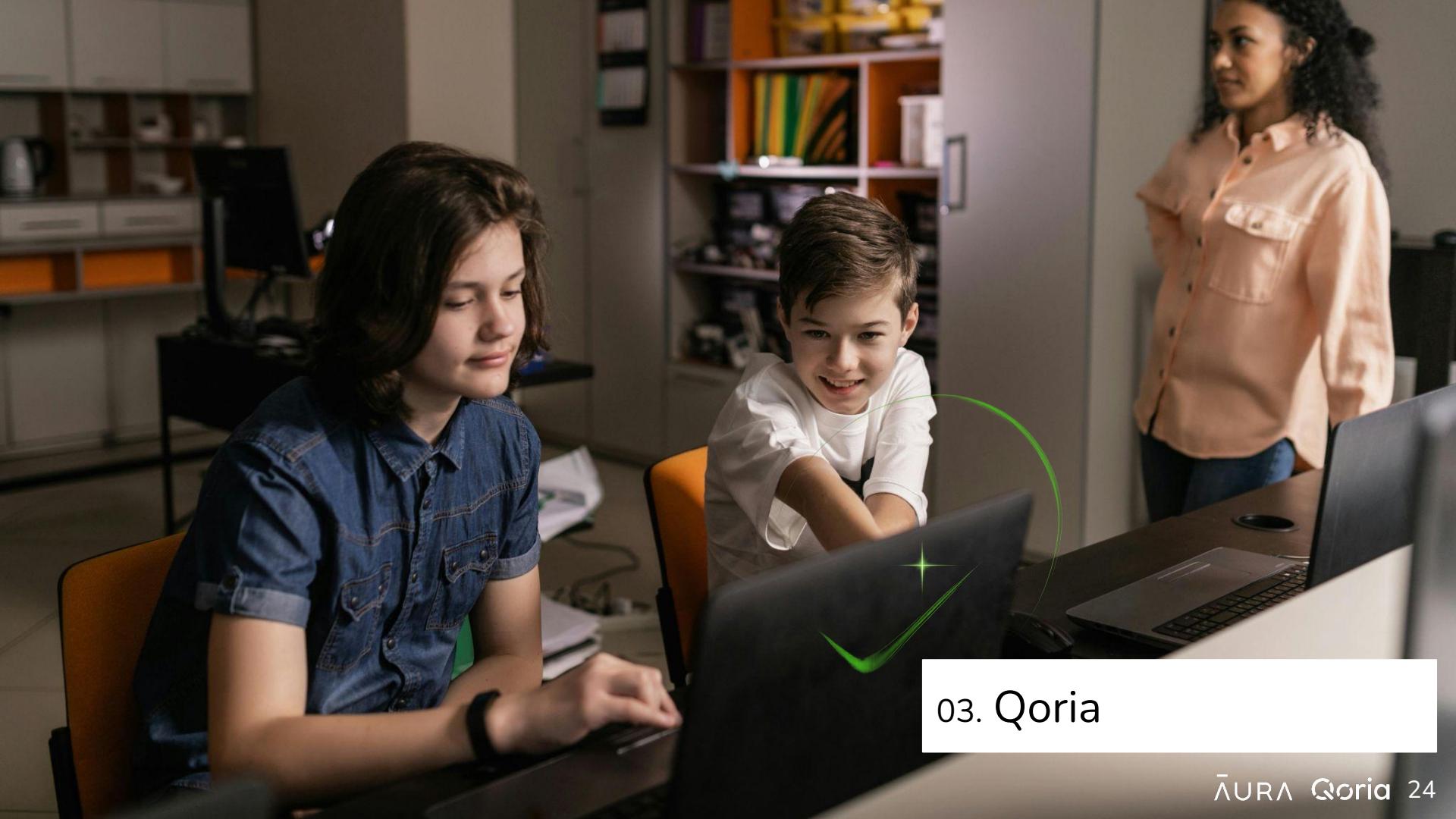
EMPLOYERS
select desired benefits

EMPLOYEES
select benefits during open enrolment

About Aura | Key Metrics

Key Metrics US\$	Jun Half 2024	Dec Half 2024	Jun Half 2025		Dec Half 2025	
Direct to Consumer						
ARR ¹	\$93m	\$112m ↑37%	\$124m ↑34%		\$148m ↑32%	
Subscribers ²	480k	601k ↑50%	674k ↑41%		774k ↑29%	
Cost of Acquisition	\$213	\$189	\$209		\$196	
ARPU Annual ³	\$200	\$197	\$187		\$188	
Retention ⁴	80%	77%	79%		90%	
Payback Period (Months) ⁵	16	15	17		17	
Partner (inc Employee Benefits)						
Employee Benefits ARR (Gross) ⁶	\$35m	\$36m ↑63%	\$44m ↑28%		\$47m ↑32%	
Net Revenue Retention	110%	121%	110%		109%	
Employers (Logos)	1,128	1,220 ↑54%	1,616 ↑43%		1,746 ↑43%	
Subscribers	240k	255k ↑75%	362k ↑51%		379k ↑49%	
Commission Rate	47%	48%	48%		48%	
Other Partner ARR (Gross)	\$15m	\$18m ↑28%	\$19m ↑25%		\$21m ↑16%	
Total						
ARR	\$142m	\$166m ↑41%	\$187m ↑32%		\$216m ↑30%	
Subscribers	720k	856k ↑56%	1.04m ↑44%		1.15m ↑35%	

Sources & Notes: Growth rates are YoY. (1) ARR defined as D2C GAAP Revenue/days in month x 365) (2) Subscribers and Employers are as of end of period. (3) ARPU includes mix of two-year, one-year and monthly plans, annualized. (4) Revenue retention shown is the reported result for the last month in the period. (5) Payback period is calculated by dividing the average customer acquisition cost over the period by the average net monthly ARPU for that period. (6) Partner segment ARR defined as end of period GAAP Revenue x 12.



03. Qoria

QORIA OVERVIEW

Qoria was founded by Tim Levy, Ben Trigger & Crispin Swan following personal experiences as parents in the digital age.

Launched and listed on the ASX in 2016, today Qoria is a global leader in student safety & digital wellbeing; supports 32 thousand schools and 9 million parents to protect 30 million children.

K12 Student safety & Digital wellbeing

Qoria's K12 solutions are sold globally with core operations in the U.S., UK, Australia & New Zealand. These solutions are offered directly but mostly through a large channel of tech reseller partners.

Consumer Parental controls & Digital wellbeing

Qoria's consumer offering is called Qustodio and has customers in more than 100 countries. Qustodio is sold direct and through and uniquely is integrated into Qoria's K12 platform, offering significant cross-sell and brand benefits.

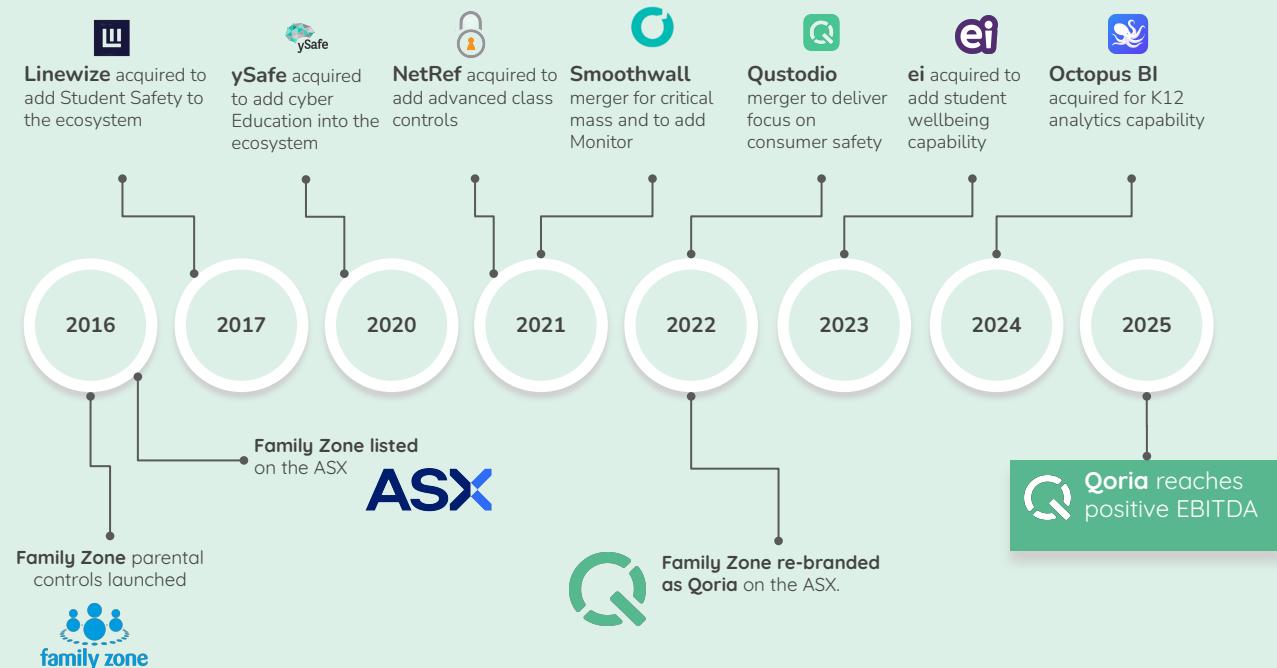


QORIA TIMELINE - BUILDING THE QORIA PLATFORM

Listed in 2016, Qoria embarked on a deliberate strategy to develop a world leading student safety & digital wellbeing platform.

This strategy has included strategic acquisitions, the development of a global footprint and expansion through partners.

Today Qoria protects around **40%** and **20%** of UK and U.S. students respectively and **30m¹** children globally.



Sources & Notes: (1) 30m children is the total of the K12 businesses 17m students and Qustodio's 9m accounts, assuming 1.4 children per account.

QORIA PLATFORM - UNIFYING SCHOOL & HOME SAFETY

Our platform has been developed based on **Qoria's Student Safety & Wellbeing Framework**.



K12 Student Wellbeing

- ✓ Student check-ins
- ✓ Gratitude
- ✓ Anonymous surveys
- ✓ Wellbeing heatmaps and programs



Innovative solution in an emerging wellbeing category.

K12 Digital Safety & Security

- ✓ True hybrid deploys
- ✓ Web plus realtime media & text filters
- ✓ Safety alerts
- ✓ Firewalling



Comprehensive safety solution sold into a compliance driven & funded segment.

Fully saturated in all markets.

K12 Online Safety Education

- ✓ Online Safety Hub
- ✓ ySafe Education
- ✓ Online Safety Courses
- ✓ Freemium Qustodio



Unique suite of education services and tools provided to upskill school communities.

Adopted in some form by the majority of Qoria school clients. Take-up of Qustodio Freemium is growing rapidly.

K12 Classroom Management

- ✓ Screen visibility
- ✓ Policy control
- ✓ Screen focus
- ✓ Student reports
- ✓ Courses



Comprehensive solution for teachers to manage digital learning.

Saturated market in US and emerging elsewhere.

K12 Data Analytics

- ✓ App usage analytics
- ✓ App licensing management
- ✓ App security & privacy scanning



Comprehensive solution for educators to manage and monitor app usage for compliance, efficiency and better outcomes. An emerging category in a multi-billion dollar data analytics market. Qoria entered the segment in 2025.

K12 Student Digital Monitoring

- ✓ Realtime device & cloud activity scans
- ✓ Human in the loop moderation and escalation

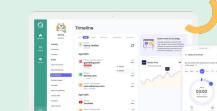


Comprehensive solution sold into a **segment exploding** with concerns around physical safety & mental health.

Relatively new category with US & UK market.

Qustodio Parental Controls

Web filtering, time limits, social media monitoring, location tracking, geofencing and more.



World leading parental control tool sold into a growing segment. Unique integration into Qoria's K12 solution for parent handoff supporting K12 sales, brand building and consumer referrals.

CONSISTENT GROWTH - PROVEN MOTION

K12 Student safety & Digital wellbeing

High performing sales teams in US, UK, Australia and New Zealand. International school sales managed in Spain.

Growing state deals and MSP partners and preferred provider in Texas, Ohio and Pennsylvania.

- ✓ +20% of US students¹
- ✓ +40% of UK students¹
- ✓ +285 resellers globally²

Low churn (5.5%) and an expanding product footprint is contributing to strong ARR growth.

Annual Recurring Revenue

USD Millions

5Yr CAGR ~29%



K12 Consumer

Consumer Parental controls & Digital wellbeing

Qustodio is a performance driven global consumer SaaS business with a diversified & global acquisition strategy.

Qustodio has a presence in both paid and organic acquisition channels. This is complemented by a telco channel with 5 major resellers, with Qustodio delivering a total of 400K paid subscribers and US\$21m of ARR.

Schools

Thousands

5Yr CAGR ~14%



Commercial Partners



Sources & Notes: Unaudited Company data as of December 2025. ARR converted to USD using end of period FX rates. Net Revenue Retention calculated based on Expiring ARR Values. ARR is inclusive of reseller commissions. Churn calculated based on Opening ARR Values. (1) Based on the number of students at Qoria contract Schools compared to total students in those countries. (2) Total number of active Qoria resellers.

K12

32k

Schools

106%

Net Revenue
Retention

17m

Students

25%

ARR Growth

Consumer

400k

Subscriptions

27%

Churn

4.1

LTV/CAC

34%

ARR Growth



04. Rationale

TRANSFORMATIONAL MERGER

GENERATING BENEFITS FOR ALL STAKEHOLDERS

STRATEGIC



Accelerates offerings and expansion into **Family Safety**



Adds highly strategic & complementary **K12 channel**



Supercharges capability with **Aura Intelligence**



Increases **value into the home** (4X ARPU)



Solves the **TAM age-out** problem in online safety

FINANCIAL

Creates **scale**, with **growth** and operating **leverage**

US\$75m equity placement to solidify balance sheet

Accelerated free cash flow with cost outs and synergies expected

Distribution and cross sell unlocks **large revenue synergies**

Opens up new **markets (global) and segments**

IMPACT

Infusion of AI into our platforms creates **broader data surface area**

Connected Intelligence enables **“whole-life” protection**

Scale, presence, strategic and regulatory relationships **enable advocacy and change**



MULTIPLE LEVERS FOR SUSTAINED GROWTH & IMPACT

01. LEVERAGE existing products and channels

- Activate interlocking channels
- Leverage product synergies
- Cross and upsell

02. EXPAND product set with innovation

- AI capability drives velocity
- Connections drives unique features

03. EXPAND into global markets

- Leverage Qoria global footprints
- Immense enterprise, partner and consumer opportunities



Offer digital security to Qoria's 9 million accounts



Add Aura endpoint security to K12 security offerings



Create a security offering for K12 staff including BYO protection



Enhance K12 Student Monitoring with Aura Intelligence



Enhance Family Safety by unifying Aura and Qustodio



Enhance Family Safety with Qoria datasets



Launch Aura Digital Security outside of the U.S Market



Security and safety bundles into states, telcos and MSPs



Take Aura's SMB distributed Small Business security offering global



MULTIPLE LEVERS FOR SUSTAINED GROWTH & IMPACT

04. ENTER or create new segments

Expanded Partner mandate
Enterprise and telco bundles
Trust unlocks e.g. Seniors

05. M&A into growth, markets and synergies

Digital safety technology is ready for consolidation with sub-scale and local providers

06. Make the IMPACT the world needs

Through scale, innovation advocacy, government relations and thought leadership

Overhead & efficiencies

Elimination of duplicate technologies

Rationalisation of providers

Consolidation of global teams

Efficiencies in customer acquisition costs





05. Investment highlights

Investment Highlights

A TRANSFORMATIONAL MERGER THAT WILL MEET THE MOMENT

01. TAM & TAILWINDS

Tailwinds

Accelerating risks driving need, awareness, funding and regulations



+US\$120B market¹

Massive security & safety markets with double digit growth (see next page)

02. DIFFERENTIATED



Aura Intelligence

Powerful AI platform fueling differentiated protection



Unique GTM Motions

Unique school/home, SMB and employer market motions



Feature advantages

Substantial feature depth and innovation provides a solid moat

03. SYNERGIES



Massive installed base

Day 1 opportunity of over 9m accounts; 100+ countries for Xsell & expansion



Cost effective marketing

Relationships for referrals, amplification and efficient acquisition



Multiple entry points

A vast range of entry points for relationships to drive lifetime value



Cohesive product portfolio

A vast portfolio of cohesive products to cross sell



Cost efficiencies

Substantial cost efficiencies anticipated achievable through scale & overlaps

04. SCALED TO WIN



Strong financial profile

Strong balance sheet, growth and financial profile



Investors

Global, best-in-class institutional backing



Global footprint

Substantial customer and channel footprints in key global markets



Accomplished team

Strong and experienced board & leadership with **skin in the game**



M&A & unification

Demonstrated experiences in M&A and integration at scale

COMBINED OFFERINGS WILL OPEN UP LARGE MARKETS

with accelerating needs, growing funding and regulations

Consumer Security¹

Identity, data & device and scam protection

US\$ 44B

10% CAGR

K12 Cybersecurity³

Cloud, endpoint, network, application and data security

US\$ 67B

+18% CAGR

SME Managed Security⁵

Including cloud, endpoint, network and data

US\$ 4.5B

10% CAGR

Family Safety²

Content filtering, digital wellbeing family locator

US\$ 1.6B

+11% CAGR

K12 Student Safety⁴

Filtering, digital classrooms and student safety

US\$ 3.0B

+11% CAGR

Total of all markets

US\$ 120B

Sources & Notes: (1) Modor Intelligence [Global Consumer Security Market](#) report estimates global market at US\$44B with a CAGR of 10% from '26 - '31. Encompasses the \$15B identified in Fortune Business Insights [Identity Theft Protection Services Market](#) report. (2) Fortune Business Insights [Parental Control Software Market](#) report estimates global market at US\$1.6B with a CAGR of 11% from '26 - '34. (3) [Market US](#) report on [Global K12 Cybersecurity](#) estimates global market at \$67B with a CAGR of 18% from '25 - '34. U.S. market estimated at US\$25B. (4) No independent research. Management estimates a market of US\$1.5B across EU, U.S., UK and ANZ. Doubling for a global estimate of US\$3B. Assumed CAGR equivalent to Family Safety. (5) Grand View Research [Managed Security Services Market](#) Estimates the global managed security services market at US\$28B with a 15% CAGR from '23 - '30. Management estimates ~15% of this market relates to MSP managed SME security services ie US\$4.5B.

STRUCTURAL FORCES DRIVING A GENERATIONAL SHIFT

Harm is now systemic across the entire community

US\$ 16.6B

lost to internet crimes in 2024 in the U.S. alone¹

55%

of parents say online safety is their top concern²

1 in 6

children experience cyberbullying³

Boundaries between work, home and school have collapsed

95%

of parents want schools to provide wellbeing insights⁴

88%

of public schools give every student a learning device⁵

78%

of workers are remote or hybrid⁶

84%

of workers access corporate systems on personal devices⁷

Media + regulation + funding

AI & convergence favours scaled & trusted platforms



End-to-end coverage

Consumer + Employer + Family + School



AI with governance

Detection + insights + humans in the loop + ethical frameworks

Trust and authority

Established trust with school systems and parents

Regulatory

Community

Family

School

Work

Sources & Notes: (1) FBI, "[2024 Internet Crime Report](#)," April 2025. (2) [ECPAT](#), November 2024. Reflects findings from survey of 2,644 EU parents. (3) [World Health Organization](#), "One in six school-aged children experiences cyberbullying," March 2024. (4) [National PTA](#), July 2024. Reflects findings from Edge Research survey of 1,415 K-12 parents and guardians. (5) [National Center for Education Statistics](#), "School Pulse Panel," February 2025. (6) [Gallup](#), "Hybrid Work Survey," 2025. Includes U.S. employees with remote-capable jobs. (7) [Cisco](#), "AI Readiness Index," 2025. Reflects use of "unmanaged," non-work devices.

Differentiated

AURA X QORIA WILL FEATURE DEPTH & INNOVATION

provide advantages out of the gate compared to select peers

	Aura & Qoria	GoGuardian	Lightspeed	Securly	Ativion	Norton	McAfee	Life360
K12 Cybersecurity	✓							
K12 Student Safety	✓	✓	✓	✓	✓			
K12 Data Analytics	✓	✓	✓	✓				
Parental Controls	✓					✓	✓	
Family Locator	✓					✓		✓
Consumer Device Security	✓					✓	✓	
Identity Protection	✓					✓	✓	
VPN & Data Protection	✓					✓	✓	
Scam & Financial Protection	✓					✓	✓	
BYO Protection / SMB	✓							

powered by
Connected Intelligence

Sources & Notes: Based on a desktop analysis of these companies websites performed by management at January 2026.

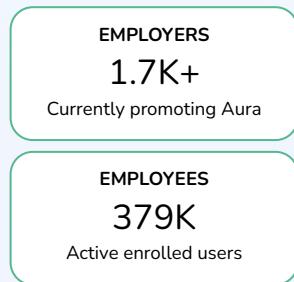
AURA X QORIA WILL LEVERAGE UNIQUE 'CONNECTIONS'

innovative motions for efficient acquisition, referral and cross sale

Employee Benefits ¹

Aura has a unique and **exclusive partnership** with **MetLife** for distribution to consumers through employers as an employment benefit.

MetLife is a **global benefits leader** servicing >80% of Fortune 500 companies, 55K employers and 50m U.S. employees and their dependents.



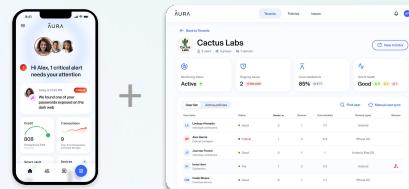
NET \$ RETENTION
109%
For Employee Benefits business

~80% of employees desire identity protection as a workplace benefit

Aura for Business

This first-of-its-kind solution **for Small & Medium Businesses** closes a critical security gap created by widespread – and often necessary reliance – on **personal devices for work**.

- Security suite for employee personal devices
- Management layer for MSPs
- Protects business data and employee privacy
- Distribution through incentive-driven MSPs



Beta now live. Broader launch in Q2'26.

40k MSPs in the U.S. and 75% of SMBs outsource IT to an MSP²

Qoria School Community

Qoria Community enables schools and parents to share data and control of school managed devices.

- Empower parents to set their own rules
- Free control of school & personal devices
- Proven reductions in harms and toxicity
- Upgrade to advanced protections and wellbeing



~20% of Qoria's U.S. schools are engaged and typically +20% parents sign up

CONNECTION + AURA INTELLIGENCE

a powerful AI platform built for complex digital environments

Connected Intelligence will deliver a predictive, personal and autonomous digital safety experience.

Aura Intelligence underpins Aura's security, safety and wellbeing features. This powerful AI platform continuously analyses patterns in activity, detects emerging threats and identifies behavioral shifts that may signal risks or learning opportunities.

The integration of Aura and Qoria will ignite an AI multiplier. World class AI capability with the bridge between home, family, school and work, **Connected Intelligence** will close the gaps and empower the community with the choices and insights they need.



Sources & Notes: Reflects conceptual UI; not representative of live product features.

AURA X QORIA STRONG TRACK RECORDS IN M&A



Aura and Qoria have a strong track record of successful M&A to build out capability and access talent.

Notably, Qoria has a demonstrated ability to grow globally through acquisition, to cross sell across acquired operations and develop a positive culture and engaged workforce.



Intersections Inc acquired in 2019 to providing the backbone for identity product



PrivacyMate acquired in 2020, expanding reach into privacy solutions



Pango acquired in 2020 to add endpoint internet security. Divested in 2024



Figleaf acquired in 2020 to bolster breadth of cybersecurity offering



Circle acquired in 2021 to add parental control capability to the Aura platform



Linewise acquired in 2017 as is now the core of Qoria filter and classroom manager



ySafe acquired in 2020 to add content and educational capability into the Qoria ecosystem



NetRef acquired in 2021 to add capability into our Classroom manager



Smoothwall acquired in 2021 to create a global footprint and enter the Digital Monitoring segment



Qustodio acquired in 2022 to integrate world leading parental controls into the Qoria platform



Educator Impact acquired in 2023 to student engagement and wellbeing analytics capability



OctopusBI acquired in 2024 to data analytics, AI and data integrations into the Qoria ecosystem



The following provides a summary of the groups financials and profile on merger. Full financial details will be provided in the disclosure documents anticipated through the transaction.

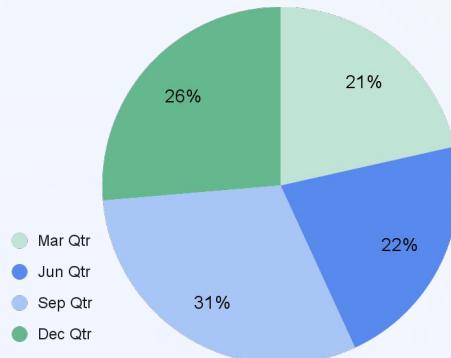
06. Financials

Financials

BALANCE SHEET

The merger of Aura and Qoria, combined with a committed US\$75m equity placement³ will create a scaled group with a strong balance sheet and backing.

Cash Collections by Quarter



FINANCIAL PROFILE

Net debt

Net debt at close of ~US\$0 - \$5m

Closing cash ~US\$65 - \$70m

Closing debt ~US\$70m

Closing cash is net of equity placement proceeds and estimated deal costs

Debt facilities

The group currently has 3 debt facilities. Potential to rationalise these facilities in CY2026.¹

- Qoria: AshGrove facility US\$35.8m at 31 December 2025, expires June 2028
- Aura: Banc of California US\$50m undrawn, expires February 2028
- Aura: General Catalyst factoring facility, \$US49m at 31 December 2025²

Cash flow profile

The group targets being free cash flow positive in CY2026, from transaction completion. The pie chart left shows the cash collections profile of the merged group based on CY2025 collections.

Sources & Notes: Free cash flow is operating cash flow plus investing cash flow and lease payments, excluding net interest and business restructure costs. (1) Such plans are preliminary and subject to certain assumptions and factors, many of which are outside our control and may be subject to change. Assumes conversion of convertible debt outstanding. Conversion of convertible debt applies to Net debt as well as Debt facilities. (2) Working capital facility with repayment matched to cohort cash collection. Facility can be drawn until 30 September 2026, after which date it is repaid as cohort cash collections are realised. (3) Subject to conditions similar to those in the MID.

Financials

KEY FINANCIAL INFORMATION

and pathway to free cash flow

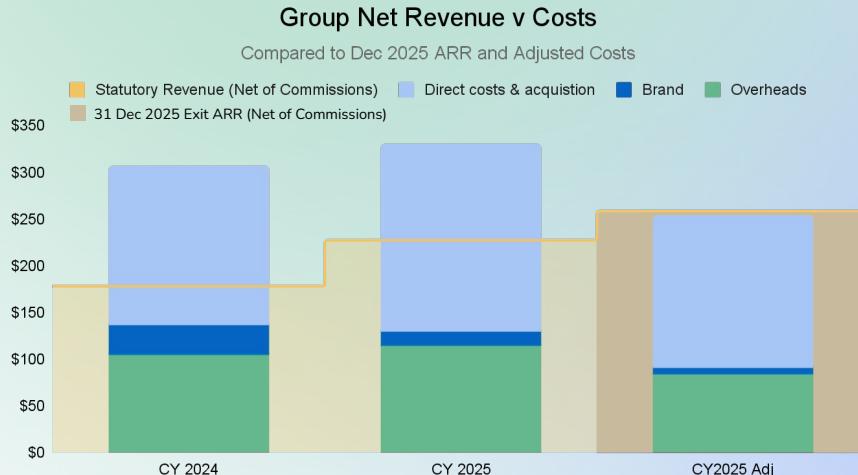
Aura has grown rapidly with investments in product innovation, branding and acquisition. ARR CAGR over 5 years ending CY25 exceeds ~35%.

The merger of Aura and Qoria is expected to create immediate critical mass and allow for an acceleration to free cash flow and profit.

Targeted cost reductions have been identified which along with expected strong growth is expected to bring the group to free cash flow positivity in CY2026, from transaction completion.

'Cost outs' are expected to include reductions in overheads of +US\$25m, brand and ancillary costs of +US\$10m and performance marketing of +US\$20m. Additional cost synergies from merger are anticipated over time along with revenue synergies discussed in previous pages.

The chart on the right compares the combined group's costs in 2024 and 2025 against reported revenue net of sales commissions. The CY2025 Adj column reflects planned cost reductions and has been compared to 31 December 2025 Exit ARR (net of commissions) as a comparable for forward revenue. It is highlighted that group reported revenue for CY2026 is estimated to exceed December 2025 ARR.



KEY METRICS USD Millions - CY2025	Aura	Qoria	Combo
Open ARR	\$166	\$82	\$248
Exit ARR	\$216	\$100	\$316
Collections	\$211	\$79	\$290
Statutory Revenue	\$193	\$85	\$278
> Net of commissions	\$154	\$73	\$227
Gross Margin	71%	82% ¹	74%
Conversion ratios			
> Revenue / Open ARR	116%	104%	112%
> Collections / Open ARR	127%	96%	117%

Sources & Notes: (1) Qoria Gross Margin is excluding customer acquisition cost (CAC). (2) Free cash flow is operating cash flow plus investing cash flow and lease payments, excluding net interest and business restructure costs.



07. AXQ Vision

The Problem

TODAY'S FRAGMENTED SAFETY SOLUTIONS ARE FAILING

Legacy tools see people in fragments - parent, employee, student. **But risk knows no bounds, accumulating across every dimension of life.**

Common scenarios include:

- Expensive enterprise grade **school security tech** is bypassed by personal devices and hotspotting
- Businesses are exposed by staff using unsecured **personal devices** to access to their data
- Banks alert you of suspicious activity but leave you to deal with **compromised passwords and devices**
- **Children are** monitored for bullying at school, but **vulnerable in their bedrooms**
- **Parental controls** are available to protect your children but **not your parents**

Why hasn't someone solved this yet?

Legacy technology and commercial models are meeting rapid technical and regulatory change.

Legacy technology & solutions



Incumbents built point solutions years ago. Their architectures can't support user-opt in/out or real-time cross context data sharing without massive rewrites.

Privacy & consent minefield

 FERPA for schools, COPPA for kids, GDPR for consumers. Conflicting regulations and consent requirements.

Different buyers & GTMs

 Schools buy from edtech vendors. Parents buy consumer apps. Employers buy through benefits. Three completely different sales motions and pricing models.

School, home, work centricity

 Cyber players stick to particular market domains and are limited by a 'perimeter mindset'.

THE SOLUTION

Connected Intelligence.

In a hyper-connected world, protection requires **continuous understanding**.

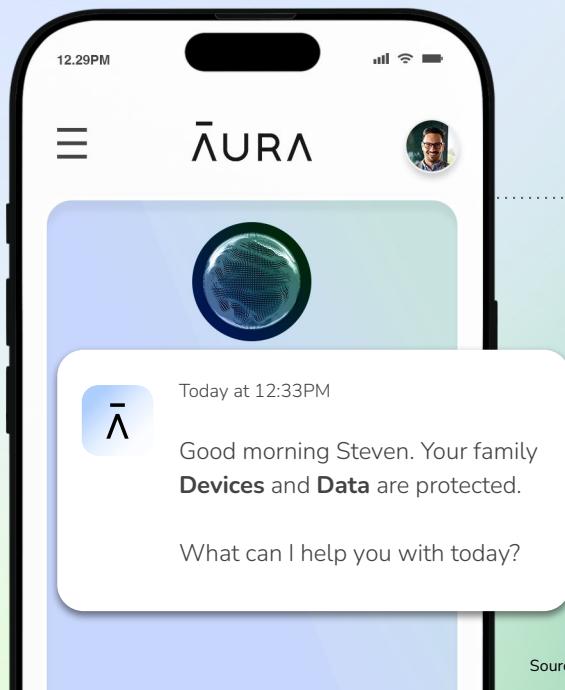
Coupling Aura Intelligence with Qoria's community ecosystem, will create **Connected Intelligence** to close gaps and empower families.

With +25B data points from home, school, and work fueling our powerful AI engine, we will unlock **unified protection for every dimension of digital life**.

Sources & Notes: Reflects conceptual UI; not representative of live product features.



THE POWER OF CONNECTED INTELLIGENCE



Connected Intelligence
will drive cross sell



Today at 12:33PM

Setup

Ajax Co has asked you to set up
Aura Employee Safety.



Today at 12:33PM

Setup

Boston County College has
launched **Aura Family** which
lets you manage **Sarah's**
Chromebook after school.

Today at 12:33PM

Review

Sarah has searched for something
concerning on her Chromebook.

Today at 12:33PM

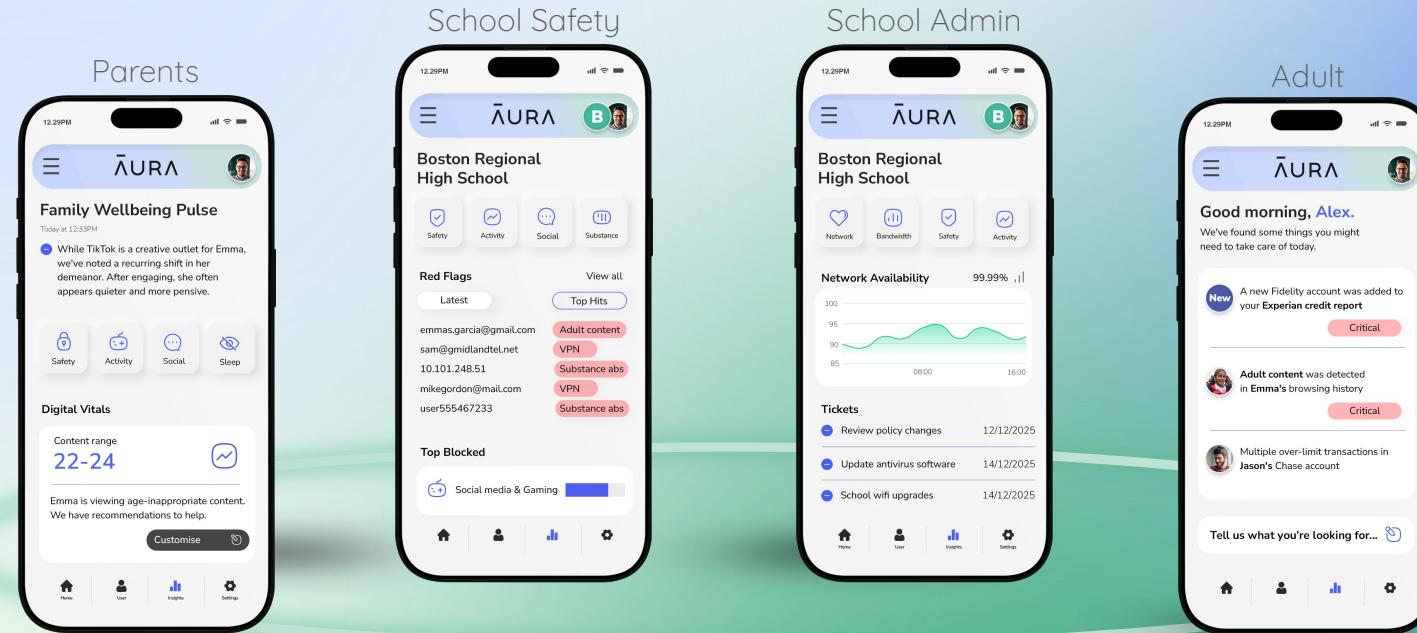
Critical

We've detected suspicious
activity on your credit card.
We have instructed your bank
to suspend your account.

Connected Intelligence will **enable**
unique interventions

Connected Intelligence to empower communities

Aura & Qoria will offer holistic protections for schools, families, and employers.



Sources & Notes: Reflects conceptual UI; not representative of live product features.

The Solution

BUILT ON AN AI PLATFORM THAT ALREADY WORKS

Today, Aura Intelligence delivers a personalised and more autonomous digital safety experience.

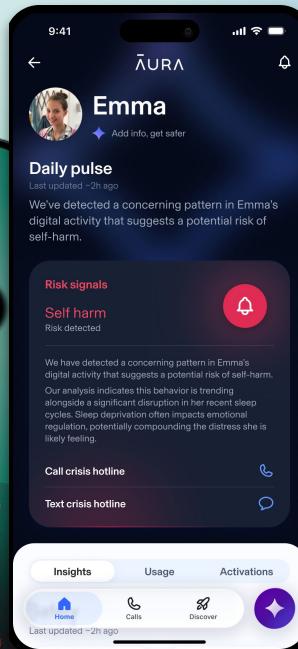
Aura Intelligence already continuously analysing patterns to detect emerging threats and behavioral shifts

Alert Resolver leverages AI to streamline decision-making and help automate remediation. For Parents, Aura's AI drives notifications for when a child starts a conversation with a high-risk AI app and alerts parents of other risky behaviors.

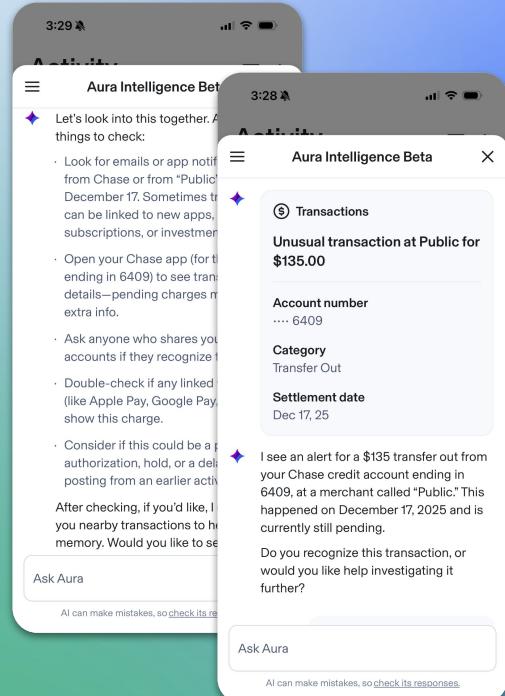
AI chat modalities



Risk signal insights



Alert resolver for unusual transactions



THANK YOU.

Questions.



ĀURA Qoria

Key Risks – Risks that are Common to Both Qoria and Aura

This Key Risks section includes details of the key risks attaching to the Proposed Transaction. Whilst the majority of the following risks affect both Qoria and Aura (each a **Merger Party**), certain elements of the risks, should they eventuate, could affect each standalone business differently, and not necessarily in a proportionately equivalent way. These risks, should they eventuate, may affect the future strategy, operating and financial performance of each Merger Party, and following completion of the Proposed Transaction, the merged group (**Merged Group**).

The key risks are not set out in any particular order and do not constitute an exhaustive list of all risks involved. Additional risks and uncertainties that Qoria is unaware of, or that it currently considers to be immaterial, may also become important factors that adversely affect its strategy, operating and financial performance. You should note that the occurrence or consequences of some of the risks described in this section are partially or completely outside the control of the Merger Parties, their directors and senior management.

Investors should consider their individual circumstances and consult their stockbroker, solicitor, accountant or other professional adviser before making an investment decision.

Key Risk	Summary
Commercialisation strategy execution risks	The success of a Merger Party's operations relies on consumers subscribing to the Merger Party's consumer services through both retail and wholesale distribution channels. The number of users/subscribers is crucial for each Merger Party to generate income and revenue. A slower or reduced uptake in both retail and wholesale subscriber numbers will affect a Merger Party's earnings ability, resulting in an adverse impact on that Merger Party's financial performance and position.
Regulatory risks	<p>Both Merger Parties may be affected by changes to government policies and legislation, including those relating to technology, data security and privacy, taxation, the regulation of trade practices, competition, or other legal or regulatory changes which could impact the structure and/or operations of each Merger Party's business.</p> <p>The Merger Parties provide various services. Amongst other things, the Merger Parties' services involve controlling and monitoring online activity in the classroom and at home. Such services are subject to consumer, data protection and privacy laws in many jurisdictions. There is a risk that key markets may change laws in areas which may impact a Merger Party's ability to innovate, to trade or may create unexpected costs. A Merger Party may be subject to other laws in jurisdictions in which it plans to operate and the applicable laws may change from time to time.</p> <p>Given both Merger Parties operate in a regulated environment, the Merger Parties are inherently exposed to the risk of non-compliance with applicable laws and regulations (which may be inadvertent). The failure of a Merger Party to comply with any applicable laws and regulations may lead to negative publicity, claims by third parties, enforcement actions by regulators (including regulatory and judicial orders that may lead to a cessation or curtailing of operations) and potential civil or criminal fines or penalties. This may require changes to a Merger Party's business model or operations which may increase cost or impact on their ability to generate revenue and could result in a material adverse effect on a Merger Party's operations and financial performance, reputation or competitive position.</p>

Key Risks – Risks that are Common to Both Qoria and Aura (cont.)

Key Risk	Summary
International business risks	<p>The Merger Parties have operations internationally, notably in the USA, Canada, UK, Europe, Australia and New Zealand. Particularly in relation to Qoria, wherever it sets up operations it is exposed to a range of multi-jurisdictional risks such as risks relating to labour practices, environmental matters, difficulty in enforcing contracts, changes to or uncertainty in the relevant legal and regulatory regime (including in relation to taxation and foreign investment and practices of government and regulatory authorities) and other issues in foreign jurisdictions in which it operates. Businesses that operate across multiple jurisdictions face additional complexities from the unique business requirements in each jurisdiction. A failure to comply with any of the multitude of requirements across jurisdictions could adversely impact the Merger Party's operations, and financial performance and prospects.</p>
Competition risks	<p>The Merger Parties operate in highly competitive environments which could become more competitive in the future including from actions from both new and existing competitors. Increased competition may make it difficult for the Merger Parties to compete and win new customers, as well as retain existing customers. This could adversely impact the Merger Parties' ability to generate sales, lead to a loss of market share and cause a decline in profitability. This could also adversely affect the Merger Parties' ability to negotiate favourable contract terms with customers and existing suppliers.</p>
Information technology security & privacy risks	<p>Competition arises from a number of sources including companies with greater capital resources. The Merger Parties' competitors include telecommunication companies, internet companies and computer software and hardware manufacturers. The performance of both Merger Parties could be adversely affected if existing or new competitors limit their subscriber growth strategy through aggressive marketing, and improving or expanding their competing product and service offerings.</p> <p>Should the services sought by a Merger Party's existing or prospective customers change over time and should that Merger Party be unable to accommodate such changes due to existing technology choices, then that Merger Party's products and services may be rendered uncompetitive which could materially adversely affect the business, operating results and financial prospects.</p> <p>The Merger Parties provide a range of products and services to its customers that are reliant on digital technology. As with any digital services, there are inherent risks in terms of confidentiality, privacy, regulatory compliance, integrity and availability of technology which cannot be entirely mitigated.</p> <p>While much of each Merger Party's technology is built in-house, their platforms also utilise and run third party technology and software. To protect these systems and the data they house, a Merger Party works closely with industry leading security partners, invests in industry standard frameworks & controls, and employs both internal and external security teams.</p> <p>Despite this investment, there is a risk that a Merger Party or one of its suppliers is subjected to technological, security or privacy failures such as a breach, data loss, corruption or theft. By way of example, a suppliers' systems could be subject to a malicious attack resulting in a downstream compromise of services or data, impacting a Merger Party's customer networks or customer data. Such events could also result in some or all services being temporarily or permanently disrupted, the loss of intellectual property and the imposition of regulatory fines which may negatively impact a Merger Party's reputation and performance.</p>

Key Risks – Risks that are Common to Both Qoria and Aura (cont.)

Key Risk	Summary
Liquidity & funding risks	<p>Effective liquidity management is imperative to meet the Merger Parties' ongoing funding requirements, manage working capital and execute their overall individual business strategies. Poor or inefficient management of its liquidity risk could adversely affect a Merger Party's operations and financial performance.</p> <p>In the future, a Merger Party may require new or additional funding, via either debt or equity. A Merger Party's ability to secure funding at the appropriate time will depend on the amount of funding required, the performance and future prospects of its business, and a number of other factors prevailing at that time (e.g. interest rates, and economic and debt market conditions). There is no assurance that the required funding will be secured at all or on acceptable terms and in the timeframe required, which may constrain the relevant Merger Party's business operations (for example by preventing investment in growth or to respond to competitive pressures).</p> <p>Other potential risks to a Merger Party associated with financing arrangements include breaching debt covenants, incurring increased borrowing costs (for example, if interest rates rise) or not being able to meet financial commitments when they fall due, as well as the detrimental financial impact on their business from the sub-optimal use of capital and the potential adverse reputational impact from suppliers or creditors.</p> <p>In addition, poor liquidity management may impact upon a Merger Party's strategic flexibility – for example, the Merger Party's ability to execute on its strategic goals by taking advantage of favourable opportunities as they arise, or its ability to adapt to changing market conditions, invest in innovation, or pivot in response to competitive pressures. This lack of strategic flexibility can hinder long-term growth and competitiveness.</p>
Inadequate IT infrastructure & systems	<p>Both Merger Parties rely heavily on IT infrastructure and systems to manage their respective businesses, including their compliance with various regulatory, legal and tax requirements. These systems include management software, enterprise resource planning systems, data analytics, e-commerce systems, computer systems and hardware, network and telecommunications equipment and systems, and financial and document management systems. Any failure to successfully maintain adequate systems, or implement updates or changes across business operations without disruptions, may negatively impact a Merger Party's business and performance.</p> <p>Both Merger Parties also rely on third party providers for various services, including IT software. There is a risk that any disruption or interference with the operations of any of the relevant Merger Party's third party providers may restrict, interrupt or adversely affect that Merger Party's business.</p> <p>In addition, either Merger Party could be subject to various IT system damage or failures, corruption, network disruptions, cybersecurity attacks (discussed further below), loss of data or, breaches in data security, and other malicious or non-malicious disruptions and incidents, any of which may interrupt or otherwise have a material adverse effect on that Merger Party's operations, financial condition and operating results. A failure may be caused by various factors including equipment failure, information technology failure, labour shortages or work stoppages, failure of third parties or malicious activities.</p>

Key Risks – Risks that are Common to Both Qoria and Aura (cont.)

Key Risk	Summary
	<p>Given the Merger Parties' dependence on IT systems and infrastructure, each of them is vulnerable to cyber-attacks (including state-sponsored attacks), ransomware attacks, computer viruses or data breaches. This is particularly the case given the increasing frequency and sophistication of attacks. If a Merger Party were to experience a significant cyber security incident, this could result in financial loss, operational disruption or reputational damage.</p>
Cyber risks	<p>A security breach or cyber-attack could result in significant business disruption and cost, misappropriation of funds, the unavailability of core business systems, loss of intellectual property and disclosure of sensitive business information or personal data. Other consequences could include legal or regulatory liability (or increased regulatory scrutiny), loss of business and reputational damage or adverse effects on customer relations. In addition, a Merger Party may incur significant costs to investigate and rectify the incidents, including identifying system vulnerabilities or introducing additional safeguards to minimise the risk of future events. Any of these could have a material adverse effect on that Merger Party's financial performance.</p>
Loss of a material customer or customer group or customer default	<p>There is a risk that a Merger Party may lose a material individual customer or material customer group, which could negatively impact that Merger Party's revenue and result in a lower customer base for the Merger Party's programs and a significant change to revenue scale could mean the Merger Party may be unable to support its fixed cost base. An individual customer or group may default in a payment to a Merger Party or suffer an insolvency event. This could lead to a negative working capital impact due to overdue debts and increased borrowing costs and increased legal and debt recovery costs. Any of these could have a material adverse effect on a Merger Party's operations or financial performance.</p>
	<p>Both Merger Parties are parties to a number of contracts and agreements with a broad range of suppliers and service providers. Some contract counterparties have a right to terminate contracts in certain circumstances, including where a change of control provision is triggered or where the Merger Party is in material breach of the contract. In addition, some contracts contain a right for the counterparty to terminate for convenience at any time during the contract terms.</p> <p>Adverse economic conditions, including unfavourable interest rates, unemployment rates or inflation rates, negative consumer and business sentiment as well as geographical and political events may affect a Merger Party's business.</p>
Impact of adverse economic conditions, negative consumer sentiment or unfavourable market and consumer trends	<p>These adverse economic conditions are outside of the Merger Parties' control, but may have a negative impact on the customers of the Merger Party. This may result in a significant decrease in demand for and revenue generated by the Merger Party's products and services, or impact the success of the Merger Party's growth plans.</p>
	<p>Both Merger Parties are also exposed to the risk that market and consumer trends and demand in relation to services supplied by them may change. A Merger Party may be slow or unable to anticipate changing trends and respond in a timely fashion; they may not optimise their service offerings by providing too wide a range of services, or providing services which could be costly to service. Any unanticipated changes or fluctuations in market and consumer behaviour and trends, or inadequate responses to them, may result in a reduction in a Merger Party's revenue, which may have a material adverse effect on its financial performance and financial position.</p>

Key Risks – Risks that are Common to Both Qoria and Aura (cont.)

Key Risk	Summary
Artificial intelligence risk	Artificial intelligence is rapidly developing and threatening to disrupt industries, whilst also creating new revenue streams, enhancing existing offerings and creating operating efficiencies. In parallel, each Merger Party faces potential risks associated with AI misuse, algorithmic bias, regulatory non-compliance, data privacy breaches, reputational damage and ethical concerns. A Merger Party's safety and wellbeing framework is uniquely capable of appreciating and responding to the challenges and opportunities of generative AI and is well positioned to anticipate, evaluate and respond to both the opportunities and challenges presented by generative AI.
Loss of critical infrastructure	If a Merger Party were to lose critical infrastructure, this could cause significant business interruption. The loss of a critical site, such as a data centre, permanently or for a sustained period could be as a result of a number of unforeseen factors, including a climate-related event such as a flood, or bushfire, or a pandemic or an unforeseen outage due to a cyber-attack (refer to the risk factor titled "Cyber risk" for more further information). There is an associated risk that a Merger Party's business continuity plans are not effective or are not followed properly in the event of a disaster.
Attracting and retaining key talent	The impact of such a loss could include the need for increased short-term or contract labour, data loss, significant disruptions for customers (and the consequential reputational damage to the Merger Party), the need for capital expenditure or repair costs. It could also impact on the affected Merger Party's ability to deliver products in full and on time to its customers, which could result in lost sales, contractual or regulatory breaches, or negatively impact upon that Merger Party's competitive position. Any of these could have a material adverse effect on the affected Merger Party's financial operations or performance.
	Each Merger Party relies on the experience, expertise and knowledge of specific individuals and the unexpected departure of key team members from their respective business could significantly impact that business' operations, strategic decision-making and overall performance. Existing management personnel have extensive experience in, and knowledge of, the technology industry, as well as knowledge of the relevant Merger Party's business and relationships with its respective customers and key suppliers. As such, the loss or absence of key individuals could potentially lead to disruptions in supplier relationships, regulatory knowledge, customer interactions and day-to-day management, potentially affecting the relevant Merger Party's ability to adapt to market changes and capitalise on opportunities. Whilst each Merger Party has succession planning measures in place, including talent development, there can be no assurance that appropriately skilled personnel would be identified and retained in a timely fashion (particularly as competition for personnel and key talent is high in this landscape), nor that the transition to new leadership would be without disruption to the business.
	If a Merger Party is unable to attract and retain a sufficient number of qualified employees at reasonable costs, its business and operations could be negatively affected. There can be no assurance that a Merger Party will be able to retain employees in key positions or recruit a significant number of new employees with appropriate technical qualifications to compensate for the loss of employees or to accommodate its future growth. The ability to meet labour needs while controlling costs associated with hiring and training new employees is subject to external factors including the actions of other businesses, unemployment rates, prevailing wage legislation (including applicable awards), the industrial relations landscape and changing demographics. There is a risk that adverse changes in these factors may occur which would inhibit a Merger Party's ability to hire and retain employees or increase the cost of employing them.
	The consequences for the Merger Parties include financial loss, business continuity issues, increased costs associated with recruiting and training, and increased health and safety risks, any of which could adversely impact the Merger Parties' competitive position, financial performance or reputation.

Key Risks – Risks that are Common to Both Qoria and Aura (cont.)

Key Risk	Summary
	Both Merger Parties evaluate strategic initiatives, including acquisitions, from time-to-time. There is no guarantee that the strategic initiatives will be implemented, or if they are, that the anticipated benefits of any such strategic opportunities or acquisitions will be fully realised or realised in a timely manner. If this occurs, then the expected revenue increases, costs savings or additional operational improvements or synergies may not be achieved or may be delayed.
Delivery of strategic initiatives (projects / acquisitions)	Where a Merger Party acquires another business, that acquired business may not perform as anticipated (including in relation to product or service quality issues) or may be exposed to latent, future or otherwise unknown claims or liabilities that the relevant Merger Party is not indemnified for, or there may be features of the acquired business' model that the acquiring Merger Party is less experienced with or that the Merger Party intends to amend. The consequences for the Merger Party if it fails to deliver on its key strategic projects and integrate its acquisitions successfully include inefficiencies, adverse financial impacts, potential reputational damage, and the risk that the impacted Merger Party becomes uncompetitive in the market. Any of these could have an adverse effect on a Merger Party's financial performance.
Changes in consumer perception and consumer confidence	The success of each of the Merger Parties' businesses relies on positive consumer perception and consumer confidence in that Merger Party and its brand. The Merger Parties' reputations and their potential profitability may be adversely affected by negative publicity or adverse commentary on product or service safety or suitability. For example, any potential inconsistencies in the quality of services in a Merger Party's products or services, adverse media coverage, liability claims, unavailability of products or other issues may lead to consumers having compromised experiences. This in turn may have a detrimental effect on customer confidence and loyalty. Any damage to a Merger Party's reputation could have an adverse effect on its ability to maintain its market share, financial performance and future prospects.
	Either Merger Party may be subject to litigation and other claims and disputes in the course of its business, including but not limited to employment disputes (including strikes or industrial action), contractual disputes (including outstanding trade debts or, indemnity claims), product liability claims, personal injury claims, privacy breaches, intellectual property, debt recovery, regulatory compliance, occupational health and safety claims, or criminal or civil proceedings.
Exposure to litigation, claims and disputes	There is a risk that any such litigation, claims and disputes could materially and adversely affect the Merger Party's business, operations and financial position, performance and prospects, including as a result of the costs of bringing, defending or settling such claims, as well as that Merger Party's reputation and customer relations. Litigation may also distract management's attention from operating and growing the relevant Merger Party's business, impacting that Merger Party's prospects and profitability.
Force majeure events	Events beyond the control of the Merger Parties may impact their operations and future profitability. These events include (but are not limited to) fire, flood, earthquake, other natural disaster, pandemics, civil unrest, war, terrorist attack and/or industrial action.
Exposure to changes in tax rules and their interpretation	Changes in tax laws and policies, standards and practices in Australia may impact on the operation of either Merger Party and their management. Tax laws in Australia are complex and are subject to change, as is their interpretation by the courts and the tax authorities. Legal reforms and proposals for further reforms, as well as new and evolving interpretations of existing laws, may give rise to uncertainty.

Key Risks – Risks that are Common to Both Qoria and Aura (cont.)

Below are some of the risks relating to the Proposed Transaction. After completion of the Proposed Transaction, existing Qoria shareholders will be exposed to additional risks relating to Aura and certain additional risks relating to the integration of the two businesses.

Key Risk	Summary
	<p>Completion of the Proposed Transaction is conditional on various matters including obtaining or filing for regulatory relief, waivers, confirmations, exemptions, consents and/or approvals from the Council of Ministers (Consejo de Ministros) of Spain or the Ministry of Economy, Commerce and Enterprise (Ministerio de Economía, Comercio y Empresa) or any subdivision of that Ministry (together the Spanish FDI Authority), the Investment Security Unit and the Secretary of State of the United Kingdom (together the UK NSI Authority), the Australian Securities and Investment Commission (ASIC), Australian Securities Exchange, the U.S. Federal Trade Commission and the Antitrust Division of the U.S. Department of Justice and Qoria shareholder approval. Refer to the ASX announcement released by Qoria to ASX on the same date in relation to the Proposed Transaction and the most recent financial report and Qoria's other periodic and continuous disclosure information lodged with the ASX for further information regarding the material conditions for the Proposed Transaction. There can be no certainty, nor can Qoria provide any assurance or guarantee, that these conditions will be satisfied or waived or, if satisfied or waived, when that will occur. The satisfaction of a number of the conditions is outside the control of Qoria and Aura including, but not limited to, the regulatory and shareholder approvals mentioned above.</p>
Completion risk	<p>There is a risk that the regulatory approvals required to satisfy one or more conditions may not be obtained, or may be obtained subject to conditions which adversely affect the Merged Group, or are not acceptable to the Merger Parties. In particular, it is the Merger Parties' intention to seek an authorisation and a resolution from the Spanish FDI Authority and a notice, notification or order from the UK NSI Authority after announcement. There is a risk that either of the Spanish FDI Authority or UK NSI Authority will refuse to grant approval by the time completion is required or that it will only grant such approval subject to certain conditions. Any undertakings required may have an adverse effect on the Merged Group, impacting its sales, revenue and financial performance and adversely affecting the ability of Merged Group to achieve the expected cost synergies.</p>
	<p>There is a risk that changes to the structure of the Proposed Transaction may be required as a result of applicable laws or regulations or as a condition to obtaining regulatory approval of the Proposed Transaction. If for any reason any of the conditions are not satisfied or waived (where capable of being waived) by the time required or that changes are required to the structure of the Proposed Transaction, completion of the Proposed Transaction (Completion) may be delayed or may not occur on the current terms or at all. Qoria and Aura will have incurred significant transaction costs in relation to the Proposed Transaction even if either does not proceed and these costs may include a reimbursement fee of A\$10m payable by Qoria or Aura to the other in certain circumstances. There is a risk that the transaction costs associated with the Proposed Transaction (whether it completes or not) results in Qoria not achieving the earnings guidance it has previously provided to the market.</p>
	<p>There may be other adverse consequences for Qoria and Qoria shareholders if Completion does not occur, including that the trading price of Qoria's shares may be materially adversely affected and the anticipated synergies and other benefits that Qoria expects to achieve from the Proposed Transaction will not be realised. If Completion is delayed, Qoria may incur additional costs and it may take longer than anticipated for the Merged Group to realise the benefits of the Proposed Transaction. Any failure to complete or delay in completing the Proposed Transaction could materially and adversely affect the price of Qoria's shares.</p>

Key Risks – Risks that are Common to Both Qoria and Aura (cont.)

Key Risk	Summary
	<p>As part of the Proposed Transaction, Qoria shareholders will receive consideration in the form of CHESS Depository Interests, being units of beneficial ownership in Aura Shares (New Aura CDIs). In parallel, Aura is undertaking the equity capital raise (Capital Raise) and will apply for admission to the official list of the ASX. There is a risk that Aura may not be able to meet ASX listing requirements following the consummation of the Proposed Transaction. Aura is an unlisted entity in the United States of America and there is no public market for its shares. Accordingly, until it satisfies the requirements of the ASX and is admitted to the official list the scrip consideration will be unlisted. There is no guarantee that Aura will be admitted to the official list of the ASX.</p>
Scrip merger consideration	<p>Once the Aura CDIs are quoted on ASX, there can be no guarantee that an active trading market for the Aura CDIs will develop or that the price of the CDIs will increase. There may be relatively few potential buyers or sellers of the Aura CDIs on ASX at any time. This may increase the volatility of the market price of the Aura CDIs. It may also affect the prevailing market price at which shareholders are able to sell their Aura CDIs. This may result in shareholders receiving a market price for their Aura CDIs that is less than the value of their Aura CDIs at the time they were issued. Existing Aura shareholders and new investors who take up shares under the Capital Raise to be undertaken by Aura (Post-Completion Aura Shareholders) will have their shareholding significantly diluted by the issue of the New Aura CDIs to the Qoria shareholders.</p> <p>Immediately after Completion (but before the Capital Raise by Aura), it is expected that existing Qoria shareholders will own 35% of the shares in Aura through the New Aura CDIs and Post-Completion Aura Shareholders will own approximately 65% of the shares in Aura (on a fully diluted basis, excluding the Capital Raise by Aura). In addition, there is a risk that a significant sale of shares by Qoria shareholders after implementation of the Proposed Transaction or the perception that such a sale might occur, could adversely impact the price of Qoria shares.</p>
Reliance on information provided	<p>Qoria undertook a due diligence process in respect of the Proposed Transaction, which relied in part on legal, financial, taxation, synergies and operational due diligence on information provided by or on behalf of Aura. If any such information provided to, and relied upon by, Qoria in its due diligence, and in its preparation of this presentation and other materials given to ASX, proves to be incorrect, incomplete or misleading, or if any of those due diligence enquiries failed to identify potential issues, there is a risk that the actual financial position and performance of Aura may be materially different to Qoria's understanding, or the realisable synergies from the Proposed Transaction will be less than anticipated including those reflected in this presentation. Either of these could have a material adverse effect on the Merged Group's financial condition or performance. There is also a risk that the due diligence conducted has not identified issues that would have been material to the decision to enter into the Proposed Transaction. A material adverse issue that was not identified prior to entry into the Proposed Transaction (or an issue that later proves to be more material than first anticipated) could have an adverse impact on the reputation, financial performance or operations of Qoria. Due diligence cannot uncover all potential issues or historical non-compliance by a merger partner, and reliance has, by necessity, been placed by those undertaking due diligence on the accuracy of information and confirmations provided by Aura and its representatives.</p> <p>Further, as is usual in undertaking mergers and acquisitions, the due diligence process undertaken identified a number of risks associated with Aura, which Qoria had to evaluate and manage. Certain risks cannot be avoided or managed appropriately and the mechanisms used to manage these risks included in certain circumstances the acceptance of the risk as tolerable on commercial grounds such as materiality. There is a risk that the approach taken by Qoria may be insufficient to mitigate the risk, or that the materiality of these risks may have been underestimated or unforeseen or for which there is no contractual protection, and hence they may have a material adverse impact on Qoria's operations, earnings and financial position.</p>

Key Risks – Risks that are Common to Both Qoria and Aura (cont.)

Key Risk	Summary
Integration risk and realisation of synergies	<p>The integration of two businesses of the size and nature of Qoria and Aura carries risk, including potential delays or costs in implementing necessary changes and difficulties in integrating various operations and systems. The success of the Proposed Transaction, and the ability to realise the expected benefits of the Proposed Transaction outlined in this presentation, is dependent on the effective and timely integration of the Qoria and Aura businesses following Completion. There is a risk that integration could take longer, be more complex or cost more than expected, encounter unexpected challenges or issues (including differences in corporate culture loss of, or reduction in, key personnel, expert capability or employee productivity, or failure to procure or retain employees of Qoria or Aura or require changes to operating models), or divert the attention of management, which impact on the integration process (which in turn could cause the anticipated benefits and synergies of the integration of Qoria and Aura being less than estimated).</p> <p>A failure to integrate the businesses in the time and manner contemplated by Qoria or a failure to achieve the targeted synergies of integration may impact on the financial performance, operation and position of Qoria.</p>
Historical liabilities of Aura	<p>If the Proposed Transaction completes, Qoria may become directly or indirectly exposed to liabilities that Aura may have incurred or is liable for in the past as a result of prior acts or omissions, including liabilities which were not identified during the due diligence enquiries, which are greater than expected or uncertain at the time of due diligence, or for which were accepted as a tolerable risk. Such liabilities may adversely affect the financial performance, reputation or overall position of Qoria after the Proposed Transaction. Aura has its own corporate, tax, regulatory and risks frameworks. Following an initial period, the Merged Group will make an election as to the most appropriate corporate, tax, regulatory and risk frameworks to adopt. However, there is a risk that Aura's existing frameworks were inadequate. For example, if Aura's tax and regulatory frameworks were inadequate, there is a risk that Aura has not properly identified and responded to changes in tax laws or other laws and regulations which apply to it.</p> <p>There is a risk that Qoria could be exposed to unexpected liabilities resulting from past non-compliance by Aura with applicable laws or regulations, which may impact on the financial performance or position of Qoria. It may also have other impacts, such as attracting greater scrutiny from regulators or cause reputational damage.</p>
Analysis of merger opportunity	<p>Qoria has undertaken financial, tax, legal, commercial and technical analysis of Aura in order to determine its attractiveness to Qoria and whether to proceed with the Proposed Transaction. It is possible that despite such analysis and the best estimate assumptions made by Qoria, the conclusions drawn are inaccurate or are not realised. To the extent that the actual results achieved by the Proposed Transaction are different to those indicated by Qoria's analysis, there is a risk that the performance of Qoria following the Proposed Transaction may be different (including in a materially adverse way) from what is reflected in this presentation. There is also a risk that Qoria's assessment of matters such as the taxation consequences of the Proposed Transaction is challenged by revenue authorities, which can involve future expenditure to consider and defend such challenges or to meet any additional costs or claims.</p>

Key Risks – Risks that are Common to Both Qoria and Aura (cont.)

Key Risk	Summary
Risks associated with existing contractual arrangements	A number of material customer and supplier contracts to which either Qoria or Aura is a party contain provisions which will give the counterparty a right to terminate the contract because of the change in control of Qoria or Aura (as relevant) which will occur at Completion. Contracts may also be terminable for convenience on short notice or at will. In addition, the Proposed Transaction may trigger rights or consents within existing financing arrangements to which either Qoria or Aura is a party. Whilst the MID includes obligations for the Merger Parties to seek the consent of the relevant counterparties to the change of control for certain contracts deemed material as agreed between Qoria and Aura, there is a risk that the impact of the change of control on those arrangements is uncertain or subject to change and existing debt may be required to be repaid. Whilst the MID includes obligations for the Merger Parties to seek the consent of the relevant counterparties to the change of control for certain contracts deemed material as agreed between Qoria and Aura, there is a risk that either Qoria or Aura has not identified all contracts which are material to their respective businesses. There is a risk that, as a result of the Proposed Transaction, customers and suppliers of the Merger Parties may choose to decrease the volume services procured from or provided to the Merger Parties, or cease procuring from or providing any services to the Merger Parties. Customers and suppliers may also choose not to renew their contracts with the Merger Parties after their term, as a result of the Proposed Transaction. The breach, termination or non-renewal of material contracts or loss of business could have adverse consequences for the Merged Group, including adverse effects on the Merged Group's operational and financial performance.
Integration of accounting policies and methods	Qoria and Aura, as standalone entities, have particular accounting policies and methods which are fundamental to how they record and report their financial position and results of operations. Qoria and Aura may have exercised judgment in selecting accounting policies or methods, which might have been reasonable in the circumstances yet might have resulted in reporting materially different outcomes than would have been reported under the other company's policies and methods. The integration of Qoria and Aura's accounting functions may lead to revisions of these accounting policies, which may adversely impact the Merged Group's reported results of operations and/or financial position and performance. Year-end reporting periods will be aligned post implementation of the Proposed Transaction.
Alignment of year ends and acquisition accounting	Qoria and Aura have different year end reporting periods with Qoria reporting on a year ended 30 June basis and Aura using 31 December. There has been no alignment of the financial year ends of Qoria and Aura to present the Merged Group's reported results or financial position. In addition, the financial information presented in this presentation does not reflect any potential acquisition accounting-related adjustments as is required for business combinations in accordance with the requirements of AASB 3 Business Combinations. The application of acquisition accounting and the alignment of financial year ends will likely impact the Merged Group's reported results of operations and/or financial position and performance.
Foreign exchange risk and foreign regulations	The Proposed Transaction includes the acquisition of operations and interests conducted overseas in the United Kingdom, Spain and the United States. These operations may require transactions in the local currencies of those countries. The value of a financial asset, liability, commitment or earnings held or transacted in foreign currency may be impacted by changes in currency exchange rates. Qoria generates revenue in foreign currencies, primarily US dollars. Accordingly, Qoria is exposed to foreign exchange risk arising from movements in exchange rates between the Australian dollar and those currencies, which may adversely affect the Group's reported revenue, earnings and financial position. The overseas operations of Qoria and Aura are also subject to the laws of those countries and could be adversely impacted by changes to laws or regulations in those countries in the future.

Glossary

ARR (Annual Recurring Revenue) Annualised subscription revenue generated from active contracts, calculated on a recurring basis and excluding one-off or non-recurring items.

ASX Australian Securities Exchange.

AXQ Proposed ASX ticker code for the combined Aura and Qoria group following completion of the merger.

Aura Intelligence Aura's proprietary AI platform that continuously analyses cross-context data signals to detect threats, behavioural changes, and risk indicators, enabling proactive security, safety, and wellbeing interventions.

BYO Device (Bring Your Own Device) A security model where employees or students use personal devices for work or school purposes, requiring protections that preserve both organisational security and personal privacy.

Equity Placement The US\$75 million equity placement to be completed concurrently with the merger, including participation from Aura directors and existing shareholders.

CDI (CHESS Depository Interest) A financial instrument used on the ASX to represent ownership of foreign-incorporated shares, enabling Australian investors to trade those shares via CHESS.

Connected Intelligence The combined Aura and Qoria data and AI capability that links insights across home, school, workplace, and personal environments to deliver continuous, whole-of-life digital protection.

Consumer Security Digital security services provided directly to individuals and families, including identity protection, scam prevention, device security, privacy tools, and financial monitoring.

D2C (Direct-to-Consumer) A distribution model where products are sold directly to end users via digital channels such as websites, app stores, search, and social platforms.

EBITDA Earnings before interest, tax, depreciation, and amortisation.

Employee Benefits Channel A distribution model where Aura's consumer security products are offered to employees through employers, often via benefits brokers or platforms such as MetLife.

FERPA (Family Educational Rights and Privacy Act) U.S. federal law governing the privacy and protection of student education records.

Free Cash Flow (FCF) Free cash flow is operating cash flow plus investing cash flow and lease payments, excluding net interest and business restructure cost.

Fully Diluted Shares Outstanding (FDSO) The total number of shares that would be outstanding assuming conversion or exercise of all equity instruments, including options and performance rights.

GTMs (Go-to-Market Motions) Distinct sales, distribution, and pricing strategies used to acquire customers across different segments such as schools, families, employers, and SMBs.

Identity Protection Services designed to monitor, detect, and remediate identity theft, including credit monitoring, transaction alerts, fraud remediation, and insurance coverage.

K-12 Kindergarten through Year 12 education sector, primarily referring to schools and school systems.

K-12 Digital Safety Technology solutions that protect students from online harms, support wellbeing, and enable safe digital learning environments.

K-12 Cyber Security Security technologies deployed within school environments, including filtering, firewalls, endpoint protection, and network security.

Managed Service Provider (MSP) Third-party IT service providers that manage technology infrastructure and security for small and medium-sized businesses.

Merger Implementation Deed (MID) The binding agreement between Aura and Qoria setting out the terms and conditions under which the merger will be implemented.

Net Revenue Retention (NRR) The percentage of recurring revenue retained from existing customers over a period, including the impact of upgrades, downgrades, and churn.

Parental Controls Tools that allow parents to manage and monitor children's digital activity, including content filtering, screen-time limits, location tracking, and wellbeing insights.

Scheme (Scheme of Arrangement) An Australian court-approved process used to implement the acquisition of Qoria by Aura, requiring shareholder and court approval.

SMB (Small and Medium Business) Businesses typically employing fewer than 500 employees, often reliant on MSPs for IT and security services.

Transaction Monitoring The analysis of financial activity to identify suspicious or fraudulent behaviour, including alerts and automated remediation actions.

TAM (Total Addressable Market) The total market demand for a product or service if 100% market share were achieved.

Wellbeing Analytics Data-driven insights used to identify emotional, behavioural, or engagement risks, particularly in education and family safety contexts.