Status: **legally binding**

Class Ruling

Amaero Ltd – scheme of arrangement

Relying on this Ruling

This publication (excluding appendix) is a public ruling for the purposes of the *Taxation Administration Act 1953*.

If this Ruling applies to you, and you correctly rely on it, we will apply the law to you in the way set out in this Ruling. That is, you will not pay any more tax or penalties or interest in respect of the matters covered by this Ruling.

Table of Contents	**Paragraph**

What this Ruling is about

1. This Ruling sets out the income tax consequences for holders of the following interests that were exchanged or cancelled on 22 June 2026 (Implementation Date):

- shares in Amaero Ltd (Amaero Shares) that were disposed of in exchange for CHESS Depositary Interests (CDIs) in Amaero Inc., and
- options to acquire Amaero Ltd Shares (Amaero Options) that were cancelled in exchange for options to acquire CDIs in Amaero Inc. (Amaero Inc. Options).

2. Details of this scheme are set out in paragraphs 34 to 58 of this Ruling.

3. All legislative references in this Ruling are to the *Income Tax Assessment Act 1997*, unless otherwise indicated.

Who this Ruling applies to

4. This Ruling applies to you if you:

- held Amaero Shares or Amaero Options as at 7:00pm on 15 June 2026 (Record Date), and
- held your Amaero Shares or Amaero Options on capital account – that is, you did not hold your Amaero Shares or Amaero Options as revenue assets (as defined in section 977-50) or as trading stock (as defined in subsection 995-1(1)).

5. This Ruling does not apply to you if you:

- are a foreign resident (as defined in subsection 995-1(1)) who carried on a business at or through a permanent establishment, as defined in subsection 6(1) of the *Income Tax Assessment Act 1936*, in Australia when you acquired your Amaero Shares or Amaero Options

- acquired your Amaero Shares or Amaero Options under an employee share scheme (as defined in section 83A-10), or
- are subject to the taxation of financial arrangements rules in Division 230 in relation to the scheme outlined in paragraphs 33 to 57 of this Ruling.

Note: Division 230 will not apply to individuals unless they have made an election for it to apply.

When this Ruling applies

6. This Ruling applies from 1 July 2025 to 30 June 2026.

Ruling

CGT event A1 happened on the disposal of your Amaero Ltd Shares

7. CGT event A1 happened when you disposed of your Amaero Shares to Amaero Inc. (subsection 104-10(1)).

8. The time of CGT event A1 was on the Implementation Date (paragraph 104-10(3)(b)).

9. The capital proceeds from CGT event A1 happening to each Amaero Share is the market value of the CDI which you received in respect of your disposal of each Amaero Share (subsection 116-20(1)). The market value of the CDI is worked out as at the time of CGT event A1 happening.

10. You made a capital gain from CGT event A1 happening if the capital proceeds from the disposal of your Amaero Share exceeds its cost base (subsection 104-10(4)). The capital gain is the difference.

11. You made a capital loss from CGT event A1 happening if the capital proceeds from the disposal of your Amaero Share is less than the reduced cost base of that share (subsection 104-10(4)). The capital loss is the difference.

CGT event C2 happened on the cancellation of your Amaero Ltd Options

12. CGT event C2 happened when your Amaero Options were cancelled (paragraph 104-25(1)(a)).

13. The time of CGT event C2 was the Implementation Date (paragraph 104-25(2)(b)).

14. The capital proceeds from CGT event C2 happening to each Amaero Option is the market value of the Amaero Inc. Option you received in respect of the cancellation of your Amaero Option (subsection 116-20(1)). The market value is worked out as at the time of CGT event C2 happening.

15. You made a capital gain from CGT event C2 happening if the capital proceeds from the cancellation of your Amaero Option exceeds its cost base (subsection 104-25(3)). The capital gain is the difference.

16. You made a capital loss from CGT event C2 happening if the capital proceeds from the cancellation of your Amaero Option were less than the reduced cost base of that option (subsection 104-25(3)). The capital loss is the difference.

Availability of scrip for scrip roll-over for Australian resident holders of Amaero Ltd shares or options

17. Subject to the qualification in paragraphs 18 and 19 of this Ruling, if you are a resident of Australia and you made a capital gain from the disposal of your Amaero Shares or cancellation of your Amaero Options, you may choose to obtain scrip for scrip roll-over for the capital gain (sections 124-780 and 124-785).

18. If you were a 'common stakeholder' in Amaero Ltd (Amaero) within the meaning of that term in subsection 124-783(3), you can obtain scrip for scrip roll-over for the capital gain if:

- you and Amaero Inc. jointly choose to obtain scrip for scrip roll-over (paragraph 124-780(3)(d)), and
- you notify Amaero Inc. in writing of the cost base of your original interest worked out just before the disposal of your Amaero Shares (paragraph 124-780(3)(e)).

19. Scrip for scrip roll-over cannot be chosen if any capital gain you might make from a replacement CDI or Amaero Inc. Option would be disregarded, except because of a roll-over (paragraph 124-795(2)(a)).

Foreign resident holders of Amaero Ltd shares or options

20. If you were a foreign resident (as defined in subsection 995-1(1)) just before the Implementation Date, you disregard any capital gain or capital loss you made from CGT event A1 happening on the disposal of your Amaero Shares or CGT event C2 happening on the cancellation of your Amaero Options unless your Amaero Shares or Amaero Options were taxable Australian property (section 855-10).

21. Your Amaero Shares or Amaero Options were 'taxable Australian property' if they were either:

- used by you at any time in carrying on a business through a permanent establishment in Australia (table item 3 of subsection 855-15), or
- a CGT asset that is covered by subsection 104-165(3) (choosing to disregard a capital gain or capital loss on ceasing to be an Australian resident) (table item 5 of section 855-15).

22. If you were a foreign resident just before the Implementation Date and you made a capital gain that is not disregarded (see paragraph 19 of this Ruling) you cannot choose scrip for scrip roll-over unless your CDIs or Amaero Inc. Options were taxable Australian property (as defined in section 855-15) just after the Implementation Date (subsection 124-795(1)).

23. The acquisition date of the CDIs or Amaero Inc. Options is the date on which those CDIs or Amaero Inc. Options were issued to you, being the Implementation Date (table item 2 of section 109-10).

Consequences if you choose scrip for scrip roll-over

Capital gain is disregarded

24. If you choose scrip for scrip roll-over you disregard any capital gain from CGT event A1 happening in respect of the disposal of your Amaero Shares, or CGT event C2

happening on the cancellation of your Amaero Options (as applicable) (subsection 124-785(1)).

Cost base and reduced cost base of Amaero Inc. CDIs or Amaero Inc. Options

25. If you choose scrip for scrip roll-over, the first element of the cost base and reduced cost base of each replacement CDI or Amaero Inc. Option you received is worked out by reasonably attributing to it the cost base and reduced cost base (respectively) of the Amaero Share or Amaero Option for which it was exchanged and for which you obtained the roll-over (subsections 124-785(2) and (4)).

26. If all of your Amaero Shares or Amaero Options were acquired on the same date and they have identical rights and obligations, then we accept that a reasonable method of attribution would be to calculate the first element of the cost base and reduced cost base (respectively) of each replacement CDI or Amaero Inc. Option by dividing the total cost bases and total reduced cost bases (respectively) of your Amaero Shares or Amaero Options by the number of replacement CDIs or Amaero Inc. Options you received.

Acquisition date of corresponding Amaero Inc. CDIs or Amaero Inc. Options

27. If you choose scrip for scrip roll-over, for the purposes of determining your eligibility to make a discount capital gain, the CDI or Amaero Inc. Option you acquired in exchange for your Amaero Share or Amaero Option is taken to have been acquired on the date you acquired, for capital gains tax purposes, the corresponding Amaero Share or Amaero Option (table item 2 of subsection 115-30(1)).

Consequences if you do not choose, or cannot choose, scrip for scrip roll-over

28. If you do not, or cannot, choose scrip for scrip roll-over, you must account for any capital gain or capital loss from CGT event A1 happening on the disposal of your Amaero Shares, or from CGT event C2 happening on cancellation of your Amaero Options, in working out your net capital gain or net capital loss for the income year in which CGT event A1, or CGT event C2, happened (as applicable) (sections 102-5 and 102-10).

29. If you made a capital gain from CGT event A1 happening on the disposal of your Amaero Shares, or CGT event C2 happening on cancellation of your Amaero Options, where roll-over is not chosen, or cannot be chosen, you can treat the capital gain as a discount capital gain if the conditions in Subdivision 115-A are met. In particular, you must have acquired your Amaero Shares or Amaero Options at least 12 months before the Implementation Date on which CGT event A1, or CGT event C2, happened (as applicable) (excluding the date on which you acquired the Amaero Shares or Amaero Options and the Implementation Date).

Cost base and reduced cost base of corresponding Amaero Inc. CDIs or Amaero Inc. Options

30. If you do not, or cannot, choose scrip for scrip roll-over, the first element of the cost base and reduced cost base of each replacement CDI or Amaero Inc. Option you received is equal to the market value of the Amaero Share or Amaero Option you gave in respect of acquiring the CDI or Amaero Inc. Option (subsections 110-25(2) and 110-55(2)).

Status: **legally binding**

31. The market value of your Amaero Shares or Amaero Options you gave is worked out at the time you acquired the replacement CDIs or Amaero Inc. Options, which is on the Implementation Date.

32. We accept that you can apportion the total market value of your Amaero Shares or Amaero Options (worked out as at the Implementation Date) across the total number of CDIs or Amaero Inc. Options you acquired on the Implementation Date (subsection 112-30(1)).

Acquisition date of Amaero Inc. CDIs or Amaero Inc. Options

33. If you do not, or cannot, choose scrip for scrip roll-over, the acquisition date of the CDIs or Amaero Inc. Options is the date on which they were issued to you, being the Implementation Date (table item 2 of section 109-10).

Scheme

34. This description of the scheme is based on information provided by the applicant. If the scheme is not carried out as described, this Ruling cannot be relied upon.

Amaero Ltd

35. Amaero is a public company that was incorporated in Australia on 17 May 2019.

36. Amaero was listed on the Australian Securities Exchange (ASX) on 5 December 2019. The Amaero Shares were traded under the ASX code '3DA'.

37. Amaero was the holding company for the Amaero group, which is a producer of high value refractory and titanium alloy spherical powders and manufacturing operations principally in McDonald, Tennessee, in the United States of America (US).

38. Amaero had 953,327,162 of Amaero shares and 110,970,672 of Amaero Options on issue just before the Implementation Date.

Amaero Inc.

39. Amaero Inc. was incorporated on 20 February 2026 under the laws of the state of Delaware in the US.

40. Amaero Inc. had no shareholders on incorporation (as allowed under Delaware law).

Scheme of arrangement

41. On 24 February 2026, Amaero announced a proposal to enter into a scheme of arrangement pursuant to Part 5.1 of the *Corporations Act 2001* (Corporations Act) pursuant to which Amaero Inc. would acquire all of the:

- Amaero Shares, for which holders of Amaero Shares would receive one CDI in Amaero Inc. (conferring an interest in one-fortieth of a share of common stock in Amaero Inc.) for each Amaero Share held on the Record Date, and

- Amaero Options, for which holders of Amaero Options would receive one Amaero Inc. Option for each Amaero Option held on the Record Date.

42. On 5 June 2026, a resolution was passed by the shareholders of Amaero as required by subsection 251AA(2) of the Corporations Act.

43. On 10 June 2026, the scheme of arrangement was approved by the Federal Court of Australia under subsection 411(10) of the Corporations Act.

44. On the Implementation Date, Amaero Inc. acquired 100% of Amaero Shares.

45. On the Implementation Date, shareholders of Amaero received one CDI for each Amaero Share they held on the Record Date. Amaero Shareholders hold their interests in Amaero Inc. through CDIs, representing their beneficial ownership in Amaero Inc. shares, via CHESS Depository Nominees Pty Ltd (ACN 071 346 506).

46. On the Implementation Date, holders of Amaero Options received one Amaero Inc. Option for each Amaero Option held on the Record Date.

47. The Amaero Shares were suspended from trading on the ASX on 11 June 2026. Amaero CDIs retained the ASX code '3DA' and were admitted to the ASX Official List on 12 June 2026.

48. On 23 June 2026, CDIs commenced trading on a normal T+2 settlement trading basis.

49. There was no cash consideration involved in the exchange of Amaero Shares for CDIs.

Other matters

50. Just before the Scheme Implementation Deed (SID) was entered into, and just before the Implementation Date, Amaero had more than 300 shareholders.

51. There was a 'common stakeholder' in Amaero within the meaning of that term in subsection 124-783(3).

52. There was no 'significant stakeholder' in Amaero within the meaning of that term in subsections 124-783(1) and (2).

53. A CDI in relation to the shares of Amaero Inc. is a 'Chess Unit of Foreign Security' under subsection 124-780(6).

54. An Amaero shareholder, Amaero and Amaero Inc. were not all members of the same linked group (within the meaning given by section 170-260) just before the SID was entered into.

55. Amaero Inc. did not make a choice under subsection 124-795(4) that Amaero shareholders could not obtain the roll-over in Subdivision 124-M for the CGT event A1 happening in relation to the exchange of Amaero Shares for CDIs.

56. Amaero Inc. did not make a choice under subsection 124-795(4) that Amaero option holders could not obtain the roll-over in Subdivision 124-M for the CGT event C2 happening in relation to the cancellation of Amaero Options.

57. Subsections 124-810(3) and (5) did not apply to Amaero just before the SID was entered into.

58. For the purposes of section 855-30, the sum of the market values of the assets of Amaero which are 'taxable Australian real property' (as defined in section 855-20) did not

exceed the sum of the market values of the assets of Amaero that were not taxable Australian real property on the Implementation Date.

Commissioner of Taxation
26 August 2026

Status: **not legally binding**

References

Legislative references:
- ITAA 1936 6(1)
- ITAA 1997 102-5
- ITAA 1997 102-10
- ITAA 1997 104-10(1)
- ITAA 1997 104-10(3)(b)
- ITAA 1997 104-10(4)
- ITAA 1997 104-25(1)(a)
- ITAA 1997 104-25(2)(b)
- ITAA 1997 104-25(3)
- ITAA 1997 109-10
- ITAA 1997 110-25(2)
- ITAA 1997 110-55(2)
- ITAA 1997 112-30(1)
- ITAA 1997 Subdiv 115-A
- ITAA 1997 115-30(1)
- ITAA 1997 116-20(1)
- ITAA 1997 Subdiv 124-M
- ITAA 1997 124-780
- ITAA 1997 124-780(6)
- ITAA 1997 124-783(1)
- ITAA 1997 124-783(2)
- ITAA 1997 124-783(3)
- ITAA 1997 124-785
- ITAA 1997 124-785(1)
- ITAA 1997 124-785(2)
- ITAA 1997 124-795(1)
- ITAA 1997 124-795(2)(a)
- ITAA 1997 124-795(4)
- ITAA 1997 124-810(3)
- ITAA 1997 124-810(5)
- ITAA 1997 170-260
- ITAA 1997 Div 230
- ITAA 1997 855-10
- ITAA 1997 855-15
- ITAA 1997 855-20
- ITAA 1997 855-30
- ITAA 1997 977-50
- ITAA 1997 995-1(1)

ATO references

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