

ASX Announcement

26 November 2024

Completion of Entitlement Offer

Novatti Group Limited (ASX: NOV) (Novatti or the Company), a leading fintech that enables businesses to pay and be paid, announces the completion of its partially underwritten 1 for 3 pro-rata non-renounceable entitlement offer (**Entitlement Offer**) of fully paid ordinary shares in the Company (**New Shares**) and free-attaching options on a 1 for 1 basis exercisable at \$0.064 and expiring on 31 December 2027 (**Attaching Options**).

The Entitlement Offer closed at 5.00pm (AEDT) on Tuesday, 19 November 2024 and raised \$284,416 at an offer price of \$0.04 per share. A total of 7,110,404 New Shares and 7,110,404 Attaching Options under the Entitlement Offer will be issued today. This follows tranche 1 of a placement of New Shares and Attaching Options to sophisticated and professional investors (**Placement**) as announced to the ASX on 11 October 2024.

GBA Capital Pty Ltd (**GBA Capital**) agreed to partially underwrite the Entitlement Offer up to \$3,007,500 and GBA Capital and Ord Minnett Limited were engaged as the joint lead managers and joint bookrunners to the Placement and Entitlement Offer.

The shortfall under the Entitlement Offer comprises 128,645,155 New Shares and 128,645,155 Attaching Options not taken up under the Entitlement Offer, for an aggregate value of \$5,145,806.

Under the terms of the partial underwriting, 68,077,096 New Shares and 68,077,096 Attaching Options will be issued to the underwriter and sub-underwriters for an aggregate value of \$2,723,084, including 11,770,604 New Shares and 11,770,604 Attaching Options in aggregate (for an approximate value of \$470,824 in aggregate) allocated to Directors Peter Pawlowitsch and Peter Cook.

Total proceeds of \$5,032,002 (before costs) will be received under the first tranche of the Placement and the partially underwritten Entitlement Offer.

The Company is seeking shareholder approval at its 2024 Annual General Meeting for the issue of tranche 2 of the Placement, which comprises 50,000,000 New Shares (to raise an additional \$2,000,000) and 50,000,000 Attaching Options. That meeting is scheduled for 28 November 2024.

The balance of the shortfall under the Entitlement Offer (not taken up under the partial underwriting) may be placed by the Company up to three months following the closing date of the Entitlement Offer, at the Company's discretion on the basis detailed in the Prospectus dated 24 October 2024.

Indicative Timetable*

Activity	Date (2024)
Issue of Shares and Attaching Options under Entitlement Offer	Tuesday, 26 November
Annual General Meeting	Thursday, 28 November
Issue of Tranche 2 Placement Shares** Issue of Placement Options Issue of Broker Options Issue of Noteholder Incentive Options	Friday, 6 December

* The above dates are indicative only and subject to change.

** Subject to shareholder approval at the Annual General Meeting

Novatti invites investors to keep up-to-date with company news, events and industry research by joining the Novatti mailing list at <https://www.novatti.com/subscribe>

Investors can view all Novatti announcements at: <https://www.novatti.com/asx-announcements>

This announcement has been approved for release by Chairman Peter Pawlowitsch and CEO Mark Healy.

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About Novatti Group Limited (ASX:NOV)

Novatti is a leading fintech that enables businesses to pay and be paid from any device, anywhere. From corner stores and start-ups to global organisations, our solutions will unlock your ambitions. Solutions include acquiring, billing, issuing, global payments and processing.

Important Notices

Some of the statements appearing in this announcement may be in the nature of forward looking statements. You should be aware that such statements are only predictions and are subject to inherent risks and uncertainties. Those risks and uncertainties include factors and risks specific to the industries in which Novatti operates and proposes to operate as well as general economic conditions, prevailing exchange rates and interest rates and conditions in the financial markets, among other things. Actual events or results may differ materially from the events or results expressed or implied in any forward looking statement. No forward looking statement is a guarantee or representation as to future performance or any other future matters, which will be influenced by a number of factors and subject to various uncertainties and contingencies, many of which will be outside of Novatti's control. Novatti does not undertake any obligation to update publicly or release any revisions to these forward looking statements to reflect events or circumstances after today's date or to reflect the occurrence of unanticipated events. No representation or warranty, express or implied, is made as to the fairness, accuracy, completeness or correctness of the information, opinions or conclusions contained in this announcement. To the maximum extent permitted by law, none of Novatti, its directors, employees, advisors or agents, nor any other person, accepts any liability for any loss arising from the use of the information contained in this announcement. You are cautioned not to place undue reliance on any forward looking statement. The forward looking statements in this announcement reflect views held only as at the date of this announcement. This announcement is not an offer, invitation or recommendation to subscribe for, or purchase, securities by Novatti. Nor does this announcement constitute investment or financial product advice (nor tax, accounting or legal advice) and is not intended to be used for the basis of making an investment decision. Investors should obtain their own advice before making any investment decision. By reviewing or retaining this announcement, you acknowledge and represent that you have read, understood and accepted the terms of this important notice.