

**GRATIFII LIMITED**

**ACN 125 688 940**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**TIME:** 10:00am (AEST)

**DATE:** Friday, 6 June 2025

**How to attend:** Via the online platform at:

[https://us02web.zoom.us/webinar/register/WN\\_RmMOya\\_GTBe0P0\\_xS9TusA](https://us02web.zoom.us/webinar/register/WN_RmMOya_GTBe0P0_xS9TusA)

*This Notice of Meeting and the accompanying Explanatory Statement should be read in its entirety. The business of the Meeting affects your shareholding and your vote is important. Shareholders in doubt as to how they should vote should seek advice from their professional advisers prior to voting.*

*Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the company secretary, Ben Newling, on 1300 288 664.*

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## IMPORTANT INFORMATION

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### TIME AND PLACE OF MEETING

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Notice is hereby given that the Extraordinary General Meeting of Shareholders of Gratifii Limited ACN 125 688 940 (**Company** or **Gratifii**) will be held at 10:00am (AEST) on Friday, 6 June 2025 via the online platform provided by our Share Registry, Automic.

Pursuant to our revised Constitution approved by Shareholders on 9 June 2022, the Board has decided that this Meeting will be virtual. Shareholders who attend virtually will be considered present.

The Notice is given based on circumstances as at the date of the Notice. Should circumstances change, the Company will make an announcement on the ASX market announcements platform <https://www.asx.com.au/markets/trade-our-cash-market/announcements.gti> and on the Company's website. Shareholders are urged to monitor the ASX market announcements platform and the Company's website.

Shareholders will be able to participate in the Meeting via the online platform accessible at

[https://us02web.zoom.us/webinar/register/WN\\_RmMOya\\_GTBe0P0\\_xS9TusA](https://us02web.zoom.us/webinar/register/WN_RmMOya_GTBe0P0_xS9TusA)

This dedicated online platform allows Shareholders to watch the Meeting live, vote and ask questions. Instructions on how to participate can be found at <https://www.automicgroup.com.au/virtual-agms/>.

Voting on all resolutions will occur by way of poll, and the online platform will enable Shareholders to lodge a vote in real time. Further information is detailed on pages 3-5.

The Explanatory Statement that accompanies and forms part of this Notice of Meeting sets out the background information on the Resolutions to be considered.

This Notice of Meeting, Explanatory Statement and Proxy Form should be read in their entirety.

## YOUR VOTE IS IMPORTANT

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The business of the Meeting affects your shareholding and your vote is important.

## VOTING ELIGIBILITY

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The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)* that the persons eligible to vote at the Meeting are those who are registered Shareholders as at 10am (AEST) on Wednesday, 4 June 2025.

## VOTING BY PROXY

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To vote on the Resolutions, Shareholders may lodge a direct vote, appoint a proxy online or submit a voting form to the Share Registry (Automic).

To vote by proxy, please use one of the following methods:

<b>Online</b>	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the <b>Online Proxy Lodgement Guide</b> at <a href="https://www.automicgroup.com.au/virtual-agms/">https://www.automicgroup.com.au/virtual-agms/</a>
<b>By post</b>	Automic, GPO Box 5193, Sydney NSW 2001
<b>By hand</b>	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting.

### **Proxy Forms received later than this time will be invalid.**

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

A proxy may be an individual or a body corporate. If a body corporate is appointed, the Proxy Form must indicate the full name of the body corporate and the full name and title of the individual representative of the body corporate for the Meeting.

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. Broadly, these provisions provide that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details are set out below.

#### ***Proxy vote if appointment specifies way to vote***

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

#### ***Transfer of non-chair proxy to chair in certain circumstances***

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's Shareholders; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting; and
  - the proxy does not vote on the resolution,

the Chair is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the Meeting.

#### ***Proxy Voting by the Chair***

The Corporations Act imposes prohibitions on key management personnel and their closely related parties from voting their Shares (and/or voting undirected proxies) on, amongst other things, remuneration matters.

However, the Chair may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the Shareholder who has lodged the proxy has given an express voting direction to the Chair to exercise the undirected proxy.

If you complete a Proxy Form that authorises the Chair to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote

should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy on the Resolution. In accordance with this express authority provided by you, the Chair will vote in favour of the Resolution. If you wish to appoint the Chair as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the Proxy Form.

Shareholders who wish to participate and vote at the virtual meeting are strongly encouraged to complete and submit their proxies as early as possible.

## **CORPORATE REPRESENTATIVES**

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Any corporation which is a Shareholder of the Company may appoint a proxy, as set out above, or authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the Chair) a natural person to act as its representative at any general meeting.

Corporate representatives are requested to bring appropriate evidence of appointment as a representative in accordance with the Constitution. Attorneys are requested to bring an original or certified copy of the power of attorney pursuant to which they were appointed. Proof of identity is also required for corporate representatives and attorneys.

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## BUSINESS OF THE MEETING

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### 1. RESOLUTION 1: APPROVAL OF PROPOSED ISSUE OF CAPITAL RAISE OPTIONS

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the proposed issue of 17,543,860 Capital Raise Options to Professional and Sophisticated Investors, on the terms and conditions set out in the Explanatory Statement."*

**Note:** This resolution is subject to voting exclusions which are set out below.

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### 2. RESOLUTION 2: RATIFICATION OF PRIOR ISSUE OF CAPITAL RAISE SHARES

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 26,315,790 Capital Raise Shares at an issue price of \$0.095 each to Professional and Sophisticated Investors on 26 February 2025, on the terms and conditions set out in the Explanatory Statement."*

**Note:** This resolution is subject to voting exclusions which are set out below.

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### 3. RESOLUTION 3: RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 3,714,813 Placement Shares at an issue price of \$0.095 each to Professional and Sophisticated Investors on 11 March 2025, on the terms and conditions set out in the Explanatory Statement."*

**Note:** This resolution is subject to voting exclusions which are set out below.

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### 4. RESOLUTION 4: APPROVAL OF PROPOSED ISSUE OF PLACEMENT OPTIONS

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the proposed issue of 2,476,543 Placement Options to Professional and Sophisticated Investors, on the terms and conditions set out in the Explanatory Statement."*

**Note:** This resolution is subject to voting exclusions which are set out below.

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### 5. RESOLUTION 5: APPROVAL OF PROPOSED ISSUE OF BROKING SHARES IN CONNECTION WITH CAPITAL RAISE

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the proposed issue of 631,578 Broking Shares to Candour Advisory Pty Ltd and Stralis Capital Partners Pty Ltd, on the terms and conditions set out in the Explanatory Statement."*

**Note:** This resolution is subject to voting exclusions which are set out below.

**BY ORDER OF THE BOARD**



**Ben Newling**

Company Secretary

Dated: 30 April 2025

## VOTING EXCLUSIONS

### Voting Exclusions in accordance with the Listing Rules

The Company will disregard any votes cast in favour of the Resolutions by or on behalf of:

<b>Resolution 1 – Approval of Proposed Issue of Capital Raise Options</b>	any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Capital Raise Options (except a benefit solely by reason of being a Shareholder), or any of their Associates.
<b>Resolution 2 – Ratification of Prior Issue of Capital Raise Shares</b>	any person who participated in the issue of Capital Raise Shares, or any of their Associates.
<b>Resolution 3 – Ratification of Prior Issue of Placement Shares</b>	any person who participated in the issue of the Placement Shares, or any of their Associates.
<b>Resolution 4 – Approval of Proposed Issue of Placement Options</b>	any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Placement Options (except a benefit solely by reason of being a Shareholder), or any of their Associates.
<b>Resolution 5 – Approval of Proposed Issue of Broking Shares in connection with the Capital Raise</b>	Candour Advisory Pty Ltd, Stralis Capital Partners Pty Ltd and any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Broking Shares (except a benefit solely by reason of being a Shareholder), or any of their Associates.

However, the above voting exclusion statements under the Listing Rules will not apply to votes cast in favour of Resolutions 1 – 5 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with directions given to the proxy or attorney to vote on the Resolutions in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with directions given to the Chair to vote on the Resolutions as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolutions; and



- (ii) the holder votes on the Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

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### 1. RESOLUTION 1: APPROVAL OF PROPOSED ISSUE OF CAPITAL RAISE OPTIONS

#### 1.1 Background

On 20 February 2025, the Company announced it had received firm commitments to raise approximately \$2.5 million (before costs) through a placement (**Capital Raising**), comprising:

- (a) the issue of 26,315,790 Shares to Professional and Sophisticated Investors on 26 February 2025 (**Capital Raise Shares**); and
- (b) the proposed issue of 2 options for every 3 Capital Raise Share (a total of 17,543,860 Options) on the terms below subject to Shareholder approval under Resolution 1 (**Capital Raise Options**).

#### 1.2 Use of Funds

Funds raised from the Capital Raise will be allocated towards third party integration costs, the consolidation of operating expenditure, working capital management, the onboarding of new enterprise customers and the repayment of outstanding convertible notes.

Resolution 1 seeks Shareholder approval pursuant to Listing Rule 7.1 for the proposed issue of Capital Raise Options to Professional and Sophisticated Investors.

#### 1.3 Option Terms

The key terms of the Capital Raise Options are as follows:

	Option Terms
<b>Number of Options under this Resolution</b>	17,543,860
<b>Exercise Price</b>	\$0.12
<b>Maturity Date</b>	11 December 2025
<b>Transferability and Rights</b>	Options are not transferable and do not entitle the Option holder to any voting rights

#### 1.4 Approval sought for the purposes of Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions (set out in Listing Rule 7.2), Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders, over any 12-month period to

15% of the fully paid ordinary securities it had on issue at the start of that period (**15% Placement Capacity**).

The issue of the Capital Raise Options does not fall within any of the relevant exceptions under Listing Rule 7.2 and therefore exceeds the Company's 15% Placement Capacity and as such requires Shareholder approval under Listing Rule 7.1.

If Resolution 1 is passed, the Company will be able to proceed with the issue of the Capital Raise Options. Additionally, the issuance will be excluded from the Company's 15% Placement Capacity.

If Resolution 1 is not passed, the Company will not be able to issue the Capital Raise Options and will have to negotiate alternatives to pay Capital Raise investors in cash.

### **1.5 Specific information required by Listing Rule 7.3**

In accordance with Listing Rule 7.3, the following information is provided:

- (a) the Capital Raise Options will be issued to Professional and Sophisticated Investors, none of whom are related parties of the Company;
- (b) a maximum 17,543,860 Capital Raise Options will be issued;
- (c) the Capital Raise Options, and any Shares issued on conversion of the (unlisted) Options, rank equally in all respects with the Company's existing Shares on issue;
- (d) the issue of the Capital Raise Options will occur no later than three (3) months after the date of the Meeting;
- (e) Capital Raise Options will be issued for nil consideration; and
- (f) Section 1.2 outlines the use of funds from the Capital Raise Options.

### **1.6 Board Recommendation**

The Board recommends that Shareholders vote in favour of Resolution 1.

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## **2. RESOLUTION 2: RATIFICATION OF PRIOR ISSUE OF CAPITAL RAISE SHARES**

### **2.1 Background**

Resolution 2 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the prior issue of Capital Raise Shares. Refer to Section 1.1 for background on the issue of Capital Raise Shares under the Capital Raising.

### **2.2 Approval sought for the purposes of Listing Rule 7.4**

The issue of the Capital Raise Shares does not fall within any of the relevant exceptions under Listing Rule 7.2 and, as it has not yet been approved by the Company's Shareholders, it effectively uses up the Company's 15% Placement Capacity (in Listing Rule 7.1), thereby reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue date.

Listing Rule 7.4 allows Shareholders to approve an issue of equity securities after it has been made or agreed to be made. If Shareholders approve the issuance, the Capital Raise Shares issued are taken to have been approved under Listing Rule 7.1 and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

Accordingly, Resolution 2 seeks Shareholder approval under Listing Rule 7.4 for the issue of the Capital Raise Shares.

If Resolution 2 is passed, the Capital Raise Shares will be excluded when calculating the Company's 15% Placement Capacity, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 2 is not passed, the Capital Raise Shares will be included when calculating the Company's 15% Placement Capacity, effectively decreasing the number of equity securities it can issue without Shareholder approval.

## **2.3 Specific information required by Listing Rule 7.5**

In accordance with Listing Rule 7.5, the following information is provided:

- (a) the Capital Raise Shares were issued to Professional and Sophisticated Investors, none of whom are related parties of the Company;
- (b) 26,315,790 Shares were issued under the Company's 15% Placement Capacity;
- (c) the Capital Raise Shares issued rank equally in all respects with the Company's existing Shares on issue;
- (d) the Capital Raise Shares were issued on 26 February 2025;
- (e) the Capital Raise Shares were issued at \$0.095; and
- (f) Section 1.2 outlines the use of funds from the Capital Raise Shares issued.

## **2.4 Board Recommendation**

The Board recommends that Shareholders vote in favour of Resolution 2.

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# **3. RESOLUTION 3: RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES**

## **3.1 Background**

Resolution 3 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the prior issue of 3,714,813 Shares to Professional and Sophisticated Investors on 11 March 2025 (**Placement Shares**).

Four former noteholders, requested to re-invest the proceeds of the redeemed notes which matured in February 2025 on the same terms and conditions as detailed in Section 1.1.

### 3.2 Approval sought for the purposes of Listing Rule 7.4

The issue of the Placement Shares does not fall within any of the relevant exceptions under Listing Rule 7.2 and, as it has not yet been approved by the Company's Shareholders, it effectively uses up the Company's 15% Placement Capacity (in Listing Rule 7.1), thereby reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue date.

For a description of the operation of Listing Rule 7.4 please see section 2.2.

Accordingly, Resolution 3 seeks Shareholder approval under Listing Rule 7.4 for the issue of the Placement Shares.

If Resolution 3 is passed, the Placement Shares will be excluded when calculating the Company's 15% Placement Capacity, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 3 is not passed, the Placement Shares will be included when calculating the Company's 15% Placement Capacity, effectively decreasing the number of equity securities it can issue without Shareholder approval.

### 3.3 Specific information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, the following information is provided:

- (a) the Placement Shares were issued to Professional and Sophisticated Investors, none of whom are related parties of the Company;
- (b) 3,714,813 Shares were issued under the Company's 15% Placement Capacity;
- (c) the Placement Shares issued rank equally in all respects with the Company's existing Shares on issue;
- (d) the Placement Shares were issued on 11 March 2025;
- (e) the Placement Shares were issued at \$0.095; and
- (f) Section 1.2 outlines the use of funds from the Placement Shares issued.

### 3.4 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 3.

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## 4. RESOLUTION 4: APPROVAL OF PROPOSED ISSUE OF PLACEMENT OPTIONS

### 4.1 Background

Resolution 4 seeks Shareholder approval pursuant to Listing Rule 7.1 for the proposed issue of 2,476,543 Options to Professional and Sophisticated Investors (**Placement Options**). Please refer to Section 3.1 for further details on the Capital Raising.

For the terms of the Placement Options, please refer to Section 1.3.

#### 4.2 Approval sought for the purposes of Listing Rule 7.1

For a description on the operation of Listing Rule 7.1 please refer to Section 1.4.

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Placement Options. Additionally, the issuance will be excluded from the Company's 15% Placement Capacity.

If Resolution 4 is not passed, the Company will not be able to issue the Placement Options and will have to negotiate alternatives to pay the investors in cash.

#### 4.3 Specific information required by Listing Rule 7.3

In accordance with Listing Rule 7.3, the following information is provided:

- (a) the Placement Options will be issued to Professional and Sophisticated Investors, none of whom are related parties of the Company;
- (b) a maximum 2,476,543 Placement Options will be issued;
- (c) the Placement Options, and any Shares issued on conversion of the (unlisted) Options, rank equally in all respects with the Company's existing Shares on issue;
- (d) the issue of the Placement Options will occur no later than three (3) months after the date of the Meeting;
- (e) Placement Options will be issued for nil consideration; and
- (f) Section 1.2 outlines the use of funds from the Placement Options.

#### 4.4 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 4.

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### 5. RESOLUTION 5: APPROVAL OF PROPOSED ISSUE OF BROKING SHARES IN CONNECTION WITH THE CAPITAL RAISE

#### 5.1 Background

Pursuant to the Capital Raise, the Company has a binding agreement to pay 6% plus GST on funds raised to the Lead Managers in a combination of cash and scrip

Subject to Shareholder approval pursuant to Listing Rule 7.1, the Company will issue 631,578 Shares at an issue price of \$0.095 to the Lead Managers (**Broking Shares**).

#### 5.2 Approval sought for the purposes of Listing Rule 7.1

For a description of the operation of Listing Rule 7.1 please see Section 1.4.

If Resolution 5 is passed, the Company will be able to proceed with the issue of the Broking Shares. Additionally, the issuance will be excluded from the Company's 15% Placement Capacity.

If Resolution 5 is not passed, the Company will not be able to issue the Broking Shares and will pay the equivalent value in cash.

### **5.3 Specific information required by Listing Rule 7.3**

In accordance with Listing Rule 7.3, the following information is provided:

- (a) the Broking Shares will be issued to Candour Advisory Pty Ltd and Stralis Capital Partners Pty Ltd, the Lead Managers, neither of whom are related parties of the Company;
- (b) a maximum 631,578 Broking Shares will be issued;
- (c) the issue of Broking Shares will occur no later than three (3) months after the date of the Meeting;
- (d) pursuant to the mandate with the Lead Managers, the Broking Shares will be issued as a share-based payment for \$60,000 for broking services rendered;
- (e) the Broking Shares issued will rank equally in all respects with the Company's existing Shares on issue; and
- (f) the Broking Shares will be issued for nil consideration for services provided by the Lead Managers in connection with the Capital Raise, therefore the Company will not receive any funds from their issue.

### **5.4 Board Recommendation**

The Board recommends that Shareholders vote in favour of Resolution 5.

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## GLOSSARY

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**15% Placement Capacity** has the meaning given in Section 1.4 of the Explanatory Statement.

**AEST** means Australian Eastern Standard Time as observed in Sydney, New South Wales.

**Associate** has the meaning given to that term in sections 10 to 17 of the Corporations Act.

**ASX** means ASX Limited or the market operated by it, as the context requires.

**Board** means the current board of Directors of the Company.

**Capital Raising** has the meaning given in Section 1.1 of the Explanatory Statement.

**Capital Raise Shares** has the meaning given in Section 1.1(a) of the Explanatory Statement.

**Capital Raise Options** has the meaning given in Section 1.1 of the Explanatory Statement.

**Chair** means the chair of the Meeting.

**Company** or **Gratifii** means Gratifii Limited ACN 125 688 940.

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Directors** means the directors of the Company from time to time.

**Equity Securities** includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**General Meeting** or **Meeting** means the meeting convened by the Notice.

**Lead Managers** means Candour Advisory Pty Ltd and Stralis Capital Partners Pty Ltd.

**Listing Rules** means the Listing Rules of the ASX.

**Notice** or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

**Option** means an unlisted option to acquire a Share.

**Placement Shares** has the meaning set out in Section 3.1.

**Placement Options** has the meaning set out in Section 4.1.

**Professional and Sophisticated Investors** means investors within the definition in sections 708(8) or 708(11) of the Corporations Act.

**Proxy Form** means the proxy form accompanying the Notice.

**Related Party** as defined in section 228 of the Corporations Act and Chapter 19 of the Listing Rules.

**Resolution** means a resolution set out in the Notice.

**Section** means a section of the Explanatory Statement.

**Securities** as defined in Chapter 19 of the Listing Rules.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of a Share.

For personal use only





Gratificii Limited | ABN 47 125 688 940

# Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Your proxy voting instruction must be received by **10.00am (AEST) on Wednesday, 04 June 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

**Individual:** Where the holding is in one name, the Shareholder must sign.

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

##### WEBSITE:

<https://automicgroup.com.au>

##### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

## STEP 1 - How to vote

### APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Extraordinary General Meeting of Gratii Limited, to be held virtually at **10.00am (AEST) on Friday, 06 June 2025** hereby:

**Appoint the Chair of the Meeting (Chair)** OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

[illegible]

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the “for”, “against” or “abstain” box you will be authorising the Chair to vote in accordance with the Chair’s voting intention.

**VIRTUAL PARTICIPATION AT THE MEETING:**

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automatic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click **“register”** if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

## STEP 2 - Your voting direction

Resolutions	For	Against	Abstain
1. APPROVAL OF PROPOSED ISSUE OF CAPITAL RAISE OPTIONS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. RATIFICATION OF PRIOR ISSUE OF CAPITAL RAISE SHARES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. APPROVAL OF PROPOSED ISSUE OF PLACEMENT OPTIONS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. APPROVAL OF PROPOSED ISSUE OF BROKING SHARES IN CONNECTION WITH CAPITAL RAISE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.*

### STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone:

Date (DD/MM/YY)

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).**