

ASX ANNOUNCEMENT

ASX: CDE | 08 May 2025

Results of Annual General Meeting

The Board of Codeifai Limited (ASX: CDE) (Codeifai or the Company) is pleased to advise that the shareholders of the Company passed all resolutions by poll at the Annual General Meeting held today at 11.00am (AEST).

In accordance with ASX Listing Rule 3.13.2 and Section 251AA(2) of the Corporations Act 2001 (Cth), a summary of the proxy votes and the number of votes cast on each resolution in the poll is attached.

This announcement has been authorised by the Board of Codeifai Limited.

Ends.

For further information please contact:

Investor Relations

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About Codeifai Limited

Codeifai Limited (ASX: CDE) is a leading provider of digital and AI-powered brand solutions listed on the Australian Stock Exchange. With a strong focus on empowering brands through smart digital engagement, Codeifai's high-margin offerings are designed to deliver exceptional scalability and profitability. Our solutions allow Brands to Connect Deeper, Faster, Smarter with their consumers.

Codeifai's digital Brand Solutions provide a code for everybody and everything.

Codeifai Limited - Annual General Meeting 2025 - Results of Meeting 8th May 2025

The following information is provided in accordance with Section 251AA(2) of the Corporations Act 2001 (Cth) and ASX listing rule 3.13.2

Resolution details		Instructions given to validly appointed proxies (as at proxy close)							Number of votes cast on the poll (where applicable)				Resolution Result	if 5250 applies	
Resolution	Resolution Type	For	%	Against	%	Proxy's Discretion	%	Abstain	For	%	Against	%	Abstain	Carried/Not Carried	
1. Adoption of the Remuneration Report	Ordinary	265,467,238	69.1%	25,568,640	6.7%	92,964,745	24.2%	86,390	358,431,983	93.3%	25,568,640	6.7%	86,390	Carried	N/A
2. Re-election of Mr George Su as Director	Ordinary	585,921,022	85.2%	8,684,061	1.3%	92,976,745	13.5%	2,788,432	678,897,767	98.7%	8,684,061	1.3%	2,788,432	Carried	N/A
3. Election of Mr Colin Turner as Director	Ordinary	587,225,331	85.2%	8,174,061	1.2%	93,966,745	13.6%	1,004,123	681,192,076	98.8%	8,174,061	1.2%	1,004,123	Carried	N/A
4. Approval to Issue up to \$2,500,000 worth of Shares	Ordinary	578,445,185	83.8%	18,938,207	2.7%	92,942,745	13.5%	44,123	671,387,930	97.3%	18,938,207	2.7%	44,123	Carried	N/A
5. Approval to Issue Shares to The Market Link	Ordinary	580,003,525	84.0%	17,289,867	2.5%	92,942,745	13.5%	134,123	672,946,270	97.5%	17,289,867	2.5%	134,123	Carried	N/A
6. Approval to Issue Shares and Options to Oakley Capital - Corporate Mandate	Ordinary	569,182,176	82.6%	26,091,267	3.8%	93,962,694	13.6%	1,134,123	663,144,870	96.2%	26,091,267	3.8%	1,134,123	Carried	N/A
7. Approval to Issue Shares and Options to Oakley Capital - Loan Facility	Ordinary	571,685,455	82.8%	24,487,416	3.5%	94,063,266	13.6%	134,123	665,748,721	96.5%	24,487,416	3.5%	134,123	Carried	N/A
8. Ratification of Shares issued to Oakley Capital	Ordinary	584,890,185	84.9%	11,391,207	1.7%	92,954,745	13.5%	1,134,123	677,844,930	98.3%	11,391,207	1.7%	1,134,123	Carried	N/A
9. Ratification of Prior Issue of Shares	Ordinary	456,350,185	81.5%	10,931,207	2.0%	92,994,745	16.6%	94,123	549,344,930	98.0%	10,931,207	2.0%	94,123	Carried	N/A
10. Ratification of Security Shares to Dolphin Corporate Investments	Ordinary	458,858,185	82.1%	7,391,207	1.3%	92,954,745	16.6%	131,166,123	551,812,930	98.7%	7,391,207	1.3%	131,166,123	Carried	N/A
11. Approval to Issue Security Shares to Dolphin Corporate Investments	Ordinary	451,808,185	80.8%	13,441,207	2.4%	93,954,745	16.8%	131,166,123	545,762,930	97.6%	13,441,207	2.4%	131,166,123	Carried	N/A
12. Ratification of Placement Shares	Ordinary	322,026,391	75.6%	10,804,407	2.5%	92,954,745	21.8%	262,672,484	414,981,136	97.5%	10,804,407	2.5%	262,672,484	Carried	N/A
13. Approval to Issue Placement Options	Ordinary	317,026,391	74.2%	16,303,816	3.8%	94,067,136	22.0%	9,824,132	411,093,527	96.2%	16,303,816	3.8%	9,824,132	Carried	N/A
14. Participation of Mr John Houston in the Placement	Ordinary	316,292,907	72.1%	27,719,933	6.3%	94,954,745	21.6%	251,402,675	411,247,652	93.7%	27,719,933	6.3%	251,402,675	Carried	N/A
15. Participation of Mr George Su in the Placement	Ordinary	567,608,426	82.5%	27,728,733	4.0%	92,954,745	13.5%	1,954,432	660,563,171	96.0%	27,728,733	4.0%	1,954,432	Carried	N/A
16. Participation of Mr Colin Turner in the Placement	Ordinary	571,182,459	82.8%	26,066,933	3.8%	92,954,745	13.5%	166,123	664,137,204	96.2%	26,066,933	3.8%	166,123	Carried	N/A
17. Approval to Issue Options to Lead Manager	Ordinary	566,976,340	82.1%	30,273,052	4.4%	92,954,745	13.5%	166,123	659,931,085	95.6%	30,273,052	4.4%	166,123	Carried	N/A
18. Ratification of Shares issued under Listing Rule 7.1A	Ordinary	477,926,857	80.4%	22,521,612	3.8%	94,063,266	15.8%	1,166,123	571,990,123	96.2%	22,521,612	3.8%	1,166,123	Carried	N/A
19. Approval to Issue Shares to the Estate of Deceased Director - Mr Gerald Eakin	Ordinary	559,209,125	81.1%	36,170,267	5.2%	93,954,745	13.6%	1,036,123	653,163,870	94.8%	36,170,267	5.2%	1,036,123	Carried	N/A
20. Approval to issue Facility Options	Ordinary	316,816,454	72.2%	29,326,386	6.7%	92,954,745	21.2%	36,123	409,771,199	93.3%	29,326,386	6.7%	36,123	Carried	N/A
21. Approval to Issue Shares to Lenders - Loan Establishment Fee	Ordinary	590,006,525	85.5%	7,332,867	1.1%	92,954,745	13.5%	76,123	682,961,270	98.9%	7,332,867	1.1%	76,123	Carried	N/A
22. Approval to Issue Shares and Options to Lenders - Conversion of Loan Amount	Ordinary	585,096,525	84.9%	10,282,867	1.5%	93,954,745	13.6%	1,036,123	679,051,270	98.5%	10,282,867	1.5%	1,036,123	Carried	N/A
23. Adoption of Employee Incentive Plan	Ordinary	272,984,139	71.3%	17,116,006	4.5%	92,954,745	24.3%	252,268,675	365,938,884	95.5%	17,116,006	4.5%	252,268,675	Carried	N/A
24. Consolidation of Capital	Ordinary	574,082,685	83.2%	113,530,158	16.4%	2,645,294	0.4%	112,123	576,727,979	83.6%	113,530,158	16.4%	112,123	Carried	N/A
25. Approval of 10% Placement Facility	Special	579,571,291	84.1%	12,688,101	1.8%	96,954,745	14.1%	1,156,123	676,526,036	98.2%	12,688,101	1.8%	1,156,123	Carried	N/A

Note: Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll