



14 July 2025

Dear Shareholder,

EXTRAORDINARY GENERAL MEETING – NOTICE AND PROXY FORM

Notice is hereby given that an Extraordinary General Meeting ('Meeting') of Shareholders of Ovanti Limited ('Company') will be held at Level 14, 60 Martin Place, Sydney NSW 2000 on Friday 22 August 2025, at 11:00am (AEST).

In accordance with section 110D of the Corporations Act 2001 (Cth) (as inserted by the Corporations Amendment (Meeting and documents) Act 2022 (Cth)), the Company will not be dispatching physical copies of the Notice of Meeting ('Notice') unless specifically requested to do so. Instead, a copy of the Notice is available at the Company's ASX Announcement Platform at www2.asx.com.au (ASX:OVT).

If you have elected to receive notices by email, a copy of your personalised proxy form will be emailed to you. If you have not elected to receive notices by email, a copy of your personalised proxy form will be posted to you, together with this letter for your convenience.

The Board has made the decision that it will hold a physical Meeting. Shareholders who are unable to attend the Meeting will be able to participate by:

(a) voting prior to the Meeting by lodging your proxy instructions by no later than 48 hours prior to the Meeting (by 11:00am (AEST) on Wednesday 20 August 2025) either by:

- voting online at <https://investor.automic.com.au/#/loginsah>, or
- lodging a proxy form by:
 - **post to:** Automic, GPO Box 5193, Sydney, NSW, 2001; or
 - **in person to:** Automic, Level 5, 126 Phillip Street, Sydney, NSW, 2000; or
 - **by email to:** meetings@automicgroup.com.au

**OVANTI LIMITED (ASX: OVT)**

(ACN 091 192 871)

481A New South Head Road

Double Bay NSW 2028

Website: www.ovanti.com

Tel: 1300 000 481

Email: enquiries@ovanti.com

(b) lodging questions in advance of the Meeting by emailing the questions to the Company's registry (via meetings@automicgroup.com.au) at least 48 hours before the Meeting.

The Company will update shareholders if changing circumstances will impact planning or the arrangements for the Meeting by way of announcement on ASX and the details will also be made available on our website at <https://ovanti.com/>.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

If you have any difficulties obtaining a copy of the Notice, or for any other relevant information please contact the Company on 1300 000 481 or via meetings@automicgroup.com.au.

This announcement has been authorised for release by the Board of Ovanti Limited.

Yours sincerely,

A handwritten signature in black ink, appearing to read "Joshua Quinn".

Joshua Quinn

Non-Executive Director and Company Secretary

For personal use only



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(ACN 091 192 871)

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Email: enquiries@Ovanti.com

OVANTI LIMITED

ACN 091 192 871

NOTICE OF EXTRAORDINARY GENERAL MEETING

TIME: 11:00am (AEST)

DATE: Friday, 22 August 2025

PLACE: Level 14, 60 Martin Place, Sydney NSW 2000

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

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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 at 7:00PM (AEST) on Wednesday, 20 August 2025.

For personal use only

CONTENTS PAGE

Business of the Meeting (setting out the proposed Resolutions)	5
Explanatory Statement (explaining the proposed Resolutions)	10
Glossary	20
Proxy Form	enclosed / attached

IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is hereby given that an Extraordinary General Meeting of Shareholders of Ovanti Limited (**Company** or **Ovanti**) will be held at Level 14, 60 Martin Place, Sydney NSW 2000 on Friday, 22 August 2025, at 11:00am (AEST).

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

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

Shareholders are encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted by email to **meetings@automicgroup.com.au** at least 48 hours before the Meeting.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting with respect to the formal items of business.

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

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 of the Company as at 7:00pm (AEST) on Wednesday, 20 August 2025.

VOTING IN PERSON

To vote in person, attend the Meeting at the time, date and place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed/attached Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

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 of the Company; 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.

A Proxy Form accompanies this notice. If a Shareholder wishes to appoint more than 1 proxy, they may make a copy of the Proxy Form attached to this Notice. For the Proxy Form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power or authority.

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);
- 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;
- if the proxy is the Chair 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;
- the appointed proxy is not the Chair;
- 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 of the meeting is taken, before voting on the Resolution closes, to have been appointed as the proxy for the purposes of voting on the Resolution at that meeting.

Proxy Voting by the Chair

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.

CORPORATE REPRESENTATIVES

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.

BUSINESS OF THE MEETING

1. RESOLUTION 1: RATIFY PRIOR ISSUE OF SHARES TO SOPHISTICATED OR PROFESSIONAL INVESTORS

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

"That, for the purpose of ASX Listing Rule 7.4, and for all other purposes, the issue of 212,000,000 Shares to Sophisticated or Professional Investors be ratified on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution 1 by or on behalf of a person who participated in the issue and any of their Associates. However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a Shareholder 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 Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

2. RESOLUTION 2: PROPOSED ISSUE OF SHARES TO SOPHISTICATED OR PROFESSIONAL INVESTORS

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

"That, for the purpose of ASX Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of up to 376,235,294 Shares at an issue price of \$0.0017 per Share to Sophisticated or Professional Investors on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution 2 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder or ordinary securities in the Company). However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a Shareholder 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 Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

3. RESOLUTION 3: APPROVAL TO ISSUE LEAD MANAGER 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 ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 75,000,000 Options to the Lead Manager on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution 3 by or on behalf of the Lead Manager (or their nominees) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an Associate of that person (or those persons). However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
 - (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
 - (c) a Shareholder 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 Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.
-

4. RESOLUTION 4: APPROVAL TO ISSUE SHARES UNDER FUTURE PLACEMENT

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue that number of Shares equal to \$5,000,000 divided by the Issue Price to Professional or Sophisticated Investors, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution 4 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or any Associates of that person. However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a Shareholder 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 Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

5. RESOLUTION 5: RATIFY PRIOR ISSUE OF SHARES TO PETER MAHER

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

"That, for the purpose of ASX Listing Rule 7.4, and for all other purposes, the issue of 10,000,000 Shares to the nominee of Peter Maher be ratified on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution 5 by or on behalf of Peter Maher and any of his Associates. However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;

- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a Shareholder 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 Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

6. RESOLUTION 6: PROPOSED ISSUE OF SHARES TO PETER MAHER

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

"That, for the purpose of ASX Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of up to 96,000,000 Shares to Peter Maher on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution 6 by or on behalf of Peter Maher and any of his Associates. However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a Shareholder 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 Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

DATED: 14 JULY 2025

BY ORDER OF THE BOARD

JOSHUA QUINN

COMPANY SECRETARY

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at an Extraordinary General Meeting to be held at Level 14, 60 Martin Place, Sydney NSW 2000 on Friday, 22 August 2025, at 11:00am (AEST).

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Meeting preceding this Explanatory Statement. Capitalised terms in this Explanatory Statement are defined in the glossary to this document.

ASX takes no responsibility for the contents of the Notice or the Explanatory Statement.

This Explanatory Statement does not take into account any person's investment objectives, financial situation or particular needs. If you are in any doubt about what to do in relation to the Meeting you should consult your financial or other professional adviser.

1. **RESOLUTION 1: RATIFY PRIOR ISSUE OF SHARES TO SOPHISTICATED OR PROFESSIONAL INVESTORS PURSUANT TO PLACEMENT**

1.1 **Background**

As announced on 4 June 2025 and 11 June 2025, the Company completed the first tranche of a placement of 212,000,000 Shares at \$0.0017 per Share (**Placement Shares**) to Sophisticated or Professional Investors to raise \$360,400 before costs (**Placement**).

The Company proposes to use the funds raised under the Placement to fund ongoing litigation matters, the US BNPL operations, working capital and costs of the Placement (refer to ASX announcement on 4 June 2025).

The Placement Shares were issued under the Company's 15% Placement Capacity. Accordingly, the Company is now seeking Shareholder ratification of the issue of the Placement Shares for the purposes of ASX Listing Rule 7.4 and for all other purposes.

An explanation of the Company's placement capacity and ASX Listing Rule 7.4 is set out below.

1.2 **Approval sought for the purposes of ASX Listing Rule 7.4**

Broadly speaking, and subject to a number of exceptions set out in ASX Listing Rule 7.2, ASX 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**).

ASX Listing Rule 7.4 states that where a company's shareholders ratify a prior issue of Securities, issued under that company's 15% Placement Capacity, provided that previous issue of Securities did not breach ASX Listing Rule 7.1, those Securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rules 7.1. This has the effect of "refreshing" a company's placement capacity and thereby increasing the number of Securities that may be issued under the Company's 15% Placement Capacity, without Shareholder approval.

The issue of the Placement Shares did not fall within any of the exceptions of ASX Listing Rule 7.1. Accordingly, Shareholder approval under ASX Listing Rule 7.4 is sought to ratify the issue of the Placement Shares and "refresh" the Company's 15% Placement Capacity.

If Resolution 1 is passed, the Placement Shares initially issued under the Company's 15% Placement Capacity will no longer be included within the Company's 15% Placement Capacity and this will provide flexibility for the Company to issue future Securities under the Company's 15% Placement Capacity without having to obtain Shareholder approval for some or all of those future issues.

If Resolution 1 is not passed, the Placement Shares issued under the 15% Placement Capacity will continue to be included in calculating the Company's 15% Placement Capacity, effectively decreasing the number of Equity Securities it can issue without Shareholder approval.

1.3 Specific information required by ASX Listing Rule 7.4

In accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Placement Shares:

Person to whom the Securities were issued	the Placement Shares were issued to various Sophisticated or Professional Investors who are not related parties of the Company.
Number and class of Securities issued	Under the Placement, the Company issued 212,000,000 Placement Shares.
Date of issue	10 June 2025.
Price or consideration received	Each Placement Share was issued for \$0.0017 per Share, raising \$360,400.
Purpose of the issue	The Company proposes to use the funds raised under the Placement to fund ongoing litigation matters, the US BNPL operations, working capital and costs of the Placement (refer to ASX announcement on 4 June 2025).
Voting exclusion statement	a voting exclusion statement for Resolution 1 applies and is included in the Notice preceding this Explanatory Statement.

1.4 Board recommendation

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

2. RESOLUTION 2: PROPOSED ISSUE OF SHARES TO SOPHISTICATED OR PROFESSIONAL INVESTORS

2.1 Background

As announced on 4 June 2025, in addition to the Placement Shares, the Company received commitments from Sophisticated or Professional Investors to raise an additional \$639,600 through the issue of 376,235,294 Shares at an issue price of \$0.0017 per Share (**Approval Shares**), subject to Shareholder approval.

The funds raised from this proposed issue of Shares will also be used to fund ongoing litigation matters, the US BNPL operations, working capital and costs of the Placement (refer to ASX announcement on 4 June 2025).

2.2 Approval sought for the purposes of ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is set out in section 1.2 of the Explanatory Statement.

The proposed issue of the Approval Shares does not fall within any of the exceptions of ASX Listing Rule 7.1, accordingly Shareholder approval is sought to approve the issue of the Approval Shares. The effect of such approval is that the Approval Shares issued will not be counted as reducing the number of Equity Securities which the Company can issue without Shareholder approval under the 15% limit imposed by ASX Listing Rule 7.1. This will allow the Company flexibility in the future.

If this Resolution is passed, the Company will be able to issue the Approval Shares and raise the amount referred to above.

If this Resolution is not passed, the Company will not be able to issue the Approval Shares and raise the amount referred to above.

2.3 Specific information required by ASX Listing Rule 7.3

2.4 Required information

Pursuant to ASX Listing Rule 7.3 the following information is provided.

Person(s) to whom the Securities were issued	Sophisticated and Professional investors who are not Related Parties of the Company.
Number and class of Securities	376,235,294 fully paid ordinary shares i.e. the Approval Shares.
Issue date of Securities	The Approval Shares will be issued within three months after the date of this Meeting.
Terms of the Securities	Approval Shares will rank equally in all respects with the existing fully paid ordinary Shares.
Issue price of Securities	\$0.0017 per Approval Share.
Purpose of issue and use of funds	The funds raised from this proposed issue of Shares will be also be used to fund ongoing litigation matters, the US BNPL operations, working capital and costs of the Placement (refer to ASX announcement on 4 June 2025).
Voting exclusion statement	a voting exclusion statement for Resolution 2 applies and is included in the Notice preceding this Explanatory Statement.

2.5 Board recommendation

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

3. RESOLUTION 3: APPROVAL TO ISSUE LEAD MANAGER OPTIONS

3.1 Background

Pursuant to the Company's ongoing capital raising mandate with Clee Capital (**Lead Manager Mandate**), Clee Capital acted as lead manager to the Placement.

Refer to section 1.1 of the Explanatory Statement for further background information on the Placement.

As part of the consideration for the services performed by the Lead Manager, the Company proposes to issue, subject to shareholder approval, a total of 75,000,000 Options (**Lead Manager Options**) to Clee Capital (or its nominees), comprising 50,000,000 Options with an exercise price of \$0.0025 (**Series A Options**) and 25,000,000 Options with an exercise price of \$0.003 (**Series B Options**).

3.2 Approval sought for the purposes of ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is set out in section 1.2 of the Explanatory Statement.

The issue of the Lead Manager Options does not fit within any of the exceptions to ASX Listing Rule 7.1 and it has not yet been approved by the Company's Shareholders. Accordingly, Shareholder approval is sought to approve the issue of the Lead Manager Options.

If Resolution 3 is passed, the issue will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Lead Manager Options and will have to negotiate alternative consideration with the Lead Manager.

3.3 Specific information required by ASX Listing Rule 7.3

In accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Placement Shares:

Person to whom the Securities were issued	Clee Capital (or its nominees).
Number of Securities and class to be issued	75,000,000 Options, comprising of 50,000,000 Series A Options and 25,000,000 Series B Options.
Terms of Securities	the Lead Manager Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) of issue	the Company expects to issue the Lead Manager Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Lead Manager Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules).

Price or consideration received	the Lead Manager Options will be issued at a nil issue price, in consideration for services provided by the Lead Manager in connection with the Placement and the firm commitments received for the Approval Shares.
Purpose of the issue	the purpose of the issue of the Lead Manager Options is to satisfy the Company's fee payment obligations to the Lead Manager.
Summary of material terms of agreement to issue	<p>the Lead Manager Options will be issued pursuant to the terms of the agreement for the Placement detailed in section 1.1 of the Explanatory Statement. The key terms are summarised below:</p> <p>(a) The Lead Manager serve as lead manager for the Placement and will share a cash fee of 6% plus GST on the total funds raised under the Placement.</p> <p>(b) In addition, the Lead Manager is to be granted the Lead Manager Options, subject to Shareholder approval.</p>
Voting exclusion statement	a voting exclusion statement for Resolution 3 applies and is included in the Notice preceding this Explanatory Statement.

3.4 Board recommendation

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

4. RESOLUTION 4: APPROVAL TO ISSUE SHARES UNDER FUTURE PLACEMENT

4.1 Background

The Company wishes to offer to new and existing Sophisticated and Professional Investors (**Placement Participants**) a placement of Shares at the Issue Price, to raise \$5,000,000 (before costs) (**Future Placement**).

Clee Capital will act as the lead manager and broker to the Future Placement pursuant to its existing Lead Manager Mandate.

In consideration for the provision of these services, the Company has agreed to pay Clee Capital a management fee equal to 2% of the amount raised under the Future Placement (plus GST) and a capital raising fee equal to 4% of the amount raised under the Future Placement (plus GST).

The Company intends to apply the funds raised under the Placement towards funding ongoing litigation matters, the US BNPL operations, general working capital purposes and to fund the costs of the Placement.

4.2 Approval sought for the purposes of ASX Listing Rule 7.1

Resolution 4 seeks Shareholder approval under ASX Listing Rule 7.1 (and all other purposes) to permit the issue of that number of Shares equal to \$5,000,000 divided by the Issue Price, to the Placement Participants.

As summarised in Resolution 1 of the Explanatory Statement above, ASX Listing Rule 7.1, subject to a number of exceptions, limits the amount of 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 12 month period.

The proposed issue does not fall within any of the exceptions set out in ASX Listing Rule 7.2 and the Company has decided not to utilise any of its remaining capacity to issue Securities without Shareholder approval. The Company is therefore seeking approval of Shareholders under ASX Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to proceed with the issue as described above. In addition, the issue will be excluded from the Company's 15% Placement Capacity calculation under ASX Listing Rules 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue in the manner described above. In such circumstances, the Company would need to assess other avenues to raise the required capital.

4.3 Specific information required by ASX Listing Rule 7.3

In accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Future Placement Shares:

Person(s) to whom the Securities were issued	The Placement Participants will comprise of Sophisticated and Professional Investors who will be identified by Clee through a bookbuild process, which will involve seeking expressions of interest to participate in the capital raising from non-Related Parties of the Company.
Number and class of Securities	The number of Shares to be issued will be equal to \$5,000,000 divided by the Issue Price.
Issue date of Securities	The Company expects to issue the Future Placement Shares within 3 months after the date of the Meeting.
Terms of the Securities	The Shares will be issued on the same terms and conditions as the Company's existing Shares.
Issue price of Securities	The Shares will be issued at an issue price equal to a 15% discount to the 5-day volume weighted average price (VWAP) immediately before the date of the issue price is agreed.
Purpose of issue and use of funds	The Company intends to apply the funds raised under the Future Placement towards funding ongoing litigation matters, the US BNPL operations, general working capital purposes and to fund the costs of the Placement, as set out above.

Voting exclusion statement	a voting exclusion statement for Resolution 2 applies and is included in the Notice preceding this Explanatory Statement.
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4.4 Analysis of potential dilution

Set out below is a worked example of the number of Shares that may be issued under this Resolution on assumed issue prices of \$0.012, \$0.006 and \$0.003 per Share, on the basis that \$5,000,000 is raised pursuant to the Placement:

Assumed Issue Price	Maximum number of Shares which may be issued¹	Shares on issue²	Dilution effect on existing Shareholders³
\$0.012	416,666,667	4,274,323,586	9%
\$0.006	833,333,333	4,274,323,586	16%
\$0.003	1,666,666,667	4,274,323,586	28%

Notes:

1. Rounded to the nearest whole number.
2. There are currently 4,274,323,586 Shares on issue as at the date of this Notice.
3. Rounded to the nearest whole number.
4. The Company notes that the above workings are an example only and the actual issue price may differ. This will result in the maximum number of Shares to be issued and the dilution percentage to also differ.

As the Issue Price under Resolution 4 may be calculated by reference to the market price of the Company's Shares at a future time, the issue could be highly dilutive to existing Shareholders if the market price of the Shares falls substantially between the date of the approval and the date of agreement to issue.

4.5 Board recommendation

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

5. RESOLUTION 5: RATIFY PRIOR ISSUE OF SHARES TO PETER MAHER

5.1 Background

As announced on 25 June 2025, the Company issued 10,000,000 Shares to Peter Maher (**Executive**) in accordance with the employment agreement between Peter Maher and Ovanti US Inc (the Company's US subsidiary) dated 24 June 2025 for his appointment as chief executive officer for the Company's US BNPL division (**Employment Agreement**).

Under the key terms of the Employment Agreement, Mr Maher's executive remuneration includes a cash component of USD\$450,000 per annum and a total of 106,000,000 fully paid ordinary shares in the Company. Of these:

- (a) 10,000,000 shares (**Upfront Shares**) were issued unconditionally on Mr Maher's commencement date, being 14 July 2025, and are not subject to any performance hurdles or vesting conditions; and

- (b) the remaining 96,000,000 shares (**Vesting Shares**) are subject to both shareholder approval and voluntary escrow, and will vest in 16 equal quarterly instalments of 6,000,000 Shares each over a four-year period.

The first tranche of 6,000,000 Vesting Shares is scheduled to vest three months following Mr Maher's commencement date of 14 July 2025 (**Commencement Date**), with subsequent tranches vesting every three months thereafter, provided that Mr Maher remains continuously employed by the Company at each applicable vesting date.

The Upfront Shares were issued under the Company's 15% placement capacity in accordance with Listing Rule 7.1. The Company is now seeking Shareholder ratification of the issue of the Upfront Shares for the purposes of ASX Listing Rule 7.4 and for all other purposes.

5.2 Approval sought for the purposes of ASX Listing Rule 7.4

A summary of ASX Listing Rule 7.1 and 7.4 is set out in section 1.2 of the Explanatory Statement.

The issue of the Upfront Shares did not fall within any of the exceptions of ASX Listing Rule 7.1. Accordingly, Shareholder approval under ASX Listing Rule 7.4 is sought to ratify the issue of the Upfront Shares and "refresh" the Company's 15% Placement Capacity.

If Resolution 5 is passed, the Upfront Shares initially issued under the Company's 15% Placement Capacity will no longer be included within the Company's 15% Placement Capacity and this will provide flexibility for the Company to issue future Securities under the Company's 15% Placement Capacity without having to obtain Shareholder approval for some or all of those future issues.

If Resolution 5 is not passed, the Upfront Shares issued under the 15% Placement Capacity will continue to be included in calculating the Company's 15% Placement Capacity, effectively decreasing the number of Equity Securities it can issue without Shareholder approval.

5.3 Specific information required by ASX Listing Rule 7.4

In accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Upfront Shares:

Person to whom the Securities were issued	the Upfront Shares were issued to Peter Maher (or his nominee) as part of his remuneration as chief executive officer of the Company's US BNPL division
Number and class of Securities issued	The Company issued 10,000,000 Shares to Peter Maher.
Date of issue	14 July 2025.
Price or consideration received	The Upfront Shares were issued for nil consideration.
Purpose of the issue	The Upfront Shares were issued for the purpose of satisfying the Company's obligation under the Employment Agreement to issue the Upfront Shares as part of Peter Maher's executive remuneration package.

Summary of material terms of agreement to issue	a summary of the material terms of agreement to issue the Upfront Shares is set out in Schedule 2.
Voting exclusion statement	a voting exclusion statement for Resolution 1 applies and is included in the Notice preceding this Explanatory Statement.

5.4 Board recommendation

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

6. RESOLUTION 6: PROPOSED ISSUE OF SHARES TO PETER MAHER

6.1 Background

As announced on 25 June 2025, the Company entered into an Employment Agreement with Peter Maher. In accordance with the Employment Agreement, the Company is obliged to issue the Upfront Shares and the Vesting Shares as explained in section 5.1 of the Explanatory Statement.

6.2 Approval sought for the purposes of ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is set out in section 1.2 of the Explanatory Statement.

The proposed issue of the Vesting Shares does not fall within any of the exceptions of ASX Listing Rule 7.1, accordingly Shareholder approval is sought to approve the issue of the Vesting Shares. The effect of such approval is that the Vesting Shares issued will not be counted as reducing the number of Equity Securities which the Company can issue without Shareholder approval under the 15% limit imposed by ASX Listing Rule 7.1. This will allow the Company flexibility in the future.

If this Resolution is passed, the Company will be able to issue the Vesting Shares and satisfy its obligations under the Employment Agreement.

If this Resolution is not passed, the Company will not be able to issue the Vesting Shares and will have to negotiate alternative consideration with the Executive.

6.3 Specific information required by ASX Listing Rule 7.3

6.4 Required information

Pursuant to ASX Listing Rule 7.3 the following information is provided.

Person(s) to whom the Securities were issued	Peter Maher
Number and class of Securities	96,000,000 fully paid ordinary shares i.e. the Vesting Shares.
Issue date of Securities	the Vesting Shares will be issued within three months after the date of this Meeting.
Terms of the Securities	Vesting Shares will rank equally in all respects with the existing fully paid ordinary Shares.

Issue price of Securities	the Vesting Shares were issued for nil consideration.
Purpose of issue	the Vesting Shares were issued for the purpose of satisfying the Company's obligation under the Employment Agreement to issue the Vesting Shares as part of Peter Maher's executive remuneration package.
Summary of material terms of agreement to issue	a summary of the material terms of agreement to issue the Vesting Shares is set out in Schedule 2.
Voting exclusion statement	a voting exclusion statement for Resolution 6 applies and is included in the Notice preceding this Explanatory Statement.

6.5 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 6.

GLOSSARY

15% Placement Capacity has the meaning given to that term in section 1.2 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 section 10 to 17 of the Corporations Act.

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

ASX Listing Rules means the Listing Rules of ASX.

BNPL means buy now, pay later services.

Board means the current board of Directors of the Company.

Chair means the chair of the Meeting.

Clee Capital means Clee Capital Pty Ltd (ACN 637 619 937).

Company or **Ovanti** means Ovanti Limited (ACN 091 192 871).

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.

Employment Agreement means the employment agreement between Peter Maher and the Company's US BNPL division dated 24 June 2025.

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.

Executive means Peter Maher.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Future Placement means the placement of Shares pursuant to

Issue Price means the price determined at a 15% discount to the 5-day volume weighted average price calculated as at the date of issue.

Lead Manager Options has the meaning given to that term in section 3.1 of the Explanatory Statement.

Lead Manager has the meaning given to that term in section 3.1 of the Explanatory Statement.

Lead Manager Mandate has the meaning given to that term in section 3.1 of the Explanatory Statement.

Notice or **Notice of Meeting** means the notice of the Extraordinary General Meeting.

Option means an option in the Company to acquire a Share.

Placement has the meaning given to that term in section 1.1 of the Explanatory Statement.

Placement Participants has the meaning set out in Resolution 4 of the Explanatory Statement.

Placement Shares has the meaning given to that term in section 1.1 of the Explanatory Statement.

Professional Investors means investors within the definition in section 708(11) of the Corporations Act.

Proxy Form means the proxy form accompanying the Notice.

Resolution means a resolution set out in the Notice.

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

Series A Options has the meaning given to that term in section 3.1 of the Explanatory Statement.

Series B Options has the meaning given to that term in section 3.1 of the Explanatory Statement.

Share means a fully paid ordinary share in the Company.

Shareholder means a holder of a Share.

Sophisticated Investors means investors within the definition in section 708(8) of the Corporations Act.

Upfront Shares has the meaning given to that term in section 5.1 of the Explanatory Statement.

Vesting Shares has the meaning given to that term in section 5.1 of the Explanatory Statement.

Schedule 1

Terms and Conditions of Lead Manager Options

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (f), the amount payable upon exercise of each Option will be:

(i) Series A Options: \$0.0025;

(ii) Series B Options: \$0.003,

(each an **Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (AEST) on the date which is three years from the date of issue of the Options (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(a) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(b) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(c) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(d) **Timing of issue of Shares on exercise**

Within five Business Days after the Exercise Date, the Company will:

(i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

(ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under Schedule 1(d)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(e) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(f) **Quotation of Shares issued on exercise**

Application will be made by the Company to ASX for quotation of the Shares issued upon exercise of the Options.

(g) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(h) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(i) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(j) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

Schedule 2

Summary of key terms of Employment Agreement

Term	Mr Maher ("Executive") has been appointed to perform the services of Chief Executive Officer for the Company's US BNPL division from 14 July 2025 ("Commencement Date").									
Services	Mr Maher will represent the Company as Chief Executive Officer of the Company's US BNPL division and perform those tasks usually required of a Chief Executive, this includes managing the Company's US BNPL division executive leadership, strategic vision and day-to-day operations.									
Remuneration	<p>The Executive will receive a base remuneration of USD \$450,000 per annum and full paid executive health, dental and vision insurance.</p> <p>Upon commencement of this agreement the Executive shall be issued 106 million ordinary shares in the ASX listed parent company Ovanti Limited (ASX:OVT) with 10 million shares ("Upfront Shares") to vest immediately upon execution of this agreement. The remaining 96 million ordinary shares shall vest in 16 equal quarterly instalments of 6 million shares each over approximately 4 years. The first such instalment will vest three months after the Commencement Date, with an additional 6 million shares vesting every three months thereafter, provided that the Executive remains continuously employed with the Company through each such vesting date. Additionally, the Executive will be eligible to receive the incentive payment outlined below via the achievement of KPIs to be agreed from time to time with the Board of the ASX listed parent company Ovanti Limited.</p> <p>To the exception of the Upfront Shares which will be issued under the Company's LR7.1 capacity, all share issues and share rights are subject to shareholder approval for the purposes of ASX Listing Rules 7.1, 10.11 and any other required or necessary approvals.</p>									
Incentive Payment	<p>For each 12 month period running from the Commencement Date ("Incentive Period"), the Executive will be eligible to be awarded an incentive payment ("Incentive Payment") of up to the lesser of:</p> <p>(a) USD\$500,000; and</p> <p>(b) 2% of the market capitalisation of the Company, paid in shares or cash at the Company's discretion.</p> <p>For the initial Incentive Period, the Incentive Payment will be determined against the KPIs set out in the list below. The Ovanti Board retains discretion to award an additional amount against any KPI that has been partially met.</p> <table><tr><th>KPI Criteria</th><th>Achievement Timeframe</th></tr><tr><td>Establish U.S. operational and compliance infrastructure (Org Structure, Data Retention, KYC/AML, PCI DSS, SOC2 Type 1, Customer Terms/Privacy/Disclosures)</td><td>12 months</td></tr><tr><td>Key US Senior hires made by month 6 (Product, Partnerships, Sales, Compliance, etc)</td><td>12 months</td></tr><tr><td>Secure all necessary legal validation and compliance opinions for US GTM model</td><td>12 months</td></tr></table>		KPI Criteria	Achievement Timeframe	Establish U.S. operational and compliance infrastructure (Org Structure, Data Retention, KYC/AML, PCI DSS, SOC2 Type 1, Customer Terms/Privacy/Disclosures)	12 months	Key US Senior hires made by month 6 (Product, Partnerships, Sales, Compliance, etc)	12 months	Secure all necessary legal validation and compliance opinions for US GTM model	12 months
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Establish U.S. operational and compliance infrastructure (Org Structure, Data Retention, KYC/AML, PCI DSS, SOC2 Type 1, Customer Terms/Privacy/Disclosures)	12 months									
Key US Senior hires made by month 6 (Product, Partnerships, Sales, Compliance, etc)	12 months									
Secure all necessary legal validation and compliance opinions for US GTM model	12 months									

	Sign critical partner needed to access opt-in consumer data for non-FICO, cash flow based model (e.g. Plaid, MX)	12 months
	Completed MVP and Launch of Ovanti US consumer APP and Integrated Checkout Platform	12 months
	Sign 2 large-scale platforms (e.g. PSPs or Platforms)	12 months
	Stand up stablecoin-backed merchant settlement and consumer pay-later flow	12 months
	Launch in 10+ states	12 months
	Process first TTV via deferred payments via the App and/or Integrated Checkout	12 months
	Implement compliance stack (KYC, money movement, CFPB-aligned transparency)	12 months
	Acquire 40K+ active U.S. consumers	12 months
	Surpass \$250M in annual TTV run-rate (\$12M+ monthly run rate)	24 months
	Launched and operating under validated model in 30+ states	24 months
	Surpass 150K U.S. Ovanti users	24 months
	Scale to 75+ integrated merchant accounts via partner integrations, platforms or direct to merchant integrations	24 months
	Those KPIs expressed with a timeframe of more than 12 months, if not achieved in the initial Incentive Period, will be retained as KPIs in subsequent Incentive Periods. The Ovanti Board may, in its discretion, extend the achievement timeframe for a KPI if the Executive fails to meet that KPI in the achievement timeframe.	
Other provisions	The contract also contains employment provisions including as to confidentiality, intellectual property and restraint.	



Ovanti Limited | ABN 11 091 192 871

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **11.00am (AEST) on Wednesday, 20 August 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:

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BY FACSIMILE:

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All enquiries to Automic:

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<https://automicgroup.com.au>

PHONE:

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

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STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Extraordinary General Meeting of Ovanti Limited, to be held at **11.00am (AEST) on Friday, 22 August 2025 at Level 14, 60 Martin Place, Sydney NSW 2000** 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.

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.

STEP 2 - Your voting direction

Resolutions	For	Against	Abstain
1 RATIFY PRIOR ISSUE OF SHARES TO SOPHISTICATED OR PROFESSIONAL INVESTORS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 PROPOSED ISSUE OF SHARES TO SOPHISTICATED OR PROFESSIONAL INVESTORS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 APPROVAL TO ISSUE LEAD MANAGER OPTIONS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 APPROVAL TO ISSUE SHARES UNDER FUTURE PLACEMENT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 RATIFY PRIOR ISSUE OF SHARES TO PETER MAHER	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 PROPOSED ISSUE OF SHARES TO PETER MAHER	<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

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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).

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